

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General and Special Meeting to be held on July 24, 2018

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 9:30 AM, Eastern Time on July 20, 2018.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. **Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We being holder(s) of Indiva Limited hereby appoint: Niel Marotta, or failing him, Koby Smutylo, or failing him, Jennifer Welsh,

OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of Indiva Limited to be held at 441 Maclaren St., Unit 200B, Ottawa, Ontario, K2P 2H3, on July 24, 2018 at 7:00 PM, Eastern Time and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For **Against**

1. Number of Directors

To set the number of Directors at 6 and approve the Board Size Resolution set out in Schedule "A" to the Management Information Circular dated June 15, 2018.

2. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. Niel Marotta	<input type="checkbox"/>	<input type="checkbox"/>	02. Koby Smutylo	<input type="checkbox"/>	<input type="checkbox"/>	03. John Marotta	<input type="checkbox"/>	<input type="checkbox"/>
04. Andre Lafleche	<input type="checkbox"/>	<input type="checkbox"/>	05. Hugh Hamish Sutherland	<input type="checkbox"/>	<input type="checkbox"/>	06. James Yersh	<input type="checkbox"/>	<input type="checkbox"/>

3. Appointment of Auditors

Appointment of MNP LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

4. Option Plan Resolution

BE IT RESOLVED THAT:

- the Share Option Plan of the Corporation attached as Schedule "B" to the Management Information Circular dated June 15, 2018 of the Corporation be, and the same hereby is, confirmed and approved as the Share Option Plan of the Corporation.

5. By-Law Resolution

BE IT RESOLVED THAT:

- the Amended and Restated By-Law No. 1 of the Corporation attached as Schedule "D" to the Management Information Circular dated June 15, 2018 of the Corporation be, and the same hereby is, confirmed and approved.

6. CSE Listing Resolution

BE IT RESOLVED THAT:

- the delisting of the common shares of the Corporation and the common share purchase warrants of the Corporation trading under the symbol "NDVA.WT" (the "Listed Securities") from the TSX Venture Exchange (the "TSXV") be, and it hereby is, approved (the "Delisting");
- the listing of the Listed Securities on the Canadian Securities Exchange (the "CSE") be, and it hereby is, approved (the "Listing", and together with the Delisting, the "CSE Listing");
- notwithstanding that this resolution has been passed (and the CSE Listing adopted) by the shareholders of the Corporation, the Board of Directors may, at its sole discretion, decide to not act on this resolution or only act on part of this resolution without further approval or authorization from the shareholders of the Corporation; and
- any one director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this resolution.

Authorized Signature(s) – This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Signature(s)

Date

MM / DD / YY

Annual Financial Statements – Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

Information Circular – Mark this box if you would like to receive the Information Circular by mail for the next securityholders' meeting.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

