



CHARLOTTE'S WEB HOLDINGS, INC.

Form of Proxy – Annual General and Special Meeting to be held on Tuesday, August 20, 2019

Stock Exchange Tower
350-300 5th Avenue SW
Calgary, AB T2P 3C4

Appointment of Proxyholder

I/We being the undersigned holder(s) of **Charlotte's Web Holdings, Inc.** hereby appoint **Adrienne Elsner (President, CEO and Director)** or failing this person, **Joel Stanley (Chairman, Director)**

OR Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein:

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder 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 Charlotte's Web Holdings, Inc. to be held at 300 Vesey Street (One North End Tower), 12th Floor, New York, NY 10282, United States at 2:30 p.m. (Eastern Standard time) or at any adjournment thereof.

1. Number of Directors. To set the number of directors to be elected at the Meeting to at six (6).		For	Against
		<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Directors.	For	Withhold	For
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
a. Joel Stanley	<input type="checkbox"/>	<input type="checkbox"/>	b. Adrienne Elsner
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. John Held	<input type="checkbox"/>	<input type="checkbox"/>	e. Shane Hoyne
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			c. Jared Stanley
			<input type="checkbox"/>
			f. William West
			<input type="checkbox"/>
3. Appointment of Auditors. To appoint MNP LLP as auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors.	For	Withhold	For
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Special Resolution Re: Amendment of Articles and Notice of Articles. To pass a special resolution, the full text of which is set forth in Appendix A to the Management Information Circular accompanying this Form of Proxy (the "Circular"), to authorize and approve an amendment of the Notice of Articles and/or the Articles of the Company with respect to stakeholder interests and benefit company legislation, as more fully described in the Circular.	For	Against	For
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Special Resolution Re: Amendment of Articles. To pass a special resolution, the full text of which is set forth in Appendix B to the Circular, to authorize and approve an amendment to the Articles of the Company with respect to advance notice provisions, as more fully described in the Circular.	For	Against	For
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of Employee Share Purchase Plan. To pass an ordinary resolution, the full text of which is set forth in Appendix D to the Circular, to authorize and approve the Company's Employee Share Purchase Plan.	For	Against	For
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Signature(s):

Date:

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.**

____ / ____ / ____
MM / DD / YY

Interim Financial Statements – Check the box to the right if you would like to receive interim financial statements and accompanying Management’s Discussion & Analysis by mail. See below for instructions to sign up for delivery by email.

Annual Financial Statements – Check the box to the right if you would like to receive the Annual Financial Statements and accompanying Management’s Discussion and Analysis by mail. See below for instructions to sign up for delivery by email.

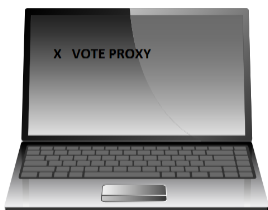
This form of proxy is solicited by and on behalf of Management.

Proxies must be received by 2:30 pm, Eastern Standard time, on Friday, August 16, 2019.

Notes to Proxy

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the Annual General and Special Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears 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 or withheld from voting, 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 to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:



To Vote Your Proxy Online please visit:

<http://odysseytrust.com/Transfer-Agent/Login> and click on

VOTE

You will require the CONTROL NUMBER printed with your address to the right. If you vote by Internet, do not mail this proxy.

To request the receipt of future documents via email and/or to sign up for Securityholder Online Services, you may contact Odyssey Trust Company at www.odysseycontact.com.

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. A return envelope has been enclosed for voting by mail.