



To vote your shares you must vote online, by telephone or by mail following the instructions in the enclosed form of proxy or voting instruction form. Your voting instructions **must be received prior to the proxy cut off time of Friday, September 2, 2022 at 10:00 am (Pacific time)**.

**SHAREHOLDERS ARE REMINDED TO REVIEW THE MEETING MATERIALS PRIOR TO VOTING.**

Shareholders will be asked at the Meeting to consider and vote on the following matters:

1. **Number of Directors** - Shareholders will be asked to fix the number of Directors for the ensuing year at three (3). Information respecting the election of directors may be found in the "Election of Directors" section of the Information Circular.
2. **Election of Directors** - Shareholders will be asked to elect Directors to hold office for the ensuing year. Information respecting the election of directors may be found in the "Election of Directors" section of the Information Circular.
3. **Appointment of Auditor** - Shareholders will be asked to appoint the auditors of Portofino for the ensuing year; to authorize the Directors to fix the remuneration to be paid to the auditor; and to authorize the Directors, in their discretion, to change auditors during the year, subject to compliance with the requirements of the BC Securities Commission. Information respecting the appointment of the auditors may be found in the "Appointment of Auditor" section of the Information Circular.
4. **Stock Option Plan** - Shareholders will be asked to consider, and if thought advisable, approve an ordinary resolution reconfirming Portofino's 2016 Stock Option Plan. Information respecting the stock option plan may be found in the "Approval of Stock Option Plan" section of the Information Circular.
5. **Approval of Modified Equity Incentive Plan** - Shareholders will be asked to consider and, if deemed appropriate, with or without variation, an ordinary resolution by disinterested shareholders (shareholders without interest in this resolution) approving the modified equity incentive plan as more fully described in the Information Circular (the "Modified Equity Incentive Plan").

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*Notice to Non-Objecting Beneficial Owners (NOBOs):* These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.