



FORM OF PROXY / VOTING INSTRUCTION FORM

Annual General Meeting to be held on Thursday, December 28, 2023

This form of proxy ("Proxy") / Voting Instruction Form ("VIF") is solicited by and on behalf of Management.

Notes to Proxy:

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.

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 / VIF. If you are voting on behalf of a corporation or another individual you must sign this Proxy / VIF with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this Proxy / VIF.

This Proxy / VIF should be signed in the exact manner as the name(s) appear(s) on the Proxy / VIF.

If this Proxy / VIF is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.

If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.

This Proxy / VIF 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.

This Proxy / VIF should be read in conjunction with the accompanying documentation provided by Management.

Proxies / VIFs submitted must be received by 9:00 am, Vancouver Time, on Friday, December 22, 2023, or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting.

VOTING METHODS	
MAIL or HAND DELIVERY	Endeavor Trust Corporation 702 – 777 Hornby Street Vancouver, BC V6Z 1S4
FACSIMILE – 24 Hours a Day	604-559-8908
EMAIL	proxy@endeavortrust.com
ONLINE	As listed on Form of Proxy / VIF

If you vote by FAX, EMAIL or On-Line, DO NOT mail back this Proxy / VIF.

Voting by mail, fax or by email 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 / VIF.

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Appointment of Proxyholder

I/We, being holder(s) of **Happy Belly Food Group Inc.**, hereby appoint: **Shawn Moniz**, CEO of the Company, or failing him, **Dean Callaway**, CFO of the Company.

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

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 Meeting of shareholders of **HAPPY BELLY FOOD GROUP INC.** to be held by **Microsoft Teams** on **Thursday, December 28, 2023** at **9:00 am**, Vancouver Time, and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY OVER THE BOXES.

- | | | |
|--|--------------------------|--------------------------|
| 1. Number of Directors | For | Against |
| To set the number of Directors at five (5). | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Election of Directors | For | Withhold |
| 01. Shawn Moniz | <input type="checkbox"/> | <input type="checkbox"/> |
| 02. Kevin Cole | <input type="checkbox"/> | <input type="checkbox"/> |
| 03. Alex Rechichi | <input type="checkbox"/> | <input type="checkbox"/> |
| 04. Mark Rechichi | <input type="checkbox"/> | <input type="checkbox"/> |
| 05. Sean Black | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Appointment of Auditors | For | Withhold |
| To re-appoint Buchanan Barry LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration. | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Re-Approve Stock Option Plan | For | Against |
| To re-approve by ordinary resolution the 15% rolling stock option plan of the Company. | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Re-Approve Restricted Share Unit Plan | For | Against |
| To re-approve by ordinary resolution the fixed restricted share unit plan of the Company. | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Other Business | For | Against |
| To transact such other business that may be brought properly before the Meeting and any adjournment or postponement of the Meeting. | <input type="checkbox"/> | <input type="checkbox"/> |

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

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

Print Name(s) & Signing Capacity(ies), if applicable

Email

Date (MM-DD-YY)
THIS PROXY / VIF MUST BE DATED