# **37 CAPITAL INC.**



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class

Holder Account Number

## Form of Proxy - Annual General Meeting to be held on Friday, December 9, 2016

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

#### Notes to proxy

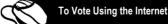
- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- 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.

#### Proxies submitted must be received by 11:00 AM (Pacific Time) on Wednesday, December 7, 2016.

### 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



- 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**

We being holder(s) of 37 Capital Inc. hereby appoint: Bedo H. Kalpakian, resident, CEO, CFO and Director, or failing him, Jacob H. Kalpakian, Vice-resident and Director,       OR       Print the name of the person you are appointing if this person is someone other than the aforesaid management nominees for proxyholder.													
as my/our proxyholder with full power or given, as the proxyholder sees fit) and Vancouver, BC, on Friday, December S	of substitutio all other ma 9, 2016, at 1	on and to att atters that m 11:00 AM, P	tend, act and to ve hay properly come Pacific Time, and a	ote for and o before the at any adjou	on behalf of tl Annual Gene Irnment or po	ne sharehol ral Meeting stponemen	der in accor of shareho t thereof.	ordance olders o	with the followin f 37 Capital Inc.	ng direction to be held a	(or if no dire at 300 – 570	ctions h ) Granvi	ave been le Street,
VOTING RECOMMENDATIONS ARE	INDICATE	D BY <mark>HIG</mark> HI	LIGHTED TEXT	OVER THE	BOXES.								
											ļ	For	Against
1. Number of Directors To set the number of Directors at f	ive (5).												
2. Election of Directors	For	For Withhold				For Withhold				For Withho			Withhold
01. Bedo H. Kalpakian			02. Jacob H.	Kalpakian	l			03.	Gregory T. Mo	Farlane			
04. Fred A. C. Tejada			05. Neil Spel	llman									
												For	Withhold
3. Appointment of Auditors Appointment of Smythe LLP, Char fix their remuneration.	tered Prof	essional A	ccountants as A	Auditors of	the Compa	ny for the e	ensuing ye	ear and	I authorizing t	he Directo	rs to		
											1	For	Against
4. Re-Approve Company's Stock To re-rpprove the Company's Stoc													
Authorized Signature(s) - Thi	s sectior	n must be	e completed f	for your	Sigr	nature(s)				Date			
I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby				v					]				
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.													
Interim Financial Statements - Mark this bo like to receive Interim Financial Statements a accompanying Management's Discussion ar mail. If you are not mailing back your proxy, you n	and nd Analysis by nay register o	y		he Annual Fin Management'	nancial Stateme 's Discussion a	nts and nd Analysis b	y						
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