

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

Security Class

Holder Account Number

Fold

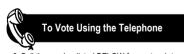
Voting Instruction Form ("VIF") - Annual General Meeting to be held on Monday, November 14, 2022

NON-REGISTERED (BENEFICIAL) SECURITYHOLDERS

- 1. We are sending to you the enclosed proxy-related materials that relate to a meeting of the holders of the series or class of securities that are held on your behalf by the intermediary identified above. Unless you attend the meeting and vote in person, your securities can be voted only by management, as proxy holder of the registered holder, in accordance with your instructions.
- 2. We are prohibited from voting these securities on any of the matters to be acted upon at the meeting without your specific voting instructions. In order for these securities to be voted at the meeting, it will be necessary for us to have your specific voting instructions. Please complete and return the information requested in this VIF to provide your voting instructions to us promptly.
- 3. If you want to attend the meeting and vote in person, please write your name in the place provided for that purpose in this form. You can also write the name of someone else whom you wish to attend the meeting and vote on your behalf. Unless prohibited by law, the person whose name is written in the space provided will have full authority to present matters to the meeting and vote on all matters that are presented at the meeting, even if those matters are not set out in this form or the information circular. Consult a legal advisor if you wish to modify the authority of that person in any way. If you require help, please contact the Registered Representative who services your account.
- 4. This VIF should be signed by you in the exact manner as your name appears on the VIF. If these voting instructions are given on behalf of a body corporate set out the full legal name of the body corporate, the name and position of the person giving voting instructions on behalf of the body corporate and the address for service of the body corporate.
- 5. If a date is not inserted in the space provided on the reverse of this VIF, it will be deemed to bear the date on which it was mailed by management to you.
- 6. When properly signed and delivered, securities represented by this VIF will be voted as directed by you, however, if such a direction is not made in respect of any matter, and the VIF appoints the Management Nominees, the VIF will direct the voting of the securities to be made as recommended in the documentation provided by Management for the meeting.
- 7. Unless prohibited by law, this VIF confers discretionary authority on the appointee to vote as the appointee sees fit in respect of amendments or variations to matters identified in the notice of meeting or other matters as may properly come before the meeting or any adjournment thereof.
- 8. By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to the voting of, these securities.
- 9. If you have any questions regarding the enclosed documents, please contact the Registered Representative who services your account.
- 10. This VIF should be read in conjunction with the information circular and other proxy materials provided by Management.

VIFs submitted must be received by 11:00 am, PST on Wednesday, November 9, 2022.

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



 Call the number listed BELOW from a touch tone telephone.

1-866-734-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 VIF.

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 choose an appointee other than the Management appointees named on the reverse of this VIF. Instead of mailing this VIF, you may choose one of the two voting methods outlined above to vote this VIF.

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

CONTROL NUMBER

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+													+	
Appointee(s) I/We being holder(s) of securities of 37 Capital Inc. (the "Company") hereby appoint: Jake H. Kalpakian, President, CEO and Director, or failing this person, Neil Spellman, CFO and Director (the "Management Nominees") OR If you wish to attend in person or appoint someone else to attend on your behalf, print your name or the name of your appointee in this space (see Note #3 on reverse).														
as my/our appointee to attend, act and properly come before the Annual Gene am, PST and at any adjournment or po	eral Meeting	of shareho	with the	e following di f the Compar	rection (or if r ny to be held	no directior at Suite 30	ns have be 13 – 570 G	en given, a ranville Stre	s the appo eet, Vanco	intee sees fit uver, BC on I) and on all other Monday, Novemb	matters that er 14, 2022 a	may at 11:00	
VOTING RECOMMENDATIONS ARE	INDICATED	BY HIGH	LIGHT	ED TEXT OV	/ER THE BO	XES.								
												For	Against	
1. Number of Directors														
To set the number of Directors at f	our (4).													
2. Election of Directors	For	Withhol	d				For	Withhol	d			For	Withhold	Fold
01. Jake H. Kalpakian			02.	Bedo Kalpa	akian				03. Ne	il Spellman				
04. Gregory McFarlane														
												For	Withhold	
3. Appointment of Auditors														
Appointment of Dale Matheson Ca and authorizing the Directors to fix			LP), C	hartered Pr	ofessional <i>P</i>	Accountar	nts as Au	ditors of th	e Compa	ny for the e	nsuing year			
												For	Against	
4. Re-approve Company's Stock	Option Pl	an												
To re-approve the Company's Stor	ck Option F	Plan.											Ш	
														Fold
Authorized Signature(s) – Th instructions to be executed.	is section	n must b	e cor	mpleted fo	or your	Signa	ature(s)				Date			
I/We authorize you to act in accordanc revoke any VIF previously given with re indicated above, and the VIF appoin as recommended by Management.	e with my/ou	ır instructio Meetina. I	ns set	out above. I/\ oting instruc	We hereby	ı						\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	<u> </u>	

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

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.



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



