

**SENTERNET PHI GAMMA INC.**

1 Adelaide St. East, 2nd Floor, Suite 203  
Toronto, Ontario

**P R O X Y**

**This proxy is solicited by the management of Senternet Phi Gamma Inc. (the “Company”) for the Annual General and Special Meeting of its Shareholders (the “Meeting”) to be held on Wednesday, June 13, 2018.**

The undersigned hereby appoints Yaron Conforti, CEO, CFO, Secretary and a Director of the Company, or failing him, Binyomin Posen, a Director of the Company, or instead of either of the foregoing, (insert name) \_\_\_\_\_, as nominee of the undersigned, with full power of substitution, to attend and vote on behalf of the undersigned at the Meeting to be held at 1 Adelaide St. East, 2nd Floor, Suite 203, Toronto, Ontario on Wednesday, June 13, 2018 at 10:00 a.m. (Toronto time), and at any adjournments thereof, and directs the nominee to vote or abstain from voting the shares in the Company of the undersigned in the manner indicated below:

1. the special resolution fixing the number of directors to be elected at the Meeting at four (4).

VOTE FOR \_\_\_\_\_ VOTE AGAINST \_\_\_\_\_

2. the special resolution empowering the board of directors of the Company to determine from time to time the number of directors within the minimum and maximum numbers provided in the articles of the Company

VOTE FOR \_\_\_\_\_ VOTE AGAINST \_\_\_\_\_

3. the election of the below directors to hold office until the next annual meeting of shareholders or until his or her successor is duly elected or appointed, all as the case may be, unless his or her office is earlier vacated in accordance with the constating documents of the Company or the provisions of the *Business Corporations Act* (Ontario) (the “Act”).

Binyomin Posen VOTE FOR \_\_\_\_\_ WITHHOLD VOTE \_\_\_\_\_

Yaron Conforti VOTE FOR \_\_\_\_\_ WITHHOLD VOTE \_\_\_\_\_

Natasha Wortzman VOTE FOR \_\_\_\_\_ WITHHOLD VOTE \_\_\_\_\_

Sruli Weinreb VOTE FOR \_\_\_\_\_ WITHHOLD VOTE \_\_\_\_\_

4. the re-appointment of Zeifmans LLP, as auditors of the Corporation and to authorize the directors to fix their remuneration.

VOTE FOR \_\_\_\_\_ WITHHOLD VOTE \_\_\_\_\_

5. the special resolution authorizing and approving the consolidation of the issued and outstanding Common Shares on the basis of one (1) post-consolidation Common Share for a minimum of every existing two (2) pre-consolidation Common Shares and a maximum of twenty (20) pre-consolidation Common Shares issued and outstanding immediately prior to the consolidation, with the final ratio to be determined by the Board, in its sole discretion, effective for twelve (12) months from the date of such approval, as more particularly set forth in the accompanying Management Information Circular;

VOTE FOR \_\_\_\_\_ VOTE AGAINST \_\_\_\_\_

6. the special resolution approving a change in the name of the Company from “Senternet Phi Gamma Inc.” to such other name as may be determined by the Board, in its sole discretion, effective for twelve (12) months from the date of such approval, as more particularly set forth in the accompanying Management Information Circular;

VOTE FOR \_\_\_\_\_ VOTE AGAINST \_\_\_\_\_

**THE UNDERSIGNED HEREBY REVOKES ANY PRIOR PROXY OR PROXIES.**

DATED: \_\_\_\_\_, 2018.

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Signature of Shareholder

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(Please print name here)

Please use the following field to advise the Company of any change of address:

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**A proxy will not be valid unless the completed, signed and dated form of proxy is delivered to Heritage Transfer Agency Inc. by fax to (416) 864-0175 or by mail or by hand at the Victory Building, 501 – 80 Richmond Street West, Toronto, ON M5H 2A4 no later than 10:00 a.m. (Toronto time), on Monday, June 11, 2018, or, if the Meeting is adjourned, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the adjourned Meeting at which the proxy is to be used.**

Any one of the joint holders of a share in the capital of the Company may sign a form of proxy in respect of the share but, if more than one of them is present at the Meeting or represented by a proxyholder, the holder whose name appears first in the register of members in respect of the share, or that holder's proxyholder or representative, will alone be entitled to vote in respect thereof. Where the form of proxy is signed by a corporation either its corporate seal must be affixed or the form should be signed by the corporation under the hand of an officer or attorney duly authorized in writing, which authorization must accompany the form of proxy.

**A shareholder of the Company has the right to appoint a person, who need not be a shareholder, to attend and act for the shareholder and on the shareholder's behalf at the Meeting other than either of the nominees designated in this form of proxy, and may do so by inserting the name of that other person in the blank space provided for that purpose in this form of proxy or by completing another suitable form of proxy.**

The shares in the capital of the Company represented by the proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot, and where a choice with respect to a matter to be acted on is specified the shares will be voted on a ballot in accordance with that specification. This proxy confers discretionary authority with respect to amendments or variations to the matters specified in the accompanying Notice of Meeting for which no instruction is given, and with respect to other matters that may properly come before the Meeting. **In respect of a matter so identified or referred to for which no instruction is given, the person appointed by this proxy will vote shares represented thereby as determined in his or her discretion.**