

Form of Proxy – Annual and Special Meeting to be held on July 13, 2021

Appointment of Proxyholder

I/We being the undersigned holder(s) of **AREV Nanotec Brands Inc.** hereby appoint **Mike Withrow** or failing this person, **Denby Greenslade**.

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein:

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder 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 and Special Meeting of AREV Nanotec Brands Inc. to be held at **Suite 1400, 1125 Howe Street, Vancouver, B.C. at the hour of 10:00 a.m. (VIA TELECONFERENCE) Tuesday, July 13, 2021**, or at any adjournment thereof.

1. Number of Directors. To set the number of directors to be elected at the Meeting to at six (6).	For		Against	
	<input type="checkbox"/>		<input type="checkbox"/>	
2. Election of Directors.	For	Withhold	For	Withhold
a. Mike Withrow	<input type="checkbox"/>	<input type="checkbox"/>	b. Michael Frank Phillet	<input type="checkbox"/>
d. Denby Greenslade	<input type="checkbox"/>	<input type="checkbox"/>	c. Kevin Phelps	<input type="checkbox"/>
3. Appointment of Auditors. Appointment of Harbourside CPA LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	For		Withhold	
	<input type="checkbox"/>		<input type="checkbox"/>	
4. Stock Option Plan. To approve the proposed Stock Option Plan (the "Plan") of the Company more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the Plan and the policies of the Canadian Securities Exchange.	For		Against	
	<input type="checkbox"/>		<input type="checkbox"/>	
5. Special Resolution. Approval of a special resolution to amend the Company's Articles to require that any consolidation of the share capital of the Company shall require approval by way of a special resolution of the shareholders.	For		Against	
	<input type="checkbox"/>		<input type="checkbox"/>	

Authorized Signature(s) – This section must be completed for your instructions to be executed.	Signature(s):	Date
I/we authorize you to act in accordance with my/our instructions set out above. I/We hereby 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.	<div style="border-top: 1px solid black; width: 100%;"></div> <div style="border-top: 1px solid black; width: 100%;"></div>	<div style="text-align: right; margin-right: 20px;">/ /</div> <div style="text-align: right; font-weight: bold; font-size: 1.2em;">MM / DD / YY</div>

This form of proxy is solicited by and on behalf of Management.

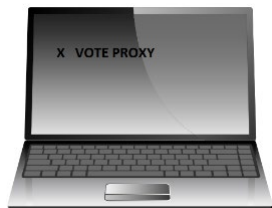
Proxies must be received by 10:00 am, PST, on July 9, 2021.

Notes to Proxy

1. This Proxy is solicited by the Management of the Company.
2. This form of proxy ("Instrument of Proxy") must be signed by you, the Registered Shareholder, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and if executed by an attorney, officer, or other duly appointed representative, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany the Instrument of Proxy.
3. If this Instrument of Proxy is not dated in the space provided, authority is hereby given by you, the Registered Shareholder, for the proxyholder to date this proxy seven (7) calendar days after the date on which it was mailed to you, the Registered Shareholder, by the Company.
4. As Registered Shareholders will not be able to vote in person at the Meeting, a Registered Shareholder who wishes to vote on the resolutions, may do the following:
 - (a) appoint one of the management proxyholders named on the Instrument of Proxy, by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxyholders shown and do not complete the blank space provided for the appointment of an alternate proxyholder). Where no choice is specified by a Registered Shareholder with respect to a resolution set out in the Instrument of Proxy, a management appointee acting as a proxyholder will vote in favour of each matter identified on this Instrument of Proxy and for the nominees of management for directors and auditor as identified in this Instrument of Proxy; OR
 - (b) appoint another proxyholder, who need not be a Registered Shareholder of the Company, to vote according to the Registered Shareholder's instructions, by striking out the management proxyholder names shown and inserting the name of the person you wish to represent you at the Meeting in the space provided for an alternate proxyholder. If no choice is specified, the proxyholder has discretionary authority to vote as the proxyholder sees fit.
5. The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any poll of a resolution that may be called for and, if the Registered Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. Further, the securities will be voted by the appointed proxyholder with respect to any amendments or variations of any of the resolutions set out on the Instrument of Proxy or matters which may properly come before the Meeting as the proxyholder in its sole discretion sees fit.

If a Registered Shareholder has submitted an Instrument of Proxy, the Registered Shareholder may still attend the Meeting via audio conference call.

INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:



To Vote Your Proxy Online please visit:

<https://login.odysseytrust.com/pxlogin> and click on

VOTE

You will require the CONTROL NUMBER printed with your address to the right. If you vote by Internet, do not mail this proxy.

To request the receipt of future documents via email and/or to sign up for Securityholder Online services,

you may contact Odyssey Trust Company at www.odysseycontact.com.

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. A return envelope has been enclosed for voting by mail.