



Intelligent Content Enterprises Inc. ("Company")
FORM OF PROXY ("PROXY")

ANNUAL AND SPECIAL MEETING

To be held on Wednesday, May 31, 2017 at 2:00 p.m. (Toronto time) at the offices of WeirFoulds LLP, Mason Room A, Suite 4100, 66 Wellington Street West, Toronto, Ontario, Canada, M5K 1B7 ("Meeting")

RECORD DATE: April 24, 2017
CONTROL NUMBER:
SEQUENCE #:
FILING DEADLINE FOR PROXY: 4:00 p.m. (Toronto time) on May 29, 2017

Table with 2 columns: VOTING METHODS and details. Rows include INTERNET, FACSIMILE, and MAIL or HAND DELIVERY.

The undersigned shareholder(s) of Intelligent Content Enterprises Inc. hereby appoint(s) in respect of all of the shares of the Company held by the undersigned, James Cassina, Director, or failing him, Ritwik Uban, Director ("Management Nominees), or in lieu of the foregoing

Please print appointee name

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) thereof in accordance with voting instructions, if any, provided below.

* SEE VOTING GUIDELINES ON REVERSE *

RESOLUTIONS - MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES

- 1. Election of Directors
2. Appointment of Auditors
3. Approval to Adjust the Number of Common Shares
4. Proposed Name Change of the Company

This proxy revokes and supersedes all earlier dated proxies and MUST BE SIGNED.

PLEASE PRINT NAME
Signature of Registered owner(s)
Date (MM/DD/YYYY)

Proxy Voting - Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **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.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each security holder has the right to appoint a person other than Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a security holder of the Company.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its being mailed to the security holders of the Company.
7. To be valid, this proxy must be filed using one of the **Voting Methods** and *must be received by TSX Trust Company* before the **Filing Deadline for Proxies**, noted overleaf or in the case of any adjournment of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the security holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the security holder may be required to provide documentation evidencing the signatory's power to sign the proxy.

Investor inSite

TSX Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit

<https://reportsonline.tsxtrust.com/equity/signon.asp?lang=en>

Click on, "*Register Online Now*" and complete the registration form. Call us toll free at 1-866-393-4891 with any questions.

Request for Financial Statements

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements, and MD&As.

I am a security holder of the Company, and as such request the following:

- Annual Financial Statement with MD&A
(Mark this box if you would like to receive the Annual Financial Statements and related MD&A)
- Interim Financial Statement with MD&A
(Mark this box if you would like to receive the Interim Financial Statements and related MD&A)
- If you wish to receive these documents by mail, please return this completed form to:

**INTELLIGENT CONTENT ENTERPRISES INC.
1 King Street West, Suite 1505,
Toronto, Ontario M5H 1A1**

Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at www.sedar.com.

INTELLIGENT CONTENT ENTERPRISES INC.
FISCAL YEAR – 2017