

APPLIED INVENTIONS MANAGEMENT INC.
CLASS A SUBORDINATE VOTING SHARES
PROXY FOR USE AT THE ANNUAL & SPECIAL MEETING OF SHAREHOLDERS
NOVEMBER 24, 2011

The undersigned, being a shareholder of **Applied Inventions Management Inc.** (the "**Corporation**") hereby appoints, **Michael Stein**, President of the Corporation, or failing him, **Gabriel Nachman**, Chief Financial Officer of the Corporation, or instead of either of them, _____ as proxyholder for and 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 annual and special meeting of the shareholders of the Corporation to be held on **November 24, 2011**, and at any adjournment or adjournments thereof, to the same extent and with the same power as if the undersigned were personally present at the said meeting or such adjournment or adjournments thereof. The undersigned hereby directs the proxyholder to vote the securities of the Corporation recorded in the name of the undersigned as specified herein.

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|----|-----------------|--------------------------|--|
| 1. | FOR | <input type="checkbox"/> | The election of the directors as nominated by management of the Corporation as set forth in the Management Information Circular. |
| | WITHHOLD | <input type="checkbox"/> | |
| 2. | FOR | <input type="checkbox"/> | To approve the appointment of Collins Barrow Toronto LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and authorize the directors to fix the remuneration of the auditors. |
| | WITHHOLD | <input type="checkbox"/> | |
| 3. | FOR | <input type="checkbox"/> | The Special Resolution providing for the consolidation of the issued and outstanding Class A Subordinate Voting Shares and the Class B Multiple Voting Shares of the Company, as more particularly set out in the Management Information Circular accompanying this Proxy. |
| | AGAINST | <input type="checkbox"/> | |
| 4. | FOR | <input type="checkbox"/> | The Special Resolution providing for the change of name of the Company to "Applied Inventions Management Corp." or such other name, as more particularly set out in the Management Information Circular accompanying this Proxy. |
| | AGAINST | <input type="checkbox"/> | |
| 5. | FOR | <input type="checkbox"/> | The approval of the adoption of the new by-laws of the Company, as more particularly set out in the Management Information Circular accompanying this Proxy. |
| | AGAINST | <input type="checkbox"/> | |
| 6. | FOR | <input type="checkbox"/> | The approval of the adoption of the incentive stock option plan of the Company, as more particularly set out in the Management Information Circular accompanying this Proxy. |
| | AGAINST | <input type="checkbox"/> | |
| 7. | FOR | <input type="checkbox"/> | The approval of an issuance of shares in exchange for debt owing to an officer of the Company, as more particularly set out in the Management Information Circular accompanying this Proxy. |
| | AGAINST | <input type="checkbox"/> | |

If any amendments or variations to the matters referred to above or to any other matters identified in the notice of meeting are proposed at the meeting or any adjournment or adjournments thereof, or if any other matters which are not now known to management should properly come before the meeting or any adjournment or adjournments thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in accordance with the best judgment of such person.

To be valid, this proxy must be received by the Corporation's transfer agent, Equity Financial Trust Company, 200 University Avenue, Suite 400, Toronto, ON M5H 4H1, not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the Meeting or any adjournment thereof. 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.

This proxy revokes and supersedes all proxies of earlier date.

DATED this ____ day of _____, 2011

Signature of Shareholder

Name of Shareholder (Please Print)

(See Reverse)

INSTRUCTIONS

1. This form of proxy must be dated and signed by the appointor or his or her attorney authorized in writing or, if the appointor is a body corporate, this form of proxy must be executed by a duly authorized and appointed officer, attorney or representative thereof. If executed by an officer, attorney or other duly appointed representative, the original or 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 this proxy. If the proxy is not dated, it will be deemed to bear the date on which it was mailed. This proxy ceases to be valid one year from its date.
2. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for.
3. A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR HIM OR HER AND ON HIS OR HER BEHALF AT THE MEETING OTHER THAN THE PERSONS DESIGNATED IN THIS FORM OF PROXY. SUCH RIGHT MAY BE EXERCISED BY STRIKING OUT THE NAMES OF THE TWO PERSONS DESIGNATED IN THIS FORM OF PROXY AND BY INSERTING IN THE BLANK SPACE PROVIDED FOR THAT PURPOSE THE NAME OF THE DESIRED PERSON OR BY COMPLETING ANOTHER FORM OF PROXY and, in either case, delivering the completed and executed proxy to the Corporation c/o EQUITY FINANCIAL TRUST COMPANY, 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1, not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the Meeting or any adjournment thereof.
4. THIS PROXY IS SOLICITED BY THE MANAGEMENT OF THE CORPORATION. IN THE ABSENCE OF INSTRUCTIONS TO THE CONTRARY, THE PERSONS NAMED IN THIS PROXY WILL VOTE FOR EACH OF THE MATTERS IDENTIFIED IN THIS PROXY.
5. If your address as shown is incorrect, please give your correct address when returning this proxy.
6. If you are a non-registered shareholder of the Corporation and received these materials through your broker or through another intermediary, please complete and return the materials in accordance with instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting. Please contact your broker or the Corporation if you have questions.
7. If a registered shareholder has returned this proxy, the said shareholder may still attend the Meeting and may vote in person should the shareholder later decide to do so. However, to do so, the shareholder must record his/her attendance with the scrutineers at the Meeting and revoke the proxy in writing.