

**HPB Investments Inc.**  
 (“Corporation”)

**FORM OF PROXY (“PROXY”)**

**Annual General and Special Meeting**  
**September 8, 2015 at 10:00am EST**  
**320 Bay St., Suite 1600,**  
**Toronto, Ontario M5H 4A6**  
 (“Meeting”)

**RECORD DATE:** July 10, 2015

**CONTROL NUMBER:**

**SEQUENCE #:**

**FILING DEADLINE FOR PROXY:** September 4, 2015 at 10:00am EST

VOTING METHODS	
<b>INTERNET</b>	Go to <a href="http://www.voteproxyonline.com">www.voteproxyonline.com</a> and enter the 12 digit control number above
<b>FACSIMILE</b>	(416) 595-9593
<b>MAIL or HAND DELIVERY</b>	TMX EQUITY TRANSFER SERVICES INC.* 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Michael Allen**, whom failing **Harry Blum** (“Management Nominees”), or instead of any of them, the following Appointee

<i>Please print appointee name</i>
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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) or postponement(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) or postponement(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**

<b>1. Number of Directors</b>	<b>FOR</b>	AGAINST	<b>8. New registered address</b>	<b>FOR</b>	AGAINST
To Set the Number of Directors at 4.	<input type="checkbox"/>	<input type="checkbox"/>	To approve the new registered address of the Corporation.	<input type="checkbox"/>	<input type="checkbox"/>
<b>2. Election of Directors</b>	<b>FOR</b>	WITHHOLD	<b>9. Director payments</b>	<b>FOR</b>	AGAINST
a) Chris Carmichael	<input type="checkbox"/>	<input type="checkbox"/>	To approve the shares for debt payments to certain directors.	<input type="checkbox"/>	<input type="checkbox"/>
b) Jason Ewart	<input type="checkbox"/>	<input type="checkbox"/>	<b>10. New classes of shares</b>	<b>FOR</b>	AGAINST
c) Michael Allen	<input type="checkbox"/>	<input type="checkbox"/>	To approve the creation of three new classes of shares.	<input type="checkbox"/>	<input type="checkbox"/>
d) Alec Regis	<input type="checkbox"/>	<input type="checkbox"/>	<b>11. Conversion of common shares</b>	<b>FOR</b>	AGAINST
<b>3. Appointment of Auditors</b>	<b>FOR</b>	WITHHOLD	To approve the conversion of the Corporation's common shares to subordinate voting shares.	<input type="checkbox"/>	<input type="checkbox"/>
Appointment of <b>MNP LLP</b> as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<b>12. By-law amendment</b>	<b>FOR</b>	AGAINST
<b>4. Stock option plan</b>	<b>FOR</b>	AGAINST	To approve the amendment of the Corporations by-laws	<input type="checkbox"/>	<input type="checkbox"/>
To approve the Corporation's 2015 Stock Option Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<b>13. Ratification resolution</b>	<b>FOR</b>	AGAINST
<b>5. Name change</b>	<b>FOR</b>	AGAINST	To approve a ratification resolution for actions taken by the Corporation since the last annual general meeting.	<input type="checkbox"/>	<input type="checkbox"/>
To change the name of the Corporation to Bradstone Capital Corp.	<input type="checkbox"/>	<input type="checkbox"/>			
<b>6. Share consolidation</b>	<b>FOR</b>	AGAINST			
To approve the share consolidation resolution.	<input type="checkbox"/>	<input type="checkbox"/>			
<b>7. Transaction approval</b>	<b>FOR</b>	AGAINST			
To authorize the completion of the Transaction.	<input type="checkbox"/>	<input type="checkbox"/>			

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

<i>PLEASE PRINT NAME</i>
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<i>Signature of Registered owner(s)</i>	<i>Date (MM/DD/YYYY)</i>
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## Proxy Voting - Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**
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 the 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 labeled "*Please print appointee name*", the name of the person to be appointed, who need not be a security holder of the Corporation.
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 Corporation.
7. To be valid, this proxy must be filed using one of the **Voting Methods** and *must be received by TMX Equity Transfer Services Inc.\** before the **Filing Deadline for Proxies**, noted overleaf or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed 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

TMX Equity Transfer Services Inc.\* 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

[www.tmxequitytransferservices.com/investorinsite](http://www.tmxequitytransferservices.com/investorinsite)

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

\*TMX Equity Transfer Services Inc. is operating the transfer agency and corporate trust business in the name of Equity Financial Trust Company for a transitional period.

TMXEquityTransferServices.com

VANCOUVER CALGARY TORONTO MONTRÉAL

## Request for Financial Statements

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

Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at [www.sedar.com](http://www.sedar.com).

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

- Annual Financial Statements with MD&A  
(Mark this box if you would NOT like to receive the Annual Financial Statements and related MD&A)

If you are casting your vote online and wish to receive financial statements, please complete the online request for financial statements following your voting instructions.

If the cut-off time has passed, please fax this side to 416-595-9593.

- Check this box if you wish to receive the selected financial statements electronically and print your email address below

*E-MAIL (optional)*

By providing my email address, I hereby acknowledge and consent to all provisions outlined in the following: <https://www.voteproxyonline.com/equity/fsred.pdf>

HPB INVESTMENTS INC.  
FISCAL YEAR – 2015