# DIGIFONICA INTERNATIONAL INC.



9th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class

Holder Account Number

## Form of Proxy - Annual General and Special Meeting to be held on August 13, 2012

### This Form of Proxy is solicited by and on behalf of Management.

### Notes to proxy

- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting
  on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this
  proxy.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
- 6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 10:00 AM (Pacific Daylight Time) on Thursday, August 9, 2012.

### VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

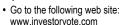
To Vote Using the Telephone

• Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free

To Vote Using the Internet

n a touch tone • Go to the fo



To Receive Documents Electronically

You can enroll to receive future securityholder communications electronically by visiting www.computershare.com/eDelivery and clicking on "eDelivery Signup".

#### If you vote by telephone or the Internet, DO NOT mail back this proxy.

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.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

#### **CONTROL NUMBER**

Fold

Fold

## Appointment of Proxyholder

Appointment of Proxynoider I/We, being holder(s) of Digifonica International Inc. hereby appoint(s): Gunther Roehlig, or failing him, Robert McMorran, or failing him, James L. Harris,					Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.							
as my/our proxyholder with full powe given, as the proxyholder sees fit) ar 300 – 576 Seymour Street, Vancouv	d all other ma	atters that m	ay properly come b	efore the A	nnual Genei	al and Sp	ecial Meetir	ng of sharehold	ers of Digifon			
VOTING RECOMMENDATIONS AR	E INDICATE	d by <mark>highl</mark>	IGHTED TEXT OV	/er the B	OXES.							
											For	Against
1. Number of Directors To set the number of Directors a	at seven.											
2. Election of Directors	For	Withhold			For Withhold			ł	For		Withhold	
01. GUNTHER ROEHLIG			02. ROBERT N	MCMORR/	AN			03. GAVIN MCM		CMILLAN		
04. MICHAEL STAW			05. KEN KENN	NEDY				06. ROBERT RUSSELL				
07. DANIEL SCHULTZ												
<ul> <li>3. Appointment of Auditors         Appointment of MNP LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.     </li> <li>4. Ratification of 10% "Rolling" Stock Option Plan         To ratify and approve the Company's 10% Rolling Stock Option Plan.     </li> </ul>										For	Against	
		toming bloc									For	Against
5. Approval of Continuance to To approve as a Special Resolu the Directors.	BC and Na tion the con	<b>me Chang</b> tinuance of	<b>e</b> the Company fro	om Alberta	to British	Columbia	a with such	n new name a	s may be ap	pproved by		
Authorized Signature(s) - This section must be completed for your       Signature(s)       Date         Instructions to be executed.									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.										DD I		YY
Interim Financial Statements - Ma would like to receive Interim Financia and accompanying Management's D Analysis by mail. If you are not mailing back your prox	I Statements iscussion and		would li and acc Analysi	I Financial ike to receiv companying s by mail. ve financial	e the Annua Manageme	al Financia nt's Discu	I Statemént ssion and	ts	ailinglist.			



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