

**WRITTEN CONSENT AND FORM OF PROXY**

**SOLICITED BY  
SIXTH WAVE INNOVATIONS INC.  
(formerly Atom Energy Inc.)**

This Written Consent is to be completed by or on behalf of holders (“**Receiptholders**”) of the subscription receipts (the “**Subscription Receipts**”) created, issued and authenticated pursuant to the subscription receipt agreement (the “**Subscription Receipt Agreement**”) dated July 25, 2019 made among Sixth Wave Innovations Inc. (formerly Atom Energy Inc.) (the “**Company**”), Computershare Trust Company of Canada, in its capacity as subscription receipt agent (the “**Subscription Receipt Agent**”) and PI Financial Corp. (the “**Lead Agent**”) on its own behalf and on behalf of Red Cloud Klondike Strike Inc. and Haywood Securities Inc.

**IF THIS WRITTEN CONSENT AND FORM OF PROXY AND/OR OTHER ACCEPTABLE FORMS OF WRITTEN CONSENT, ARE COMPLETED INDICATING APPROVAL OF THE EXTENSION RESOLUTION BY RECEIPTHOLDERS OF NOT LESS THAN TWO THIRDS OF THE AGGREGATE NUMBER OF THE THEN OUTSTANDING SUBSCRIPTION RECEIPTS PRIOR TO THE MEETING, THE EXTENSION RESOLUTION WILL BE APPROVED BY INSTRUMENT IN WRITING AND THE CORPORATION WILL CANCEL THE MEETING.**

The undersigned hereby, with respect to all of the Subscription Receipts held by the undersigned and/or to which this Written Consent and Form of Proxy relates:

**(MARK ONLY ONE OF THE FOLLOWING TWO BOXES)**

**CONSENTS TO/VOTES FOR**

or

**WITHHOLDS CONSENT TO/VOTES AGAINST**

the extraordinary resolution of Receiptholders (the “**Extension Resolution**”) in the form attached as **Appendix “A”** hereto and to the information circular of the Company dated October 28, 2019 (the “**Circular**”), to extend the “Release Deadline” set out in the Subscription Receipt Agreement from 4:00 p.m. (Vancouver time) on November 30, 2019 until 4:00 p.m. (Vancouver time) on December 31, 2019. Details regarding the Meeting and the Extension Resolution, including the reasons for the Extension Resolution, can be found in the Circular which has been sent to Receiptholders and is available on SEDAR as [www.sedar.com](http://www.sedar.com).

**If the meeting of Receiptholders** to be held at the offices of Miller Thomson LLP, located at the offices of Miller Thomson LLP, located at Pacific Centre, 725 Granville Street, Suite 400, Vancouver, British Columbia, on November 29, 2019 at 10 a.m. (Vancouver time) (the “**Meeting**”) to consider the Extension Resolution proceeds, the undersigned hereby appoints John Veltheer, Chief Executive Officer of the Company, or instead of the foregoing, \_\_\_\_\_, as proxyholder, with power of substitution, to attend, to act and to vote for and on behalf of the undersigned at the Meeting, and at any adjournments thereof and on every poll that may take place thereat, in the same manner, to the same extent and with the same power as if the undersigned were present at the Meeting and without restricting the general authorization and power hereby conferred, the designee named above is specifically instructed

to vote the Subscription Receipts to which this Written Consent and Form of Proxy relates as indicated in the paragraph above. **This Written Consent and Form of Proxy is solicited by and on behalf of Management of the Company.**

The undersigned instructs the person herein designated as proxyholder to act on the foregoing matters as directed. **IN THE ABSENCE OF ANY DIRECTION ON ANY DEPOSITED WRITTEN CONSENT AND FORM OF PROXY, THE SUBSCRIPTION RECEIPTS WILL BE VOTED FOR THE EXTENSION RESOLUTION.**

The undersigned hereby confers on the designee named herein discretionary authority with respect to amendments to or variations of the matters outlined above and with respect to other matters that may properly be brought before the Meeting. The undersigned hereby revokes any Written Consent or Form of Proxy previously given for purposes of the Meeting in respect of Subscription Receipts held by the undersigned and/or to which this Written Consent and Form of Proxy relates.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
Name of Receiptholder

\_\_\_\_\_  
Signature of Receiptholder

\_\_\_\_\_  
Total Number of Subscription Receipts Held

## INSTRUCTIONS

### Appointment of Proxy

**A Receiptholder has the right to appoint a person (who need not be a Receiptholder) other than John Veltheer, Chief Executive Officer of the Company of the Company, to attend and act on behalf of such Receiptholder at the Meeting or any adjournment thereof.** To exercise this right the undersigned must: (i) cross out the foregoing names in the appointment paragraph of this Written Consent and Form of Proxy above and insert the name of the other person in the blank space provided above; or (ii) complete another appropriate form of proxy acceptable to the Company.

### Date and Signing

This Written Consent and Form of Proxy must be dated and signed by the Receiptholder or such Receiptholder's duly authorized proxy or attorney or if such person is a corporation by a duly authorized officer (a copy of such authorization should accompany this Written Consent and Form of Proxy; persons signing as executors, administrator, trustees, etc. should so indicate). If this Written Consent and Form of Proxy is not dated, it will be deemed to bear the date on which it was sent to the Receiptholder.

### Deadline and Return Instructions for Written Consent and Form of Proxy

To be effective, this Written Consent and Form of Proxy must be filed by facsimile at 604 661 9403, by email at [corporatetrust.vancouver@computershare.com](mailto:corporatetrust.vancouver@computershare.com) or by mail or hand delivery to Computershare Trust Company of Canada, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department and must be received by Computershare Trust Company not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the

City of Toronto, in the Province of Ontario) prior to the time set for the Meeting or any adjournment or adjournments thereof. Late proxies may be accepted or rejected by the Chair of the Meeting in his discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

## SCHEDULE "A"

### EXTENSION RESOLUTION

Capitalized terms used but not defined herein have the meanings given to them in the management information circular of Sixth Wave Innovations Inc. (the "**Company**") dated October 28, 2019.

#### **BE IT RESOLVED as an Extraordinary Resolution that:**

- (a) Subsection 1.1 (nn) of the Subscription Receipt Agreement shall be deleted and replaced in its entirety as follows:  
  
    "**Release Deadline**" means 4:00 p.m. (Vancouver time) on December 31, 2019, or such later date on or before January 31, 2020 as the Corporation and the Lead Agent may agree (except as may be extended in accordance with the terms of the Subscription Receipts);
- (b) any officer or director of the Company is authorized and directed to execute and deliver in the name of and on behalf of the Company, under its corporate seal or otherwise, all such certificates, instruments, agreements, notices and other documents and to do such other acts and things as, in the opinion of such person, may be necessary or desirable to give effect to the foregoing;
- (c) the Subscription Receipt Agent is authorized and directed to execute and deliver all such certificates, instruments, agreements, notices and other documents and to do such other acts and things as, in the opinion of such person, may be necessary or desirable to give effect to the foregoing; and
- (d) notwithstanding the passing of this resolution by the Receiptholders, the Board is hereby authorized and empowered without further notice to or approval of the Receiptholders to revoke this extraordinary resolution at any time prior to this resolution being effective.