

Security Class

Holder Account Number

Fold

Form of Proxy - Special Meeting to be held on Thursday, December 17, 2020

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).
2. 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.

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Proxies submitted must be received by 10:00 am, Eastern Time, on Tuesday, December 15, 2020.

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

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com.

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



Appointment of Proxyholder

I/We, being holder(s) of Aylen Capital Inc. hereby appoint: Rick Sutin, or failing him, Alex Falconer

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Special Meeting of shareholders of Aylen Capital Inc. to be held at the Offices of Fogler, Rubinoff LLP, 77 King Street West, Suite 3000, Toronto, ON on Thursday, December 17, 2020 at 10:00 am (Eastern Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For **Against**

1. Special Resolution

To consider, and if thought appropriate by the majority of the minority votes of shareholders, pass with or without variation, a special resolution substantially in the form set out in the accompanying management information circular (the "Circular") approving the sale of all of the issued and outstanding shares in the capital of Grapevine Analytics Inc. to 177 RDH Inc. (owned by family of the late John D. Pennal) and the acquisition of Loc8 Corp. ("Loc8") by way of three-corned amalgamation (the "Amalgamation") in accordance to the terms and conditions contained in the acquisition agreement between the Corporation, Loc8, 2774951 Ontario Limited, John Pennal and Grapevine Analytics Inc. dated September 2, 2020, a copy of which is appended as Schedule "G" to the Circular (the "Sale and Amalgamation Resolution").

For **Against**

2. Name Change

To consider, and if thought advisable, approve, with or without amendment, a special resolution conditional on and to take effect only in the event the Sale and Amalgamation Resolution is passed, the change of name of the Corporation from "Aylen Capital Inc." to "DeepSpatial Inc." or such other name as may be selected by the board of directors of the Corporation, and to prepare and file an amendment to the articles of the Corporation in connection therewith.

For **Against**

3. Consolidation

To consider, and if thought advisable, approve, with or without amendment, a special resolution conditional on and to take effect only in the event the Sale and Amalgamation Resolution is passed, the consolidation of the Corporation's common shares on the basis of one (1) post-consolidation share for up to every four (4) pre-consolidation common shares outstanding.

For **Against**

4. Fix the Number of Directors

To consider, and if thought advisable, approve with or without amendment, an ordinary resolution conditional on and to take effect only in the event the Sale and Amalgamation Resolution is passed, to fix the number of directors at 4.

5. Election of Directors

For **Withhold**

For **Withhold**

For **Withhold**

01. Rahul Kushwah

02. Sheldon Kales

03. Tomas Sipo

04. Nandan Mishra

Authorized Signature(s) – This section must be completed for your instructions to be executed.

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.

Signature(s)

Date

MM / DD / YY

