

## ICESoft Technologies Canada Corp.

### FORM OF PROXY – ANNUAL GENERAL MEETING OF HOLDERS (“HOLDERS”) OF COMMON SHARES OF ICESoft TECHNOLOGIES CANADA CORP. (THE “CORPORATION”) TO BE HELD JUNE 27, 2019 (THE “MEETING”)

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. If you wish to appoint a person or company other than the person whose names are printed herein, please insert the name of the 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 in whose name the securities are registered should sign this proxy. If you are voting on behalf of a corporation, or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears 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 or withheld from voting, 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. In the absence of instructions made on a form of proxy, the Proxy confers discretionary authority on the proxyholder with respect to such matter. It is the intention of the Management designee, if named as proxyholder, to vote for each matter referred to in the proxy.
6. This proxy confers discretionary authority in respect to amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting.
7. In addition to revocation in any manner permitted by law, a proxy may be revoked by an instrument in writing signed by the Holder or by his, her or its attorney duly authorized in writing or, if the Holder is a corporation or association, the instrument in writing must be executed by an attorney or other representative individual authorized in writing, and deposited at the registered office of the Corporation, Suite 370, 3553 31<sup>st</sup> ST NW, Calgary, Alberta T2L 2K7, Attention: Brian McKinney, at any time up to and including the last business day preceding the day of the meeting or any adjournment thereof, or, as to any matter in respect of which a vote shall not already have been cast pursuant to such proxy, with the Chairman of the Meeting on the day of the Meeting, or at any adjournment thereof, and upon either of such deposits, the proxy is revoked.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.
9. **A proxy to be effected must be deposited with the Corporation’s registrar and transfer Agent, Alliance Trust Company, #1010, 407 2<sup>nd</sup> Street S.W., Calgary, Alberta T2P 2Y3 (facsimile no. 403-237-6181), no later than 10:00 am (Mountain Time) on Sunday, July 15, 2019**

VOTE USING THE INTERNET OR FAX 24 HOURS A DAY 7 DAYS A WEEK

\*Go to the following web site [www.alliancetrust.ca](http://www.alliancetrust.ca)

Click on the Shareholder’s Tab at the top of the page

Click on the “Proxy Voting” link

Follow the instructions, entering the control number listed on this page.

\*Fax to 403-237-6181

If you vote by 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, fax or by Internet is the only method by which a Holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy.

To vote by the Internet, **you will need to provide your Control Number listed on this page.**

**Appointment of Proxyholder:**

The undersigned hereby appoints Brian McKinney, a director of the Corporation, or failing him, Mark Francis, a director of the Corporation or instead of either of them, \_\_\_\_\_ as proxy, with power of substitution, to attend and vote for the undersigned at the Annual Meeting of Holders of the Corporation to held at 3553 31<sup>st</sup> ST. NW, Calgary, Alberta at 10:00 AM (Mountain Time) on July 17, 2019 and at any adjournments thereof, and without limiting the general authority and power hereby given, the persons named above are specifically directed to vote as instructed.

This proxy revokes and supersedes all proxies of earlier date.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE VOTING BOXES

**1. Election of Directors**

Nominees:

- 1. Brian McKinney
- 2. Mark Francis
- 3. Bruce Derrick
- 4. Derrick Hunter

**FOR**

WITHHOLD

**2. Appointment of Auditors**

To appoint RSM Alberta LLP as auditors of the Corporation and authorize the board of directors to fix their remuneration

**3. Approval Employee Stock Option Pool**

To approve ESOP pool of 7,758,860 shares (15%)

**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 as 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 as indicated by the highlighted text over the voting boxes above.**

\_\_\_\_\_  
**Signature(s) of shareholder**

\_\_\_\_\_  
**Printed Name**

Date: \_\_\_\_\_  
DD/MM/YY

Your address shown will be registered as your present address. Please notify the Corporation or its Transfer Agent, Alliance Trust Company of any change in your address.

Address: \_\_\_\_\_  
\_\_\_\_\_