

Security Class

Holder Account Number

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Form of Proxy - Annual General and Special Meeting to be held on September 27, 2016

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 5:00 pm (Eastern Time) on September 23, 2016.

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.



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 Big Rock Labs Inc. hereby appoint: Harald Seemann, or failing him, Jens Brandt

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 Annual General and Special Meeting of shareholders of Big Rock Labs Inc. to be held at 101 Portland Street, Toronto, Ontario M5V 2N3, on September 27, 2016 at 5:00 pm (Eastern Time) and at any adjournment or postponement thereof.

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

1. Election of Directors

Management recommends the approval of each of the nominees listed below for election as Directors of the Company for the ensuing year.

	For	Withhold		For	Withhold		For	Withhold
01. Harald Seemann	<input type="checkbox"/>	<input type="checkbox"/>	02. Jens Brandt	<input type="checkbox"/>	<input type="checkbox"/>	03. Philip Morrison	<input type="checkbox"/>	<input type="checkbox"/>
04. Joseph Colussi	<input type="checkbox"/>	<input type="checkbox"/>	05. Jeffrey Zanini	<input type="checkbox"/>	<input type="checkbox"/>			

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2. Appointment of Auditors

Appointment of Collins Barrow Toronto LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

Management recommends that you vote **FOR** the appointment of Collins Barrow Toronto LLP as Auditors.

3. Proposed Change of Business

The Company seeks approval to redeploy the Company's assets and resources so as to change the Company's business from a technology company to a real estate company that will be engaged in the acquisition and management of mixed-use commercial and residential properties. For additional details, please refer to Schedule A in the accompanying Information Circular.

BE IT RESOLVED, AS A SPECIAL RESOLUTION THAT:

- Big Rock Labs Inc. (the "Corporation") be and is hereby authorized and directed to proceed with the proposed change of business of the Corporation from a "technology company" to a "real estate company", as more particularly described in the Information Circular of the Corporation dated August 23, 2016 (the "Proposed COB");
- the Corporation be and is hereby authorized to prepare and file any application for orders, consents and approvals and any other documents reasonably considered necessary under applicable laws in connection with the Proposed COB and the previous actions of the directors of the Corporation in approving, preparing and filing any such documents are hereby ratified and approved;
- notwithstanding that this special resolution has been duly passed by the shareholders of the Corporation, the board of directors of the Corporation (the "Board") may revoke this resolution at any time and determine not to proceed with the Proposed COB as contemplated hereby if such revocation is considered desirable by the Board without further approval of the shareholders of the Corporation; and
- any director or officer of the Corporation is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, under the seal of the Corporation or otherwise and to deliver or to cause to be delivered, all such other deeds, documents, instruments and assurances and to do or cause to be done all such other acts as in the opinion of such director or officer of the Corporation may be necessary or desirable to carry out the terms of the foregoing.

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

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Management recommends that you vote **FOR** the Proposed Change of Business.

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

DD / MM / YY

