

**Security Class**

**Holder Account Number**

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**Form of Proxy - Annual General and Special Meeting to be held on June 23, 2017**

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

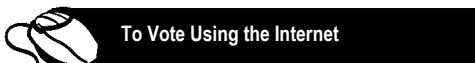
**Notes to proxy**

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 June 21, 2017.**

**VOTE USING THE INTERNET 24 HOURS A DAY 7 DAYS A WEEK!**



- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)
- **Smartphone?**  
Scan the QR code to vote now.



**If you vote by 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 to vote using the Internet.

**To vote by 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 2885 Dundas Street West, Toronto, ON M6P 1Y9, or at any adjournment or postponement thereof, on Friday, June 23, 2017 at 5:00 p.m. (Eastern Standard Time).

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.

	<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>
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. Stephane Bigue	<input type="checkbox"/>	<input type="checkbox"/>						

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#### 2. Appointment of Auditors

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

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

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

#### 3. Proposed Share Consolidation

Management recommends that you vote **FOR** the Proposed Share Consolidation.

The Company seeks authorization to consolidate the Company's common shares with a ratio of up to 4 old common shares for 1 new common share, as further outlined in the accompanying Information Circular.

BE IT RESOLVED, as a special resolution of the Shareholders, that:

1. subject to approval of the applicable regulatory authorities and to Board of Directors approval, all such actions be taken as are necessary to consolidate, at any time following the date of this special resolution, all of the issued and outstanding Shares on the basis of one (1) post-consolidation Share for up to four (4) pre-consolidation Shares;
2. any fractional Shares resulting from the Share Consolidation shall be dealt with in accordance with the provisions of Section 83 of the *British Columbia Business Corporations Act* ("BCBCA");
3. any director or officer of the Company is authorized and directed, for and in the name of and on behalf of the Company, to execute, or cause to be executed, whether under the corporate seal of the Company or otherwise, and to deliver or cause to be delivered all such other documents and instruments, and to do or cause to be done all such other acts and things as, in the opinion of such director or officer, may be necessary or desirable in order to carry out the intent of this special resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and
4. notwithstanding the foregoing, the directors of the Company are authorized without further approval of or notice to the Shareholders, in their sole discretion, to revoke this special resolution and not proceed with the Share Consolidation herein authorized.

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

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#### 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

