

# Proxy

## ANNUAL GENERAL MEETING OF SHAREHOLDERS OF LOTUS VENTURES INC.

TO BE HELD AT 1200 – 1125 HOWE STREET, VANCOUVER, BC V6Z 2K8  
ON THURSDAY, MAY 26, 2016, AT 10:00 AM VANCOUVER TIME

**THIS PROXY IS SOLICITED BY THE MANAGEMENT OF THE COMPANY.**

**I/We being holder(s) of the Company hereby appoint:**

Dale McClanaghan, a Director of the Company, or failing this person, Stephen Winters,  
lawyer for the Company, or in the place of the foregoing,  
*(print the name)* \_\_\_\_\_,

as my/our proxyholder with full power of substitution to attend, act and vote for and on  
my/our behalf in respect of all matters that may properly come before the aforesaid  
meeting of the holders of the Company (the "Meeting") and at every adjournment  
thereof, to the same extent and with the same powers as if I/we were present at the said  
Meeting and at any adjournment thereof.

I/We hereby direct the proxyholder to vote the securities of the Company recorded in  
my/our name as specified herein.

**I/We hereby revoke any proxy previously given to attend and vote at said Meeting.**

**SECURITYHOLDER SIGN HERE:** \_\_\_\_\_

**PRINT NAME:** \_\_\_\_\_

**DATE SIGNED:** \_\_\_\_\_

**THIS FORM MUST BE SIGNED AND DATED ABOVE.**

**SEE IMPORTANT VOTING INSTRUCTIONS ON REVERSE.**

## Resolutions

(For full details of each resolution, please see the enclosed Information Circular)

	For	Against	Withhold
1. Appointment of DeVisser Gray LLP, Chartered Professional Accountants, as auditors of the Company and to authorize the Directors to fix the auditors' remuneration		N/A	
2. To determine the number of Directors at three			N/A
3. To elect as Director, Dale McClanaghan		N/A	
4. To elect as Director, Carl Correia		N/A	
5. To elect as Director, Steve Mathiesen		N/A	
6. To approve the stock option plan as described in the Information Circular			N/A

# INSTRUCTIONS FOR COMPLETION OF PROXY

1. **This Proxy is solicited by the Management of the Company.**
2. This form of proxy ("Instrument of Proxy") ***must be signed by you, the holder***, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and ***if executed by an attorney, officer, or other duly appointed representative***, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany the Instrument of Proxy.
3. ***If this Instrument of Proxy is not dated*** in the space provided, it will be deemed to bear the date on which it is mailed to the holder.
4. ***A holder who wishes to attend the Meeting and vote on the resolutions in person*** may simply register with the scrutineers before the Meeting begins.
5. ***A holder who is not able to attend the Meeting in person but wishes to vote on the resolutions***, may do the following:
  - (a) ***appoint one of the management proxyholders*** named on the Instrument of Proxy, by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxyholders shown and do not complete the blank space provided for the appointment of an alternate proxyholder). **Where no choice is specified by a holder with respect to a resolution set out in the Instrument of Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on this Instrument of Proxy and, if applicable, for the nominees of management for directors and auditors as identified in this Instrument of Proxy; OR**
  - (b) ***appoint another proxyholder***, who need not be a holder of the Company, to vote according to the holder's instructions, by striking out the management proxyholder names shown and inserting the name of the person you wish to represent you at the meeting in the space provided for an alternate proxyholder.
6. ***The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the holder on any ballot*** of a resolution that may be called for and, if the holder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. If a holder has submitted an Instrument of Proxy, ***the holder may still attend the Meeting and may vote in person***. To do so, the holder must record his/her attendance with the scrutineers before the commencement of the Meeting and revoke, in writing, the prior votes.
7. Further, the securities will be voted by the appointed proxyholder with respect to any amendments or variations to matters identified in the Notice of Meeting or other matters which may properly come before the Meeting, as the proxyholder in its sole discretion sees fit.
8. **To be represented at the Meeting, proxies must be received at the Company's registered offices at 910 – 1125 Howe Street, Vancouver, British Columbia V6Z 2K8 (Fax number: 604-602-0670) no later than forty-eight ("48") hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or delivered to the Chairman at the Meeting.**