

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General and Special Meeting to be held on Thursday, August 27, 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, Pacific Time, on Tuesday, August 25, 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.



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 Kootenay Zinc Corp. hereby appoint: Von Torres, or failing him, Usama Chaudhry

OR Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

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 Kootenay Zinc Corp. to be held at Farris LLP, located at 25th floor, 700 W. Georgia St., Vancouver, British Columbia V7Y 1B3 on Thursday, August 27, 2020 at 10:00 am (Pacific Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

For **Against**

1. Number of Directors

To set the number of Directors at four (4).

2. Election of Directors

For **Withhold**

For **Withhold**

01. Von Torres

02. Usama Chaudhry

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For **Withhold**

3. Appointment of Auditors

Appointment of Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

For **Against**

4. Transactions Resolution

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The share consolidation (the "Consolidation") to reduce the number of common shares of Kootenay issued and outstanding as more particularly described and set forth in the Management Information Circular of Kootenay dated July 29, 2020, is authorized and approved;
2. The acquisition of all the issued and outstanding common shares of Cannodora Delivery Ltd. and Greeny Collaboration Group (Canada) Inc. by Kootenay, as more particularly described and set forth in the Management Information Circular of Kootenay dated July 29, 2020, is authorized and approved;
3. The business combination agreement dated June 23, 2020 among Kootenay, 1251750 B.C. Ltd., Cannodora Delivery Ltd. and certain securityholders of Cannodora Delivery Ltd. (the "Cannodora Business Combination Agreement") and all transactions contemplated thereby (the "Cannodora Amalgamation"), and the performance by Kootenay of its obligations thereunder, is ratified and approved;
4. The business combination agreement dated June 23, 2020 among Kootenay, 1251750 B.C. Ltd., Greeny Collaboration Group (Canada) Inc. and certain securityholders of Greeny Collaboration Group (Canada) Inc. (the "Greeny Business Combination Agreement") and all transactions contemplated thereby (the "Greeny Amalgamation", and together with the Cannodora Amalgamation, the "Amalgamations"), and the performance by Kootenay of its obligations thereunder, is ratified and approved;
5. The take-over bid (the "Lifted Take-over Bid") for 100% of the issued and outstanding common shares and options of Lifted Innovations Inc. commenced on July 27, 2020, as more particularly described and set forth in the Management Information Circular of Kootenay dated July 29, 2020 and the take-over bid circular of Kootenay dated July 27, 2020 is ratified and approved;
6. The support agreement dated June 23, 2020 between Kootenay and Lifted Innovations Inc. (the "Lifted Support Agreement") and all transactions contemplated thereby, and the performance by Kootenay of its obligations thereunder, is ratified and approved;
7. The actions of the directors of the Company in approving the Cannodora Business Combination Agreement, the Greeny Business Combination Agreement and the Lifted Support Agreement and the actions of the directors and officers of the Company in executing and delivering such agreements and any amendments thereto in accordance with their terms are ratified and approved;
8. Notwithstanding that this resolution has been passed by the shareholders of Kootenay, the directors of Kootenay are authorized and empowered (a) to amend the Cannodora Business Combination Agreement, the Greeny Business Combination Agreement or the Lifted Support Agreement to the extent permitted by such agreements, and (b) not to proceed with the Consolidation, Amalgamations or Lifted Take-over Bid at any time prior to the closing date of the transactions contemplated by these resolutions; and Fold
9. Any officer or director is authorized and directed for and on behalf of the Company to execute or cause to be executed, under the seal of the Company or otherwise, and to deliver or cause to be delivered, all such documents and instruments and to perform or cause to be performed all such other acts and things as in such person's opinion may be necessary or desirable to give full effect to the foregoing resolutions and the matters authorized thereby, such authorization to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing."

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

Interim Financial Statements – Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements – Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

