

**1040433 BC LTD.**  
 804-750 West Pender Street,  
 Vancouver BC V6C 2T7  
 T: 604.682.2928 / F: 604.685.6905

**PROXY**

**ANNUAL GENERAL MEETING TO BE HELD ON APRIL 10, 2017**

The undersigned shareholder of 1040433 BC Ltd. (the “**Company**”) hereby appoints Christopher P. Cherry, the President CEO, CFO and a director of the Company, or failing him, Robert M. Dzisiak, a director of the Company, or instead of either of them, \_\_\_\_\_, as my/our proxyholder with full power of substitution, to attend, act and vote for the undersigned 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 Meeting of the shareholders of the Company to be held at Suite 804 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T7, on April 10, 2017 at 11:00 a.m. (Pacific time) and at any adjournment or postponement thereof, and without limiting the general authorization and power hereby given, the persons named above are specifically directed to vote as follows:

- |  |                          |                          |
|--|--------------------------|--------------------------|
|  | <b>For</b>               | <b>Against</b>           |
| 1. <b>Number of Directors</b><br>To set the number of Directors at two.  | <input type="checkbox"/> | <input type="checkbox"/> |
|  | <b>For</b>               | <b>Withhold</b>          |
| 2. <b>Election of Directors</b>  |                          |                          |
| 01. Christopher P. Cherry  | <input type="checkbox"/> | <input type="checkbox"/> |
| 02. Robert M. Dzisiak  | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. <b>Appointment of Auditors</b><br>To appoint Charlton & Company LLP, Chartered Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration. | <input type="checkbox"/> | <input type="checkbox"/> |
|  | <b>For</b>               | <b>Against</b>           |
| 4. <b>Other Business</b><br>To transact such other business as may properly come before the Meeting.   | <input type="checkbox"/> | <input type="checkbox"/> |

**To be valid, your Proxy must be received by the Company’s registrar and transfer agent, National Issuer Services Ltd. no later than 11:00 AM (Pacific Time) on April 6, 2017**

Voting by Email – please email to [tipsagm@transferagent.ca](mailto:tipsagm@transferagent.ca)

Voting by Mail – mail to National Issuer Services Ltd., 760 – 777 Hornby Street, Vancouver, BC, V6Z 1S4

I/We authorize you to act in accordance with my/our instructions set out above. This Proxy revokes and supersedes all proxies of earlier date. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

<b>Authorized Signature(s) of Shareholder(s)</b>	<b>Print Name(s) &amp; Signing Capacity(ies), if applicable</b>	<b>DD/MM/YY THIS PROXY MUST BE DATED</b>

## Notes to Proxy:

1. This form of proxy is solicited by and on behalf of Management.
2. Each 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. Such right may be exercised by inserting in the space provided the name of the person to be appointed on the reverse side of this proxy.
3. 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.
4. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
5. If this proxy is not dated, it will be deemed to bear the date of its mailing to the shareholders of the Company.
6. 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.
7. 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.
8. 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.
9. This proxy should be read in conjunction with the accompanying documentation provided by Management.