

**INSTRUMENT OF PROXY**

**FOR THE SPECIAL MEETING OF SHAREHOLDERS OF COMMON SHARES OF**

**HILL STREET MARKETING INC.**

**To be held at 10:00 a.m. (Toronto Time) on June 13, 2018**

The undersigned holder of Common Shares of Hill Street Marketing Inc. (the “**Corporation**”) hereby appoints (with full power of appointment and substitution), Terry Donnelly, Chief Executive Officer of the Corporation, or failing him, Hinta Chambers, Chief Financial Officer of the Corporation, or in place or stead of the foregoing, \_\_\_\_\_ as Proxy of the undersigned to attend the Annual General and Special Meeting of the Corporation (the “**Meeting**”) to be held at the offices of BreakWater Venture Capital, Suite 4010, **161 Bay St, Toronto, ON M5J 2S1 at 10:00 a.m. (Toronto time) on June 13, 2018**, and at any adjournment thereof. The undersigned hereby revokes any instrument of proxy heretofore given to attend and vote at the Meeting. Without limiting the general power hereby conferred, the person above named is directed to vote as follows:

1. To approve by special resolution the **Amalgamation Resolution**, as set forth in the accompanying Meeting Materials furnished in connection with the Meeting (**and, if no specification is made, to vote FOR**);

**VOTE FOR**

**AGAINST**

2. To approve an ordinary resolution approving the Rectifying Resolution, as set forth in the accompanying Meeting Materials furnished in connection with the Meeting

**VOTE FOR**

**AGAINST**

3. At the discretion of the said Proxyholder, to vote upon any amendments or variation of the above matter or any other matter that may be properly brought before the said Meeting or any adjournment thereof.

**This Proxy is solicited on behalf of the Management of the Corporation and will be voted as directed in the space provided above or, if no direction is given, it will be voted FOR each resolution. The persons named in this Proxy are officers and/or directors of the Corporation. Each shareholder has the right to appoint a person, who need not be a shareholder, to attend and to act for him and on his behalf at the Meeting, other than the persons designated above. To exercise such rights, the names of the persons designated by Management to act should be crossed out and the name of the shareholder’s appointee should be legibly printed in the blank space provided.**

DATED this \_\_\_\_ day of \_\_\_\_\_, 2018

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Shareholder’s Name (Please Print)

## NOTES TO PROXY

1. In the event that the date is not completed, this Proxy will be deemed to be dated upon the day that it is mailed by the Corporation to the securityholder.
2. This Proxy will not be valid and will not be acted upon or voted unless it is signed and delivered to the attention of James Leech, c/o Himelfarb Proszanski Barristers and Solicitors, 1401, University Ave., Toronto, ON, M5G 1V2 ([jleech@himprolaw.com](mailto:jleech@himprolaw.com)) no later than 24 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting time or any adjournment thereof or delivered to the Chairman at the Meeting.
3. In addition to any revocation in any other manner permitted by law, a Proxy may be revoked by instrument in writing executed by the securityholder or his attorney duly authorized in writing or, if the securityholder is a company, under its corporate seal by an officer or attorney thereof duly authorized and deposited either at the registered office of the Corporation, c/o Himelfarb Proszanski Barristers and Solicitors, 1401, University Ave., Toronto, ON, M5G 1V2 ([jleech@himprolaw.com](mailto:jleech@himprolaw.com)), at any time up to and including 4:30 p.m. on the last Business Day preceding the day of the Meeting, or any adjournment thereof, at which the Proxy is to be used, or with the Chairman at the Meeting on the date of the Meeting, or any adjournment thereof and upon such deposit, the Proxy is revoked.
4. The signature on the Proxy should be exactly the same as the name in which the shares are registered. If the appointee is a corporation, the Proxy must be exercised under its corporate seal or signed by an officer or attorney duly authorized. Persons signing as executors, administrators, trustees, etc. should so indicate.
5. Capitalized terms used but not otherwise defined herein, shall have the meanings ascribed to such terms in the accompanying management information circular of the Corporation.