

Deal Pro Capital Corporation
(the "Corporation")

Special Meeting
January 16, 2024 at 4:15 P.M. (EST)
Telephone Conference Call
(the "Meeting")

Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Nominees indicated on the reverse to vote on your behalf, they must also vote in accordance with your instructions or, if no instructions are given, in accordance with the Voting Recommendations highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space labeled "Please print appointee name", the name of the person to be appointed, who need not be a security holder of the Corporation.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of the Corporation.
7. To be valid, this proxy must be filed using one of the **Voting Methods** and *must be received by TSX Trust Company* before the **Filing Deadline for Proxy**, noted on the reverse or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the holder may be required to provide documentation evidencing the signatory's power to sign the proxy.

Electronic Delivery

If you are a registered securityholder and wish to enroll for electronic delivery for future issuer communications including meeting related materials, financial statements, DRS, etc., where applicable, you may do so:

- 1) After you vote online at www.voteproxyonline.com using your control number.
- 2) Through TSX Trust's online portal, Investor Insite. You may log in or enroll at <https://www.tsxtrust.com/investor-login>

For details go to www.tsxtrust.com/consent-to-electronic-delivery

VOTING METHOD

INTERNET	Go to www.voteproxyonline.com and enter the 12 digit control number above 
FACSIMILE	416-595-9593
MAIL or HAND DELIVERY	TSX Trust Company 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1

Investor inSite

TSX Trust Company offers at no cost to holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable holder forms and Frequently Asked Questions.

To register, please visit: <https://www.tsxtrust.com/t/investor-hub/forms/investor-insite-registration> and complete the registration form

For assistance, please contact TSX TRUST INVESTOR SERVICES.

Mail: 301 - 100 Adelaide Street West Toronto, ON, M5H 4H1

Tel: 1-866-600-5869

Web: <https://www.tsxtrust.com/t/investor-hub/forms/investor-insite-registration>

Email: tsxtis@tmx.com

FORM OF PROXY ("PROXY")

Deal Pro Capital Corporation
(the "Corporation")

Special Meeting
January 16, 2024 at 4:15 P.M. (EST)
Telephone Conference Call

CONTROL NUMBER:

SECURITY CLASS: COMMON SHARES

RECORD DATE: December 15, 2023

FILING DEADLINE FOR PROXY: January 12, 2024 at 4:15 P.M. (EST)

APPOINTEES

The undersigned hereby appoints **Harold Wolkin**, whom failing **Daniel Rothberg** (the "Nominees"), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any,

- SEE VOTING GUIDELINES ON REVERSE -

RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES

1. Conditional Increase to the Number of Directors

To approve an ordinary resolution to conditionally increase the size of the Corporation's board of directors to seven (7) persons, as is more particularly described in the Management Information Circular of the Corporation dated December 15, 2023 (the "Circular") under the heading "Particulars of Matters to be Acted Upon - Conditional Election of New Directors".

FOR **AGAINST**

2. Conditional Election of New Directors

To conditionally elect as directors of the Corporation, the following persons, as is more particularly described in the Circular under the heading "Particulars of Matters to be Acted Upon - Conditional Election of New Directors".

FOR **WITHHOLD**

- a) Gary Alves
- b) Ungad Chadda
- c) Harold Wolkin
- d) Magaly Bianchini
- e) Nicholas Thadaney
- f) Mark Di Cristofaro
- g) Jennifer Rebecca Labrecque

3. Proposed Name Change

To pass, with or without variation, a special resolution approving an amendment to the Corporation articles to effect a name change, as is more particularly described in the Circular under the heading "Particulars of Matters to be Acted Upon - Proposed Name Change".

FOR **AGAINST**

4. Approval of New Equity Incentive Plan

To pass, with or without variation, an ordinary resolution approving the Corporation's proposed new form of Equity Incentive Plan, as is more particularly described in the Circular under the heading "Particulars of Matters to be Acted Upon - Approval of New Equity Incentive Plan".

FOR **AGAINST**

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

PLEASE PRINT NAME

Signature of registered owner(s)

Date (MM/DD/YYYY)