

Security Class

Holder Account Number

Fold

Form of Proxy - Annual and Special Meeting to be held on Monday, June 17, 2019

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, Eastern Time, on Thursday, June 13, 2019

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 **Pond Technologies Holdings Inc.** (the "Corporation") hereby appoint(s): **Steve Martin**, of the City of Toronto, in the Province of Ontario, President & Chief Executive Officer of the Corporation or, failing him, **Gerry Quinn**, of the City of Mississauga, in the Province of Ontario, a Director of the Corporation

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for me/us and on my/our behalf 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 and Special Meeting** of shareholders of **Pond Technologies Holdings Inc.** (the "Corporation") will be held at the offices of Cassels Brock & Blackwell LLP, Suite 2100, Scotia Plaza, 40 King Street West, Toronto, Ontario, M5H 3C2 on Monday, June 17, 2019 at 10:00 am Eastern Time and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For **Against**

1. Number of Directors

Fixing the number of directors to be elected at **five (5)**.

2. Election of Directors

For **Withhold**

For **Withhold**

For **Withhold** Fold

01. Steve Martin

02. J. William Asselstine

03. Robert McLeese

04. Gerry Quinn

05. Geraldine Kenney-Wallace

For **Withhold**

3. Appointment of Auditors

The appointment of **RSM Canada LLP** as auditors of the Corporation and authorizing the directors to fix their remuneration as such.

For **Against**

4. Stock Option Plan

Passing an ordinary resolution, the full text of which is set forth in the accompanying information circular of the Corporation (the "Information Circular"), approving the Corporation's stock option plan, all as more particularly described in the Information Circular.

For **Against**

5. Deferred Share Unit Plan

Passing an ordinary resolution, the full text of which is set forth in the Information Circular, approving the Corporation's Directors Deferred Share Unit Plan, all as more particularly described in the Information Circular.

For **Against** Fold

6. Corporation By-Law No. 2

Passing an ordinary resolution, the full text of which is set forth in the Information Circular, confirming By-Law No. 2 of the Corporation, all as more particularly described in the Information Circular.

Upon any other business which may properly come before the Meeting or any adjournment(s) thereof, in such manner as the said proxyholder sees fit.

Authorized Signature(s) - This section must be completed for your instructions to be executed.

Signature(s)

Date

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.**

DD / MM / 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 NOT 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.

