

PROXY SOLICITED BY MANAGEMENT
CICADA VENTURES LTD.

The undersigned shareholder of CICADA VENTURES LTD. (the "Company") hereby appoints SAMMY CHENG, a Director of the Company, or failing him, HAYDEN ROSS, a Director of the Company, ("MANAGEMENT PROXYHOLDER") or, alternatively _____, ("ALTERNATE PROXYHOLDER") as proxy of the undersigned with power of substitution to attend at and vote for the undersigned in respect of all matters that may come before the Annual General Meeting of the Company to be held on July 5, 2019, and every adjournment thereof. **Each shareholder has the right to appoint an alternate proxyholder, who need not be a shareholder, to attend and act for him at the meeting, other than the management proxyholder designated above. This may be done by inserting the name of the desired person in the space above. The shares represented by the proxy will be voted as directed by the undersigned shareholder in the spaces provided below. If no direction is given, the management proxyholder will vote at his or her discretion; the alternate proxyholder has discretion to vote the shares as he or she chooses. In the absence of such direction, such common shares will be voted "FOR" the proposed resolution at the meeting.**

1. That the report of the Directors be approved;

IN FAVOUR _____ AGAINST _____

2. That the audited financial statements of the Company to January 31, 2019 and the Report of the Auditor thereon be approved;

IN FAVOUR _____ AGAINST _____

3. To fix the number of Directors at three;

IN FAVOUR _____ AGAINST _____

4. To elect the following as Directors of the Company;

SAMMY CHENG	IN FAVOUR _____	WITHHOLD _____
ELVIS GLAZIER	IN FAVOUR _____	WITHHOLD _____
HAYDEN ROSS	IN FAVOUR _____	WITHHOLD _____

5. To appoint Saturna Group Chartered Accountants LLP or such other Chartered Accountant as the Company's directors may determine as Auditors at a remuneration to be fixed by the Directors;

IN FAVOUR _____ AGAINST _____

6. To authorize the Board of Directors, at its sole discretion, to grant or amend stock options for Directors, insiders and employees of the Company and/or its subsidiaries, at such prices and amounts and on such terms as may be acceptable to the TSX Venture Exchange;

IN FAVOUR _____ AGAINST _____

7. (a) to authorize the Company to consolidate all of its common shares from 400,000,000 common shares without par value, of which 288,262,772 shares are issued and outstanding to 200,000,000 common shares without par value, of which 144,131,386 common shares will be issued and outstanding, every two of such shares being consolidated into one share without par value or such other ratio as the directors may resolve;

- (b) to pass a Special Resolution changing the name of the Company from Cicada Ventures Ltd. to Consolidated Cicada Ventures Ltd., or such other name as the Company's directors may resolve;

IN FAVOUR _____ AGAINST _____

8. (a) to pass a Special Resolution increasing the number of shares which the Company is authorized to issue from 200,000,000 common shares without par value to 400,000,000 common shares without par value;

- (b) to pass a Special Resolution altering the Memorandum and Articles of the Company to give effect to the foregoing resolutions;

IN FAVOUR _____ AGAINST _____

9. to authorize the directors to issue up to or in excess of 100,000,000 common shares by way of share placement or otherwise;

IN FAVOUR _____ AGAINST _____

10. At the discretion of the Proxyholder to vote upon any amendment variation of the above matters or any matter properly brought before the Meeting;

IN FAVOUR _____ AGAINST _____

NOTES:

(1) The securities represented by Proxy will be voted or withheld from voting in accordance with instructions of the Member on any ballot that may be called for, and if the member specifies a choice in respect to any matter to be acted upon, the securities shall be voted accordingly. The Form of proxy confers authority upon the named proxyholder with respect to matters identified in the accompanying Notice of Meeting. IF A CHOICE WITH RESPECT TO SUCH MATTERS IS NOT SPECIFIED, IT IS INTENDED THAT THE PERSON DESIGNATED BY THE MANAGEMENT IN THE FORM PROXY WILL VOTE THE SECURITIES REPRESENTED BY THE PROXY AT HIS OR HER DISCRETION. The proxy confers discretionary authority upon the named proxyholder with respect to amendments to or variations in matters identified in the accompanying Notice of Meeting and other matters which may properly come before the meeting.

(2) EACH MEMBER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A MEMBER) TO REPRESENT HIM AT THE ANNUAL GENERAL MEETING MEMBERS OTHER THAN NOMINEES. If you desire to designate as Proxy a person other than Sammy Cheng or Hayden Ross, the management nominees, you should strike out their names and insert in the space provided the name of the person you desire to designate as Proxy or complete another form of Proxy.

(3) This proxy form must be signed by the shareholder or his attorney authorized in writing or, if the shareholder is a corporation, under its common seal or by an officer or attorney thereof duly authorized. If this proxy is not dated in the space provided below, it will be deemed to bear the date on which it was mailed by management.

(4) To be valid this proxy form duly signed must be deposited with the Company at #460-850 West Hastings Street, Vancouver, B.C. V6C 1E1 not less than forty-eight (48) hours, excluding Saturdays, Sundays, and holidays before the time of the Meeting.

Dated at _____, this _____ day of _____, 2019

NAME, PLEASE PRINT

NUMBER OF SHARES

SIGNATURE OF SHAREHOLDER

ADDRESS, IF NEW

SUPPLEMENTAL MAILING LIST RETURN CARD
(NATIONAL INSTRUMENT 54-102)

NOTICE TO SHAREHOLDERS:

In accordance with National Instrument No. 54-102/Interim Financial Statement and Report Exemption (the "Instrument") and pursuant to the British Columbia Securities Act and Rules:

Any registered shareholder may elect annually to have his or her name added to an issuer's supplemental mailing list in order to receive quarterly reports for the issuer's first, second, and third fiscal quarters. All Registered shareholders will automatically receive a quarterly report for an issuer's fourth fiscal quarter; while only Non-registered shareholders entitled to receive an issuer's audited financial statements, pursuant to the Instrument, will receive a quarterly report for an issuer's fourth fiscal quarter.

As a result of this additional obligation and cost, your company has made a decision to discontinue the practice of mailing interim financial statements except to those shareholders who request in writing to be added to the supplemental mailing list. If you are a shareholder of CICADA VENTURES LTD. and wish to be placed on a supplemental mailing list for the receipt of these financial statements, you must complete and return the Return Card below.

I, the undersigned, certify that I am the owner of the securities (other than debt instruments) of the Company shown below, and request that my name be placed on the Company's Supplemental Mailing List in respect of its quarterly financial statements.

Dated: _____

Signature

Name - Please Print

Address

Email Address

Note:

If you wish to be included in the Company's Supplemental Mailing List in order to receive its interim Financial Statements, please complete and return this card to the Company at #460-850 West Hastings Street, Vancouver, B.C. V6C 1E1.