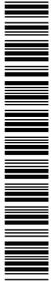


RRFQ 000001

SAM SAMPLE  
123 SAMPLES STREET  
SAMPLETOWN SS X9X X9X  
CANADA

Security Class  
COMMON SHARES

Holder Account Number  
C9999999999 IND



Fold

## Form of Proxy - Annual General and Special Meeting to be held on Tuesday, July 4, 2017

### 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.

Fold

Proxies submitted must be received by 10:00 am, Calgary Time, on Thursday, June 29, 2017.

### 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](http://www.investorvote.com)
- **Smartphone?**  
Scan the QR code to vote now.



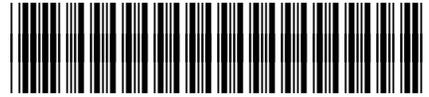
If you vote by telephone or the Internet, DO NOT mail back this proxy.

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 23456 78901 23456



IND C01

Appointment of Proxyholder

I/We being holder(s) of Richmond Road Capital Corp. ("Richmond Road" or the "Corporation") hereby appoint(s): Michael E. Doyle, President and Chief Executive Officer of Richmond Road, or failing him, Robb McNaughton, director of Richmond Road

OR

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

[Empty box for name of person]

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the 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 and Special Meeting (the "Meeting") of shareholders of Richmond Road Capital Corp. to be held at 1900, 520 - 3rd Avenue S.W., Calgary, AB T2P 0R3 on Tuesday, July 4, 2017 at 10:00 am (Calgary time) and at any adjournments or postponements thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Election of Directors

Table with columns: For, Withhold for candidates: 01. Michael Doyle, 02. Robb McNaughton, 03. Berkley Pennock, 04. Michael Brown

2. Conditional Director Election

To elect, conditional upon, and effective as of the Completion of the Qualifying Transaction (as such term is defined in TSX Venture Exchange Policy 2.4 – Capital Pool Companies), Jason Krueger to the Corporation's board of directors to hold office until the next annual meeting of Shareholders or until his successor is elected or appointed.

For Against boxes

3. Appointment of Auditors

To approve the appointment of MNP LLP as auditors of the Corporation for the ensuing year at such remuneration as may be fixed by the board of directors.

For Withhold boxes

4. Name Change of Corporation

To approve, with or without variation, a special resolution, the full text of which is set forth in the Corporation's Management Information Circular dated June 13, 2017 (the "Information Circular"), authorizing the change of name of the Corporation to such other name as the directors, in their sole discretion and subject to applicable regulatory approval, determines to be appropriate.

For Against boxes

5. Approval of Stock Option Plan

To approve, with or without variation, an ordinary resolution, the full text of which is set forth in the Information Circular, approving the Corporation's stock option plan.

For Against boxes

6. Share Consolidation

To approve, with or without variation, a special resolution, the full text of which is set forth in the Information Circular, approving an amendment to the articles of incorporation of the Corporation to consolidate the issued and outstanding Common Shares on the basis of one (1) post-consolidation Common Share for up to every thirty (30) pre-consolidation Common Shares.

For Against boxes

7. Continuance of the Corporation

To consider and, if deemed advisable, to approve, with or without variation, a special resolution, the full text of which is set forth in the Information Circular, to approve the continuance (the "Continuance") of the Corporation under the Business Corporations Act (British Columbia) (the "BCBCA") from under the Business Corporations Act (Alberta), to authorize the Corporation's board of directors to adopt articles that comply with the terms of the BCBCA and correspondingly repeal the existing by-law of the Corporation in connection with the Continuance.

For Against boxes

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

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.

Signature(s)

Date

[Signature box]

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.

[Box]

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.

[Box]

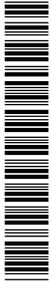
If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

RRFQ 000002

SAM SAMPLE  
123 SAMPLES STREET  
SAMPLETOWN SS X9X X9X  
AUSTRALIA

Security Class  
COMMON SHARES

Holder Account Number  
C9999999999 IND



Fold

### Form of Proxy - Annual General and Special Meeting to be held on Tuesday, July 4, 2017

### 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.

Fold

**Proxies submitted must be received by 10:00 am, Calgary Time, on Thursday, June 29, 2017.**

### 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.

**312-588-4290 Direct Dial**



#### To Vote Using the Internet

- Go to the following web site: [www.investorvote.com](http://www.investorvote.com)
- **Smartphone?**  
Scan the QR code to vote now.



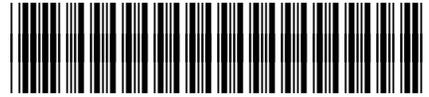
**If you vote by telephone or the Internet, DO NOT mail back this proxy.**

**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 23456 78901 23456**



Appointment of Proxyholder

I/We being holder(s) of Richmond Road Capital Corp. ("Richmond Road" or the "Corporation") hereby appoint(s): Michael E. Doyle, President and Chief Executive Officer of Richmond Road, or failing him, Robb McNaughton, director of Richmond Road

OR

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

[Empty box for name of person]

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the 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 and Special Meeting (the "Meeting") of shareholders of Richmond Road Capital Corp. to be held at 1900, 520 - 3rd Avenue S.W., Calgary, AB T2P 0R3 on Tuesday, July 4, 2017 at 10:00 am (Calgary time) and at any adjournments or postponements thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Election of Directors

For Withhold

For Withhold

For Withhold

01. Michael Doyle

[ ] [ ]

02. Robb McNaughton

[ ] [ ]

03. Berkley Pennock

[ ] [ ]

04. Michael Brown

[ ] [ ]

Fold

2. Conditional Director Election

To elect, conditional upon, and effective as of the Completion of the Qualifying Transaction (as such term is defined in TSX Venture Exchange Policy 2.4 – Capital Pool Companies), Jason Krueger to the Corporation's board of directors to hold office until the next annual meeting of Shareholders or until his successor is elected or appointed.

For Against

[ ] [ ]

3. Appointment of Auditors

To approve the appointment of MNP LLP as auditors of the Corporation for the ensuing year at such remuneration as may be fixed by the board of directors.

For Withhold

[ ] [ ]

4. Name Change of Corporation

To approve, with or without variation, a special resolution, the full text of which is set forth in the Corporation's Management Information Circular dated June 13, 2017 (the "Information Circular"), authorizing the change of name of the Corporation to such other name as the directors, in their sole discretion and subject to applicable regulatory approval, determines to be appropriate.

For Against

[ ] [ ]

5. Approval of Stock Option Plan

To approve, with or without variation, an ordinary resolution, the full text of which is set forth in the Information Circular, approving the Corporation's stock option plan.

For Against

[ ] [ ]

6. Share Consolidation

To approve, with or without variation, a special resolution, the full text of which is set forth in the Information Circular, approving an amendment to the articles of incorporation of the Corporation to consolidate the issued and outstanding Common Shares on the basis of one (1) post-consolidation Common Share for up to every thirty (30) pre-consolidation Common Shares.

For Against

[ ] [ ]

Fold

7. Continuance of the Corporation

To consider and, if deemed advisable, to approve, with or without variation, a special resolution, the full text of which is set forth in the Information Circular, to approve the continuance (the "Continuance") of the Corporation under the Business Corporations Act (British Columbia) (the "BCBCA") from under the Business Corporations Act (Alberta), to authorize the Corporation's board of directors to adopt articles that comply with the terms of the BCBCA and correspondingly repeal the existing by-law of the Corporation in connection with the Continuance.

For Against

[ ] [ ]

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.

[Signature box]

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.