

# PROXY

**Type of Meeting:** ANNUAL MEETING OF SHAREHOLDERS OF  
**Name of Corporation:** SERNOVA CORP. (the "Corporation")  
**Meeting Date:** April 26, 2017  
**Meeting Time:** 9:00 a.m. (Pacific Time)  
**Meeting Location:** MCMILLAN LLP, 1500 – 1055 WEST GEORGIA STREET, VANCOUVER, BRITISH COLUMBIA

The undersigned shareholder of the Corporation hereby appoints Mr. Frank A. Holler, the Chairman of the Corporation, or failing him, Dr. Philip Toleikis, the Chief Executive Officer of the Corporation, or failing him, \_\_\_\_\_, as proxyholder for and on behalf of the shareholder with the power of substitution to attend, act and vote for and on behalf of the shareholder in respect of all matters that may properly come before the meeting of the shareholders of the Corporation and at every adjournment thereof, to the same extent and with the same powers as if the undersigned shareholder were present at the said meeting, or any adjournment thereof.

The undersigned shareholder hereby revokes any proxy previously given to attend and vote at said meeting.

Please sign here: \_\_\_\_\_

Please print name: \_\_\_\_\_

Date: \_\_\_\_\_

**This proxy form is not valid unless it is signed and dated.** If someone other than the shareholder of the Corporation signs this proxy form on behalf of the named shareholder of the Corporation, documentation acceptable to the Chairman of the meeting must be deposited with this proxy form, authorizing the signing person to do such.

***To be represented at the meeting, this proxy form must be received by mail or by fax no later than 9:00 a.m. (Pacific Time) on April 24, 2017 at the offices of CST Trust Company, P.O. Box 721, Agincourt, Ontario, M1S 0A1, Attention: Proxy Department or by hand to 320 Bay Street, Banking Hall Level, Toronto, Ontario, M5H 4A6 or by facsimile to (416) 368-2502 or 1-866-781-3111.***

**See note 2 on the back of this form with respect to internet voting.**

For full details of each resolution, please see the enclosed Notice of Meeting and Management Proxy Circular.

Please indicate your proposal selection by placing an "X" in the appropriate space with blue or black ink only.

## RESOLUTIONS

1. Elect the following as directors:

a. Frank A. Holler

b. Jeffrey Bacha

c. James T. Parsons

d. Dr. Philip Toleikis

e. Bruce A. Weber

**For**                      **Withhold**

<input type="checkbox"/>	<input type="checkbox"/>

2. Appoint Davidson & Company, Chartered Accountants, as auditor of the Corporation and authorize the directors to fix the auditor's remuneration.

                    

3. To ratify and approve the Share Option Plan and Deferred Share Unit Plan, together the "Incentive Plan," for continuation until the next annual meeting of the shareholders.

**For**                      **Against**

1. **This Proxy is solicited by the Management of the Corporation.**
2. To vote by internet, use the internet to transmit your voting instructions and for electronic delivery of information. Have this form of proxy available when you access the website at [www.cstvotemyproxy.com](http://www.cstvotemyproxy.com). You will be prompted to enter your 13-digit Control Number, which is located on this form of proxy. You may also appoint a person other than the persons designated on this form of proxy by following the instructions provided on the website.
3.
  - a. *If the shareholder wishes to attend the meeting to vote on the resolutions in person*, please register your attendance with the Corporation's scrutineers at the meeting.
  - b. *If the shareholder has its securities held by its financial institution and wishes to attend the meeting to vote on the resolutions in person*, please cross off the management appointee name or names, insert the shareholder's name in the blank space provided, do not indicate a voting choice by any resolution, sign and date the proxy form and return the proxy form. At the meeting a vote will be taken on each of the resolutions as set out on this proxy form and the shareholder's vote will be counted at that time.
4. *If the shareholder cannot attend the meeting but wishes to vote on the resolutions and to appoint one of the management appointees named*, please leave the wording appointing a nominee as shown, sign and date the proxy form and return the proxy form. Where no choice is specified by the shareholder, this proxy form confers discretionary authority upon the shareholder's appointed proxyholder. This proxy form does not confer authority to vote for the election of any person as a Director of the Corporation other than those persons named in the accompanying Management Proxy Circular.
5. *If the shareholder cannot attend the meeting but wishes to vote on the resolutions and to appoint one of the management appointees named*, please leave the wording "*appointing a nominee*" as shown, sign and date the proxy form and return the proxy form. Where no choice is specified by a shareholder on a resolution shown on the proxy form, a nominee of management acting as proxyholder will vote the securities as if the shareholder had specified an affirmative vote.
6. The securities represented by this proxy form will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot of a resolution that may be called for and, if the shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. With respect to any amendments or variations in any of the resolutions shown on the proxy form, or matters which may properly come before the meeting, the securities will be voted by the nominee appointed and the nominee in its sole discretion sees fit.
7. If a non-registered shareholder returns the proxy form but subsequently decides to attend the meeting to vote in person, the shareholder must revoke the first proxy form by sending a properly completed new proxy form in accordance with the foregoing instructions, with the management appointee named crossed off and the shareholder's name inserted in the blank.