

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General and Special Meeting to be held on Friday, June 14, 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 11:00 am, Calgary time, on Wednesday, June 12, 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 EnerSpar Corp. hereby appoint(s): James Richardson, the Chief Executive Officer and a director of the Company, or failing him, Peter Andrews, a director of the Company

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 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** of shareholders of **EnerSpar Corp.** to be held at the Offices of DLA Piper (Canada) LLP, Suite 1000, Livingston Place West, 250 2nd Street SW, Calgary, Alberta on Friday, June 14, 2019 at 11:00 am, Calgary Time and at any adjournment or postponement thereof.

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

1. Number of Directors

To fix the number of directors of EnerSpar to be elected at **five (5)**.

| | |
|--------------------------|--------------------------|
| For | Against |
| <input type="checkbox"/> | <input type="checkbox"/> |

2. Election of Directors

For Withhold

For Withhold

For Withhold

01. James Richardson

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

02. Peter Andrews

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

03. Peter Bloch

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

04. John Arnold

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

05. Donal Carroll

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

For Withhold

3. Appointment of Auditors

To appoint **Parker Simone LLP** as auditor of EnerSpar and to authorize the directors to fix its remuneration.

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

For Against

For Against

4. EnerSpar Option Plan

To consider and, if thought advisable, to approve, with or without variation, an ordinary resolution to re-approve and confirm the EnerSpar Stock Option Plan in accordance with the policies of the TSX Venture Exchange, as more fully described in the Circular;

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

5. TSXV Delisting

To consider and, if thought advisable, to approve, with or without variation, an ordinary resolution to voluntarily delist the EnerSpar Shares from the TSX Venture Exchange, to be implemented only in the event that all conditions to the Business Combination have been satisfied or waived, as more fully described in the Circular;

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

6. Spin-Out

To consider and, if thought advisable, to approve, with or without variation, a special resolution to approve the Spin-Out, to be implemented only in the event that all conditions to the Business Combination have been satisfied or waived, as more fully described in the Circular;

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

7. Continuance

To consider and, if thought advisable, to approve, with or without variation, a special resolution to continue EnerSpar under the *Business Corporations Act* (Ontario), to be implemented only in the event that all conditions to the Business Combination have been satisfied or waived, as more fully described in the Circular;

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

8. Consolidation

To consider and, if thought advisable, to approve, with or without variation, a special resolution to authorize an amendment of the constating documents of EnerSpar to provide for the Consolidation, to be implemented only in the event that all conditions to the Business Combination have been satisfied or waived, as more fully described in the Circular;

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

9. Name Change

To consider and, if thought advisable, to approve, with or without variation, a special resolution to authorize an amendment of the constating documents of EnerSpar to provide for the name change of EnerSpar to "Mindfull Corp.", to be implemented only in the event that all conditions to the Business Combination have been satisfied or waived, as more fully described in the Circular;

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

10. Resulting Issuer Number of Directors

To consider and, if thought advisable, to approve, with or without variation, an ordinary resolution, conditional on and effective only if the Business Combination is completed, to set the number of directors of EnerSpar following the Business Combination (the "Resulting Issuer") at **four**, as more fully described in the Circular;

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

11. Resulting Issuer Election of Directors - To elect, conditional on and effective only if the Business Combination is completed, as directors of the Resulting Issuer, as more fully described in the Circular:

For Withhold

For Withhold

For Withhold

01. Matthew Jimenez

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

02. Nicholas Reichenbach

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

03. Joseph Jackman

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

04. Mary Dalimonte

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

For Against

For Withhold

12. Resulting Issuer Board Size

To consider and, if thought advisable, to approve, with or without variation, a special resolution to authorize and approve the directors of the Resulting Issuer to determine the number of directors of the Resulting Issuer within the minimum and maximum number set forth in the articles of the Resulting Issuer and the number of directors to be elected at the annual meeting of shareholders of the Resulting Issuer, as more fully described in the Circular;

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

13. Resulting Issuer Appointment of Auditors

To appoint, conditional on and effective only if the Business Combination is completed, **MNP LLP** as the auditor of the Resulting Issuer and to authorize the directors of the Resulting Issuer to fix their remuneration, as more fully described in the Circular;

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

14. Resulting Issuer Option Plan

To consider and, if thought advisable, to approve, with or without variation, an ordinary resolution, conditional on and effective only if the Business Combination is completed, to authorize the adoption of the New Resulting Issuer Plan to replace the EnerSpar Stock Option Plan, as more fully described in the Circular

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

Signature(s)

Date

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.**

MM / DD / 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 Report – Mark this box if you would NOT like to receive the Annual Report 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.

