

AVALON WORKS CORP.



Appointment of Proxyholder

I/We, being holder(s) of Common Shares of Avalon Works Corp. ("Avalon" or the "Corporation"), hereby appoint: Michael Paul Clemann, or instead of them,

Print the name of the person you are appointing if this person is someone other than the individuals listed above

as proxy of the undersigned, to attend, act and vote on behalf of the undersigned in accordance with the below direction (or if no directions have been given, as the proxy sees fit) on all the following matters and any other matter that may properly come before the Annual General and Special Meeting of Shareholders of the Company to be held at 2:00 p.m. (EST) on Monday, December 23, 2019 at the offices of the counsel of the Corporation at 800 Square Victoria, 43rd Floor, Montreal, QC, H4Z 1H1 (the "Meeting"), and at any and all adjournments or postponements thereof in the same manner, to the same extent and with the same powers as if the undersigned were personally present, with full power of substitution.

Management recommends voting FOR the following Resolutions. Please use a dark black pencil or pen.

1. Election of six (6) Directors

	FOR	WITHHOLD
1. Michael Paul Clemann	<input type="checkbox"/>	<input type="checkbox"/>
2. Michel Lebeuf	<input type="checkbox"/>	<input type="checkbox"/>
3. Andrew O'Neil	<input type="checkbox"/>	<input type="checkbox"/>
4. Éric Latrémouille	<input type="checkbox"/>	<input type="checkbox"/>
5. Véronique Laberge	<input type="checkbox"/>	<input type="checkbox"/>
6. Sabrina Lesage	<input type="checkbox"/>	<input type="checkbox"/>

2. Ratification of Acts of Directors

To ratify and to approve, if deemed advisable, all acts and deeds of directors, acting in good faith on behalf of the Corporation since the date of the last Annual General Meeting.

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

3. Appointment of Auditors

Avalon's management proposes to appoint Brunet Roy Dubé, CPA S.E.N.C.R.L., as Avalon's auditor to hold office until the next annual meeting of Shareholders.

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

4. Audit Committee Charter

To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution (the "Audit Committee Resolution") approving the charter of the Corporation's audit committee (the "Audit Committee Charter").

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

5. Stock Option Plan

To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the Corporation's stock option plan.

<input type="checkbox"/>	<input type="checkbox"/>
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6. Approval of the Issuance of Common Shares with respect to the various debt settlements

To consider and, if deemed advisable, to pass a special resolution to give authority to the Corporation's board of directors to proceed to a debt settlement.

<input type="checkbox"/>	<input type="checkbox"/>
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7. Consolidation of Shares

To consider and, if deemed advisable, to pass a resolution to give authority to the Corporation's board of directors to give effect to a consolidation of all of the issued and outstanding common shares of the Corporation on the basis of up to one (1) new common share of the Corporation for a hundred (100) existing common shares of the Corporation and left up to the Board's discretion.

<input type="checkbox"/>	<input type="checkbox"/>
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Under Canadian Securities Law, you are entitled to receive certain investor documents. If you wish to receive such material, please tick the applicable boxes below. You may also go to the AST website <https://ca.astfinancial.com/financialstatements> and input code 0210a.

- I would like to receive the quarterly financial statements
- I do not want to receive the annual financial statements

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 FOR a matter by Management's appointees or, if you appoint another proxyholder, as such other proxyholder sees fit. On any amendments or variations proposed or any new business properly submitted before the Meeting, I/We authorize you to vote as you see fit.**

Signature(s) _____
Date

Please sign exactly as your name(s) appear on this proxy. Please see reverse for instructions. All proxies must be received by 2:00 p.m. (Montreal time), on Thursday, December 19, 2019.

Proxy Form – Annual General and Special Meeting of Shareholders of Avalon Works Corp. (“Avalon” or the “Corporation”) to be held on December 23, 2019 (the “Meeting”)

Notes to Proxy

1. This proxy must be signed by a holder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your name appears on this proxy. If the holder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.

2. If the securities are registered in the name of an executor, administrator or trustee, please sign exactly as your name appears on this proxy. If the securities are registered in the name of a deceased or other holder, the proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other holder must be attached to this proxy.

3. Some holders may own securities as both a registered and a beneficial holder; in which case you may receive more than one Information Circular and will need to vote separately as a registered and beneficial holder. Beneficial holders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of securities they beneficially own. Beneficial holders should follow instructions for voting conveyed to them by their intermediaries.

4. If a security is held by two or more individuals, any one of them present or represented by proxy at the Meeting may, in the absence of the other or others, vote at the Meeting. However, if one or more of them are present or represented by proxy, they must vote together in respect of such security.

All holders should refer to the Information Circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

This proxy is solicited by and on behalf of the Company’s Management.



How to Vote

INTERNET

- Go to www.astvotemyproxy.com
- Cast your vote online
- View Meeting documents

TELEPHONE

Use any touch-tone phone, call toll free in Canada and United States **1-888-489-7352** and follow the voice instructions

To vote by Internet or telephone you will need your control number. If you vote by Internet or telephone, do not return this proxy.

MAIL, FAX OR EMAIL

- Complete and return your signed proxy in the envelope provided or send to:

AST Trust Company (Canada)
P.O. Box 721
Agincourt, ON M1S 0A1

- You may alternatively fax your proxy to 416-368-2502 or toll free in Canada and the United States to 1-866-781-3111 or scan and email to proxyvote@astfinancial.com.

An undated proxy is deemed to bear the date on which it is mailed by management to you.

If you wish to receive investor documents electronically in the future, please visit <https://ca.astfinancial.com/edelivery> to enrol.

All proxies must be received by 2:00 p.m. (Montreal time), on Thursday, December 19, 2019.