

# ORLETTO CAPITAL II INC.



## Appointment of Proxyholder

I/We, being holder(s) of Common Shares of Orletto Capital II Inc., hereby appoint: Benoit Chotard, President and Chief Executive Officer, or failing this person, Octavio Soares, Chief Financial Officer, **OR**

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

as my/our proxyholder with full power of substitution and to vote in accordance with the following instructions (or if no instructions 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 Orletto Capital II Inc. (the "Corporation") to be held live at <https://us02web.zoom.us/j/87289450792?pwd=RnJHcHZTTGxOb1duVm55WWtMM1N5dz09> on Thursday, July 23, 2020 at 10:00 a.m. (Local Time) and at any adjournment 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.

### 1. Election of Directors

	FOR	WITHHOLD
1. Benoit Chotard	<input type="checkbox"/>	<input type="checkbox"/>
2. Octavio Soares	<input type="checkbox"/>	<input type="checkbox"/>
3. Claude Pouliot	<input type="checkbox"/>	<input type="checkbox"/>
4. Cynthia Mailloux	<input type="checkbox"/>	<input type="checkbox"/>

### 2. Appointment of External Auditor

	FOR	WITHHOLD
Appointment of Mallette LLP as external auditor of the Corporation and to authorize the directors to set its compensation	<input type="checkbox"/>	<input type="checkbox"/>

### 3. Stock Option Plan

	FOR	AGAINST
Approbation and confirmation of the Corporation's proposed Stock Option Plan, conditional to the completion of the proposed qualifying transaction	<input type="checkbox"/>	<input type="checkbox"/>

### 4. Change of name

	FOR	AGAINST
Amendment to the articles of the Corporation to effect the change of its name to "MiMedia Inc.", or such other name as the Board may determine, conditional to the completion of the proposed qualifying transaction	<input type="checkbox"/>	<input type="checkbox"/>

### 5. Consolidation

	FOR	AGAINST
Amendment to the articles of the Corporation to effect a consolidation of all of the issued and outstanding Common Shares of the Corporation, on the basis of a maximum consolidation ratio to be selected by the Board of four pre-consolidation Common Shares for one post-consolidation Common Share, conditional to the completion of the proposed qualifying transaction	<input type="checkbox"/>	<input type="checkbox"/>

### 6. Appointment of additional directors

Amendment to the articles of the Corporation in order to allow the directors of the Corporation to appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders

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 AST's website <https://ca.astfinancial.com/financialstatements> and input code 5450a.

- I would like to receive interim financial statements by mail
- I do not want to receive annual financial statements by mail

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 or, if you appoint another proxyholder, as that 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. **Proxies must be received by 5:00 p.m. (Local Time) on July 21, 2020.**

**Form of Proxy – Annual General and Special Meeting of Shareholders of Orletto Capital II Inc. to be held on Thursday, July 23, 2020 at 10:00 a.m. (the “Meeting”)**

**Notes**

1. **You have the right to appoint a proxyholder, who need not be a shareholder, to attend and act on your behalf at the meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided.**
2. If the securities are registered in the name of more than one shareholder (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this form of proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This form of proxy should be signed in the exact manner as the name appears on the proxy.
4. If this form of proxy is not dated, it will be deemed to bear the date on which it was mailed by management to you.
5. **The securities represented by this proxy will be voted as instructed by the shareholder, however, if such an instruction is not given in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the shareholder, on any ballot that may be called for.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting and at any adjournment thereof.
8. This form of proxy should be read in conjunction with the accompanying Management Information Circular.



**How to Vote**

**INTERNET**

- Go to [www.astvotemyproxy.com](http://www.astvotemyproxy.com)
- Cast your vote online
- View Meeting documents

To vote using your smartphone, please scan this QR Code →

**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](mailto:proxyvote@astfinancial.com).

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

**Proxies submitted must be received by 5:00 p.m. (Local Time) on July 21, 2020.**