

THIS IS NOT A LETTER OF TRANSMITTAL

NOTICE OF GUARANTEED DELIVERY

To Deposit
Common Shares of
Input Capital Corp.
Pursuant to the Offer to Purchase (as defined herein)
Dated June 3, 2019

THE OFFER WILL BE OPEN FOR ACCEPTANCE COMMENCING ON JUNE 3, 2019 UNTIL 5:00 P.M. (EASTERN TIME) ON JULY 12, 2019 UNLESS EXTENDED, VARIED OR WITHDRAWN BY THE COMPANY (THE "EXPIRATION TIME")

As set forth in the Offer to Purchase (as defined below), this Notice of Guaranteed Delivery must be used to deposit common shares (together with the purchase rights associated with such common shares, the "Shares") of Input Capital Corp. ("Input Capital" or the "Company") pursuant to the Offer (as defined below) if certificates or Direct Registration System ("DRS") statements for these Shares are not immediately available, or book-entry transfer procedures cannot be completed, or time will not permit all documents required by the Letter of Transmittal (as defined below) to reach TSX Trust Company, as depositary (the "Depositary") by the Expiration Time. This Notice of Guaranteed Delivery may be hand delivered, couriered, mailed or transmitted by email transmission to the office of the Depositary set forth below. See Section 5 of the Offer to Purchase.

TO: Input Capital Corp.

AND TO: TSX Trust Company

By Hand, Mail, Registered Mail or Courier

**ATTN: CORPORATE ACTIONS
301 -100 Adelaide Street West
Toronto, Ontario
M5H 4H1
E-Mail: tmxecorporateactions@tmx.com**

Inquiries

**North American Toll Free: 1-866-600-5869
Telephone: 416-342-1091
Facsimile: 416-361-0470
E-Mail: TMXEInvestorServices@tmx.com**

Delivery of this Notice of Guaranteed Delivery to any address or transmission of instructions via an email other than as set forth above does not constitute a valid delivery.

This notice of guaranteed delivery ("Notice of Guaranteed Delivery") is not to be used to guarantee signatures. If a signature on the Letter of Transmittal is required to be guaranteed by an Eligible Institution (as defined in the Offer to Purchase), such signature must appear on the applicable space on the Letter of Transmittal.

The terms and conditions of the Offer are incorporated by reference in this Notice of Guaranteed Delivery. Capitalized terms used and not defined in this Notice of Guaranteed Delivery have the meanings ascribed to them in the Offer that accompanies this Notice of Guaranteed Delivery. In the case of any inconsistency between the terms of this Notice of Guaranteed Delivery and the Offer, the terms of the Offer shall prevail.

The undersigned hereby deposits to the Company, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 3, 2019 (the "Offer to Purchase"), the accompanying issuer bid circular (the "Circular") included therein, the related letter of transmittal (the "Letter of Transmittal") and this Notice of Guaranteed Delivery (which together constitute the "Offer"), receipt of which is hereby acknowledged, the number of Shares indicated below pursuant to the guaranteed delivery procedure set forth in the Offer to Purchase under "Procedures for Tendering Shares". The undersigned agrees that the deposit information specified in this Notice of Guaranteed Delivery will, in all circumstances, take precedence over the deposit information that is specified in the related Letter of Transmittal that is subsequently deposited.

By reason of the use by the undersigned of an English language form of Notice of Guaranteed Delivery, the parties shall be deemed to have required that any contract evidenced by the Offer as accepted through this Notice of Guaranteed Delivery, as well as all documents related thereto, be drawn exclusively in the English language. *En vertu de l'utilisation ce document en anglais par le soussigné, les parties sont présumées avoir exigé que tout contrat certifiant l'offre et son acceptation par le biais de cette offre, ainsi que tous les documents rapportés, soient rédigés exclusivement en anglais.*

NAME(S) OF REGISTERED OWNER(S) (Please Fill in Exactly as Name(s) Appear(s) on Share Certificate(s) or DRS Statement(s))

CONTACT INFORMATION OF REGISTERED OWNER(S)	
Signature(s) of Registered Owner(s)	
Email Address	Address(es)
Date	Postal Code or Zip Code
	Daytime Telephone Number

Certificate Number(s) – If Available Shares:	Number of Shares represented by Certificate(s) or held by DRS Statements	Name of Shareholder (please print)

DO NOT SEND SHARE CERTIFICATES WITH THIS FORM

The Eligible Institution which completes this Notice of Guaranteed Delivery must send the guarantee to the Depository and must deliver the Letter of Transmittal and certificate(s) or DRS statement(s) for Shares to the Depository or, in the case of book-entry transfer, Book Entry Confirmation through the CDSX system within the time period shown herein. Failure to do so could result in a financial loss to such Eligible Institution.

GUARANTEE
(Not to be used for signature guarantees)

The undersigned, a Canadian Schedule I chartered bank, a commercial bank or trust company in the United States, a member of the Securities Transfer Agents Medallion Program (STAMP), a member of the Stock Exchanges Medallion Program (SEMP) or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP) (each such entity, an “**Eligible Institution**”) guarantees to deliver to the Depository, at its address set forth above, the certificate(s) or DRS statement(s) representing the Shares deposited hereby, the tender information specified in a Notice of Guaranteed Delivery by a person completing such Notice of Guaranteed Delivery will, in all circumstances, take precedence over the tender information that is specified in the related Notice of Guaranteed Delivery that is subsequently tendered in proper form for transfer, with delivery of a properly completed and duly executed Letter of Transmittal (or manually signed photocopy thereof) and any other required documents, **on or before 5:00 p.m., Eastern time, on or before the second Trading Day after the Expiration Time.** As used herein, a “Trading Day” means a day on which trading occurs on the TSX Venture Exchange.

Name of Firm _____
 Address of Firm _____

Authorized Signature _____
 Name _____
 (Please type or print)
 Title _____
 Dated _____, 2019

Postal Code or Zip Code _____
 Area Code and Tel. No. _____

BOX A	
TYPE OF TENDER	
Check only one box. If more than one box is checked or if no box is checked, all Shares identified above will be deemed to have been deposited pursuant to the Purchase Price Tender. Shares are being deposited hereby pursuant to:	
<input type="checkbox"/> An Auction Tender (Please complete Box B)	<input type="checkbox"/> A Purchase Price Tender (Please complete Box C)

BOX B
AUCTION TENDER
PRICE (IN CANADIAN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING DEPOSITED
<p>This box MUST be completed if Shares are being deposited pursuant to an Auction Tender.</p> <p>Check the appropriate box to indicate the Auction Tender price.</p> <p>Check only one box. If more than one box is checked or if no box is checked, all Shares identified above will be deemed to have been deposited pursuant to the Purchase Price Tender.</p> <p>If portions of shareholdings are being deposited at different prices, use a separate Notice of Guaranteed Delivery for each price specified. See Instruction 5 of the Letter of Transmittal.</p>

<input type="checkbox"/> \$0.72 <input type="checkbox"/> \$0.74 <input type="checkbox"/> \$0.76 <input type="checkbox"/> \$0.78 <input type="checkbox"/> \$0.80 <input type="checkbox"/> \$0.82

BOX C
PURCHASE PRICE TENDER
<p>This box MUST be completed if Shares are being deposited pursuant to a Purchase Price Tender.</p> <p>The undersigned either (check one):</p> <p><input type="checkbox"/> is depositing Shares beneficially owned by the undersigned; or</p> <p><input type="checkbox"/> is a broker, dealer, commercial bank, trust company or other nominee that is depositing, for the beneficial owners thereof, Shares with respect to which it is the owner of record (list attached).</p>

BOX D
ODD LOTS

To be completed ONLY if Shares are being deposited by or on behalf of persons beneficially owning an aggregate of fewer than 100 Shares at the Expiration Time.

The undersigned either (*check one*):

- will be the beneficial owner of an aggregate of fewer than 100 Shares at the Expiration Time, all of which are deposited; or
- is a broker, dealer, commercial bank, trust company or other nominee that (i) is depositing, for the beneficial owners thereof, Shares with respect to which it is the record owner, and (ii) believes, based upon representations made to it by each such beneficial owner, that such beneficial owner will own an aggregate of fewer than 100 Shares at the Expiration Time and is depositing all such Shares.