

ITOK Capital Corp.
(the "Corporation")

FORM OF PROXY ("PROXY")

Annual General and Special Meeting
April 20, 2021 at 12:00 p.m. EDT
Suite 1240, 100 Wellington Street West,
TD West Tower, Toronto, Ontario M5K 1B7
Conference Call Dial-In Number: 781-448-4648
Access Code: 21254
(the "Meeting")

RECORD DATE: March 16, 2021
CONTROL NUMBER:
SEQUENCE #:
FILING DEADLINE FOR PROXY: April 16, 2021 at 12:00 p.m. EDT

VOTING METHOD	
INTERNET	Go to www.voteproxyonline.com and enter the 12 digit control number above
FACSIMILE	416-595-9593
MAIL	TSX Trust Company 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Mohammad Fazil, Chief Executive Officer** of the Corporation, whom failing **Gordon Anderson, Director** of the Corporation (the "Management Nominees"), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below.

- SEE VOTING GUIDELINES ON REVERSE -

RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES

1. Election of Directors	FOR	WITHHOLD	6. Split	FOR	AGAINST
a) Mohammad Shahid Fazil	<input type="checkbox"/>	<input type="checkbox"/>	To consider, and if deemed advisable, to pass, with or without variation, a special resolution approving the Common Share Split.	<input type="checkbox"/>	<input type="checkbox"/>
b) Gordon Anderson	<input type="checkbox"/>	<input type="checkbox"/>	7. Name Change Resolution	FOR	AGAINST
c) Jonathan Ross Gilbert	<input type="checkbox"/>	<input type="checkbox"/>	To consider, and if deemed advisable, to pass, with or without variation, a special resolution approving changing the name of the Corporation to such other name as the Board may determine, as more particularly described in the Circular.	<input type="checkbox"/>	<input type="checkbox"/>
2. Appointment of Auditor	FOR	WITHHOLD	8. Qualifying Transaction Consequences Resolution	FOR	AGAINST
Appointment of NVS Chartered Accountants Professional Corporation as Auditor of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	To consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders to authorize and approve the removal of any and all potential consequences due to the Corporation not having completed a Qualifying Transaction within twenty-four months of the date its Common Shares were initially listed on the TSX Venture Exchange.	<input type="checkbox"/>	<input type="checkbox"/>
3. Increase Number of Directors	FOR	AGAINST	9. Finder's Fees Resolution	FOR	AGAINST
To consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing the Corporation to increase the number of directors from 3 to 7.	<input type="checkbox"/>	<input type="checkbox"/>	To consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders to authorize the payment of finder's fees or commissions to non-arm's length parties to the Corporation upon completion of a Qualifying Transaction, as more particularly described in the Circular.	<input type="checkbox"/>	<input type="checkbox"/>
4. Continuation under the Business Corporations Act	FOR	AGAINST	10. Stock Option Plan Resolution	FOR	AGAINST
To consider, and if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is included in the Circular, approving the continuance of the Corporation from the Business Corporations Act (Ontario) to the Business Corporations Act (British Columbia).	<input type="checkbox"/>	<input type="checkbox"/>	To consider, and if deemed advisable, to pass, with or without modification, the ordinary resolution of disinterested shareholders, as more particularly set forth in the Circular, relating to the approval of the Corporation's rolling stock option plan.	<input type="checkbox"/>	<input type="checkbox"/>
5. Consolidation	FOR	AGAINST	11. Post Continuance Resolutions	FOR	AGAINST
To consider, and if deemed advisable, to pass, with or without variation, a special resolution approving the consolidation of the issued and outstanding Common Shares of the Corporation on the basis of one (1) post-consolidation Common Share for each ten (10) pre-consolidation Common Shares, as more particularly described in the Circular.	<input type="checkbox"/>	<input type="checkbox"/>	To consider, and if deemed advisable, to pass, with or without modification, an ordinary resolution, as more particularly set forth in the Circular, providing for certain post-Continuance matters upon the Continuance being effective.	<input type="checkbox"/>	<input type="checkbox"/>
			12. Re-Listing Resolution	FOR	AGAINST
			To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders to authorize and approve the re-listing of the Corporation to the TSX Venture Exchange.	<input type="checkbox"/>	<input type="checkbox"/>

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

PLEASE PRINT NAME

Signature of registered owner(s)

Date (MM/DD/YYYY)

Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space labeled “*Please print appointee name*”, the name of the person to be appointed, who need not be a security holder of the Corporation.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of the Corporation.
7. To be valid, this proxy must be filed using one of the **Voting Methods** and *must be received by TSX Trust Company* before the **Filing Deadline for Proxies**, noted on the reverse or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the security holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the security holder may be required to provide documentation evidencing the signatory’s power to sign the proxy.
9. Guidelines for proper execution of the proxy are available at www.stac.ca. Please refer to the Proxy Protocol.

Investor inSite

TSX Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit
www.tsxtrust.com/investorinsite

Click on, “*Register*” and complete the registration form. Call us toll free at 1-866-600-5869 with any questions.