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000001

Mr A Sample  
Designation (if any)  
Add1  
Add2  
add3  
add4  
add5  
add6

**Security Class**  
COMMON SHARES  
**Holder Account Number**  
C1234567890 IND

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## Form of Proxy - Annual General and Special Meeting to be held on November 26, 2020

### This Form of Proxy is solicited by and on behalf of Management.

#### Notes to proxy

- 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).
- 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.
- This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- 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.**
- 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.
- 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.
- This proxy should be read in conjunction with the accompanying documentation provided by Management.

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**Proxies submitted must be received by 10:30 am, Eastern Time, on November 24, 2020.**

### VOTE USING THE INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



#### To Vote Using the Internet

- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)
- Smartphone?**  
Scan the QR code to vote now.



#### To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting [www.investorcentre.com](http://www.investorcentre.com) and clicking at the bottom of the page.

**If you vote by 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 to vote using the Internet.

**To vote by the Internet, you will need to provide your CONTROL NUMBER listed below.**

**CONTROL NUMBER 123456789012345**



Appointment of Proxyholder

I/We, being holder(s) of NTG Clarity Networks Inc. hereby appoint: Ashraf Zaghloul, or failing him, Kristine Lewis,

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

[Empty box for appointing name]

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 NTG Clarity Networks Inc. to be held at Suite 202, 2820 Fourteenth Avenue, Markham, Ontario L3R 0S9 on November 26, 2020 at 10:30 am and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

[Header bar with For and Against labels]

1. Number of Directors

To set the number of Directors at Five (5).

[For] [Against] boxes

2. Election of Directors

Table with columns: For, Withhold, Name, For, Withhold, Name, For, Withhold. Includes candidates: 01. Ashraf Zaghloul, 02. Kristine Lewis, 03. Nick Hamilton-Piercy, 04. Mohammed Saleem Siddiqi, 05. Syed Zeeshan Hasnain.

[Header bar with For and Withhold labels]

3. Appointment of Auditors

Appointment of NVS Chartered Accountants Professional Corporation as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

[For] [Withhold] boxes

[Header bar with For and Against labels]

4. Amendment to Stock Option Plan

Increase the maximum number of Common Shares issuable pursuant to the exercise of options under the Option Plan from 4,893,928 Common Shares to 20,000,000 Common Shares.

[For] [Against] boxes

5. Creation of Control Persons

Any acquisition of additional securities, either through private placements arranged by the Corporation, the exercise of convertible securities or otherwise, which results in the creation of new "Control Persons" of the Corporation, as defined under the policies of the TSX Venture Exchange, is hereby approved for the following:

Table with columns: For, Against, Name, For, Against, Name, For, Against. Includes: a) A. Ashraf Zaghloul, b) Kristine Lewis, c) 2729252 Ontario Inc.

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.

Signature(s)

Date

[Signature box]

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.

[Box]

Annual Financial Statements – Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

[Box]

Information Circular – Mark this box if you would like to receive the Information Circular by mail for the next securityholders' meeting.

[Box]

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.