



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 Nominees indicated on the reverse to vote on your behalf, they must also vote in accordance with your instructions or, if no instructions are given, in accordance with the 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 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 Proxy**, 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 holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the 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.

Electronic Delivery

If you are a registered securityholder and wish to enroll for electronic delivery for future issuer communications including meeting related materials, financial statements, DRS, etc., where applicable, you may do so:

- 1) After you vote online at www.voteproxyonline.com using your control number.
- 2) Through TSX Trust's online portal, Investor Insite. You may log in or enroll at <https://www.tsxtrust.com/investor-login>

For details go to www.tsxtrust.com/consent-to-electronic-delivery

VOTING METHOD

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

Investor inSite

TSX Trust Company offers at no cost to 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 holder forms and Frequently Asked Questions.

To register, please visit: <https://www.tsxtrust.com/t/investor-hub/forms/investor-insite-registration> and complete the registration form.

For assistance, please contact TSX TRUST INVESTOR SERVICES.

Mail: 301 - 100 Adelaide Street West Toronto, ON, M5H 4H1

Tel: 1-866-600-5869

Web: <https://www.tsxtrust.com/t/investor-hub/forms/investor-insite-registration>

Email: tsxtis@tmx.com

FORM OF PROXY (“PROXY”)

Cuspis Capital II Ltd.
(the “Corporation”)

Annual and Special Meeting
June 28, 2024 at 10:00 a.m. (Toronto time)
Virtual

CONTROL NUMBER:

SECURITY CLASS: COMMON

RECORD DATE: May 28, 2024

FILING DEADLINE FOR PROXY: June 26, 2024 at 10:00 a.m. (Toronto time)

APPOINTEES

The undersigned hereby appoints **William Ollerhead**, whom failing **Grant McCutcheon** (the “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,

- SEE VOTING GUIDELINES ON REVERSE -

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

	FOR	WITHHOLD
1. Election of Directors		
a) William Ollerhead	<input type="checkbox"/>	<input type="checkbox"/>
b) Grant McCutcheon	<input type="checkbox"/>	<input type="checkbox"/>
c) Jack Schoenmakers	<input type="checkbox"/>	<input type="checkbox"/>
d) C. Fraser Elliott	<input type="checkbox"/>	<input type="checkbox"/>
2. Appointment of Auditor		
Appointment of McGovern Hurley LLP as Auditor of the Corporation to hold office until the earlier of the next annual meeting of the Shareholders and the completion of the IC Group Transaction, as further described in the Management Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>
3. Stock Option Plan Resolution		
To consider and, if deemed advisable, to pass the Stock Option Plan Resolution, with or without variation, which resolution authorizes and approves the Stock Option Plan of the Corporation, as such Stock Option Plan Resolution is more clearly described in the Management Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>
4. Number of Conditional Directors		
To set the number of directors at five (5), conditional upon completion of the IC Group Transaction, as further described in the Management Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Directors, conditional upon Completion of IC Group Transaction		
a) Duncan McCreedy	<input type="checkbox"/>	<input type="checkbox"/>
b) Marc Caron	<input type="checkbox"/>	<input type="checkbox"/>
c) Michael Svetkoff	<input type="checkbox"/>	<input type="checkbox"/>
d) C. Fraser Elliott	<input type="checkbox"/>	<input type="checkbox"/>
e) Jack Schoenmakers	<input type="checkbox"/>	<input type="checkbox"/>
6. Appointment of Auditor, conditional upon Completion of IC Group Transaction		
Appointment of MNP LLP as Auditor of the Corporation, to hold office from the completion of the IC Group Transaction, as further described in the Management Information Circular, until the next annual meeting of the Shareholders or until their successors are appointed.	<input type="checkbox"/>	<input type="checkbox"/>
7. Name Change Resolution		
To consider and, if deemed advisable, to pass the Name Change Resolution, with or without variation, which resolution authorizes the change of name of the Corporation to “IC Group Holdings Inc.”, or such other name as the Board of Directors deems appropriate, in connection with the completion of the IC Group Closing, as further described in the Management Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>
8. Consolidation Resolution		
To consider and, if deemed advisable, to pass the Consolidation Resolution, with or without variation, which resolution authorizes the consolidation of the issued and outstanding common shares of the Corporation on the basis of up to five pre-consolidation common shares for each one post-consolidation common share, as such Consolidation Resolution is more clearly described in the Management Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>
9. Advisory Fee Resolution		
To consider and, if deemed advisable, to pass the Advisory Fee Resolution, with or without variation, which resolution authorizes the approval of the payment of the Advisory Fee to Cuspis Capital Partners Ltd., as such Advisory Fee Resolution is more clearly described in the Management Information Circular.	<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)

Interim Financial Statements – Mark this box if you would like to receive Interim Financial Statements and Management Discussion and Analysis.

Annual Financial Statements – Mark this box if you would like to receive Annual Financial Statements and Management Discussion and Analysis.

If you are casting your vote online and wish to receive financial statements, please complete the online request for financial statements following your voting instructions. If the cut-off time has passed, please fax this side to 416-595-9593

Check this box if you wish to receive the selected **financial statements** electronically (optional on the Issuer providing via email)

EMAIL

By providing my email address, I hereby acknowledge and consent to all provisions outlined in the following: <https://www.tsxtrust.com/consent-to-electronic-delivery?lang=en>