## **ICPEI HOLDINGS INC.**



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

**Security Class** 

**Holder Account Number** 

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# Form of Proxy - Annual General and Special Meeting to be held on Thursday, August 18, 2022

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

#### Notes to proxy

- 1. 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 Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- 2. 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 may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
- 5. 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, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.
- 6. 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. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 9:00 am, Eastern Time, on Tuesday, August 16, 2022.

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



 Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



 Go to the following web site: www.investorvote.com

Smartphone?
 Scan the QR code to vote now



If you vote by telephone or 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 one of the two voting methods outlined above to vote this proxy.

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

**CONTROL NUMBER** 

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## **Appointment of Proxyholder**

I/We being holder(s) of securities of ICPEI Holdings Inc. (the "Corporation") hereby appoint: Murray Wallace, or failing this person, Serge Lavoie (the "Management Nominees")

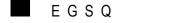
OR Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Corporation to be held at 14 Great George Street, Charlottetown, PEI on Thursday, August 18, 2022 at 10:00 am (Charlottetown time), and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.											
1. Election of Directors	For	Withhol	d	For		Withholo	1		For	Withhold	
01. James Falle			02. Serge Lavoie				03. Sharon Ranson				
04. Robert Ghiz			05. Murray Wallace								Fold
									For	Withhold	
Appointment of Auditors     To appoint PricewaterhouseCoop	ers LLP as	Auditors of	of the Corporation and autho	rize the Directors	to fi	x their re	emuneration.				
									For	Against	
<ul><li>3. Special Resolution</li><li>To approve the amended Stock O</li></ul>	Option Plan.										
									For	Against	
<ol> <li>Special Resolution</li> <li>To approve the increase of maxin</li> </ol>	num aggreg	ate share	units available for issuance	under the Share	Unit	Plan to '	1,000,000.				
									For	Against	
<ol> <li>Special Resolution</li> <li>To approve the amended Share U</li> </ol>	Jnit Plan.										
6. Special Resolution									For	Against	Fold
To approve of grants of Restricter Hatem Bendejedidia, Marc-Antoir Pelletier.											
Signature of Proxyholder				Signature(s)				Date			
I/We authorize you to act in accordan revoke any proxy previously given wit indicated above, and the proxy app voted as recommended by Manage	th respect to to oints the Ma	he Meetind	a. If no voting instructions are							<u> </u>	
Interim Financial Statements - Mark this like to receive Interim Financial Statements	box if you woul	d	Annual Financial Statements	- Mark this box if you	vould						

accompanying Management's Discussion and Analysis by

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/mailinglist.



accompanying Management's Discussion and Analysis by

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