

EGSQ 000001

SAM SAMPLE  
123 SAMPLES STREET  
SAMPLETOWN SS X9X X9X  
CANADA

Security Class  
COMMON

Holder Account Number  
C9999999999 IND



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### Form of Proxy - Special Meeting of ICPEI Holdings Inc. to be held on February 13, 2023

### 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 persons 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 persons 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 10:00 am, (Toronto time) on February 9, 2023.

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

 <p><b>To Vote Using the Telephone</b></p> <ul style="list-style-type: none"> <li>• Call the number listed BELOW from a touch tone telephone.</li> </ul> <p><b>1-866-732-VOTE (8683) Toll Free</b></p>	 <p><b>To Vote Using the Internet</b></p> <ul style="list-style-type: none"> <li>• Go to the following web site: <a href="http://www.investorvote.com">www.investorvote.com</a></li> <li>• <b>Smartphone?</b> Scan the QR code to vote now.</li> </ul> 	 <p><b>To Virtually Attend the Meeting</b></p> <ul style="list-style-type: none"> <li>• You can attend the meeting virtually by visiting the URL provided on the back of this document.</li> </ul>
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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 persons 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 23456 78901 23456**



IND C01

### Appointment of Proxyholder

I/We being holder(s) of securities of ICPEI Holdings Inc. (the "Corporation") hereby appoint: Sharon Ranson, or failing her, James Falle (the "Management appointees")

OR

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

Note: If completing the appointment box above YOU MUST go to <http://www.computershare.com/ICPEI> and provide Computershare with the name and email address of the person you are appointing. Computershare will use this information ONLY to provide the appointee with a user name to gain entry to the online meeting.

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 special meeting of shareholders of the Corporation to be held at the offices of Blake, Cassels & Graydon LLP at 199 Bay Street, Commerce Court West, 40th Floor, Toronto, Ontario, Canada M5L 1A9 and online at <https://meetnow.global/MYLSAQD> on February 13, 2023 at 10:00 am, (Toronto time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

**For** **Against**

#### 1. Plan of Arrangement

The special resolution to approve a plan of arrangement involving the Corporation, 1000379969 Ontario Limited and 1000379990 Ontario Limited pursuant to Section 182 of the *Business Corporations Act* (Ontario), the full text of which is set forth in Appendix B of the accompanying management information circular of the Corporation.

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#### Signature of Proxyholder

Signature(s)

Date

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, and the proxy appoints the Management appointees, this Proxy will be voted as recommended by Management.

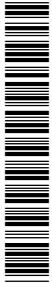
DD / MM / YY

EGSQ 000002

SAM SAMPLE  
123 SAMPLES STREET  
SAMPLETOWN SS X9X X9X  
AUSTRALIA

Security Class  
COMMON

Holder Account Number  
C9999999999 IND



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Signature(s)

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DD / MM / YY