

Security Class

Holder Account Number

Fold

**Form of Proxy - Annual General Meeting to be held on Monday, September 27, 2021**

**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 Annual General Meeting 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 11:00 am, Pacific Time, on Thursday, September 23, 2021.**

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



**To Vote Using the Telephone**

- Call the number listed BELOW from a touch tone telephone.

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



**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).

**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**



### Appointment of Proxyholder

I/We being holder(s) of securities of Kaizen Discovery Inc. (the "Company") hereby appoint: Eric Finlayson, Chairman, or failing this person, Lori Price, Chief Financial Officer (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 Meeting of shareholders of the Company to be held at Pan Pacific Vancouver, Pacific Rim Suite 1, 300-999 Canada Place, Vancouver, British Columbia V6C 3B5 and in virtual format via a live audio webcast at: <https://78449.themediaframe.com/dataconf/productusers/kdc/mediaframe/46340/index.html>; Participant / Guest (Toll-Free): 1-877-407-2991 or 1-2021-389-0925 (Toll-Number), on Monday, September 27, 2021 at 11:00 am, Pacific Time and at any adjournment or postponement thereof.

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

**For**    **Against**

#### 1. Number of Directors

To set the number of Directors at six (6) for the forthcoming year.

    

#### 2. Election of Directors

**For**    **Withhold**

**For**    **Withhold**

**For**    **Withhold**

01. David Boehm

    

02. Jay Chmelauskas

    

03. Eric Finlayson

    

04. Terry John Krepiakovich

    

05. Ricardo Labó

    

06. Blake Steele

    

**For**    **Withhold**

#### 3. Appointment of Auditors

Re-appointment of Deloitte LLP as auditors for the ensuing year and authorizing the directors to fix their remuneration.

    

**For**    **Against**

#### 4. Annual Approval of Stock Option Plan

To consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Company's existing stock option plan, as more particularly described in the accompanying management information circular of the Company dated August 18, 2021 (the "Circular").

    

#### 5. Approval of the Long-Term Incentive Plan

To consider, and if deemed advisable, to pass with or without variation, an ordinary resolution of disinterested shareholders approving the long-term incentive plan of the Company, as more particularly described in the Circular.

    

#### 6. Approval of the Deferred Share Unit Plan

To consider, and if deemed advisable, to pass with or without variation, an ordinary resolution of disinterested shareholders approving the deferred share unit plan of the Company, as more particularly described in the Circular.

    

#### 7. Approval of Debt Settlement

To consider, and if deemed advisable, to pass with or without variation, an ordinary resolution of holders of the common shares (each, a "Share") entitled to vote on such resolution in accordance with Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*, the full text of which is set forth in the Circular, to approve the Debt Settlement, as such term is defined in the Circular.

    

#### 8. Consolidation

To consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the consolidation (the "Consolidation") of all of the issued and outstanding Shares on the basis of one (1) post-Consolidation Share for every ten (10) pre-Consolidation Shares, or such other number of pre-Consolidation Shares as the board of directors of the Company, in its sole discretion, determines appropriate and subject to the approval of all applicable regulatory authorities and as more particularly described in the Circular.

    

#### 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 Nominees, this Proxy will be voted as recommended by Management.**

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.   

**Annual Financial Statements** – Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.   

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

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](http://www.computershare.com/maillinglist).

