

Green Swan Capital Corp
(the "Corporation")

FORM OF PROXY ("PROXY")

Annual General and Special Meeting
April 24, 2017 10:00 am Eastern
855 Brant Street
Burlington, Ontario, L7R 2J6
(the "Meeting")

RECORD DATE: March 8, 2017
CONTROL NUMBER:
SEQUENCE #:
FILING DEADLINE FOR PROXY: April 20, 2017 10:00 am Eastern

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 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Peter M. Clausi, Chief Executive Officer of the Corporation**, whom failing **Brian Crawford, Chief Financial Officer of the Corporation** (the "Management 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, provided below.

- SEE VOTING GUIDELINES ON REVERSE -

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

<p>1. Election of Directors</p> <p>a) Peter M. Clausi</p> <p>b) Brian Crawford</p> <p>c) Edward Stringer</p> <p>d) Judy Baker</p> <p>e) Tom McCandless</p>	<p>FOR</p> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<p>WITHHOLD</p> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p>2. Appointment of Auditors</p> <p>Appointment of MNP LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.</p>	<p>FOR</p> <input type="checkbox"/>	<p>WITHHOLD</p> <input type="checkbox"/>
<p>3. Approval of Stock Option Plan</p> <p>1. The stock option plan of the Corporation as summarized in the Information Circular of the Corporation dated March 8, 2017, that authorizes the Board of Directors of the Corporation to grant options that, in the aggregate, represent up to 10% of the number of issued and outstanding Common Shares outstanding at the time of grant, is hereby ratified and confirmed; and</p> <p>2. Any one director or officer of the Corporation is authorized, on behalf of the Corporation, to execute and deliver all documents and do all things as such person may determine to be necessary or advisable to give effect to this resolution.</p>	<p>FOR</p> <input type="checkbox"/>	<p>AGAINST</p> <input type="checkbox"/>
<p>4. Approval to Continue the Corporation as an Ontario Corporation</p> <p>BE IT RESOLVED THAT:</p> <p>1. Management of the Corporation is authorized to continue the Corporation under the provisions of the Ontario Business Corporations Act; and</p> <p>2. Any one director or officer of the Corporation is authorized, on behalf of the Corporation, to execute and deliver all documents and do all things as such person may determine to be necessary or advisable to give effect to this resolution.</p>	<p>FOR</p> <input type="checkbox"/>	<p>AGAINST</p> <input type="checkbox"/>
<p>5. Approval of Issue of Common Shares in Excess of 25% of Existing Number of Common Shares Outstanding</p> <p>BE IT RESOLVED THAT: The board of directors of the Corporation is authorized to issue common shares in excess of twenty five percent of the then number of common shares outstanding for purposes as summarized in the Information Circular of the Corporation dated March 8, 2017 and</p> <p>Any one director or officer of the Corporation is authorized, on behalf of the Corporation, to execute and deliver all documents and do all things as such person may determine to be necessary or advisable to give effect to this resolution.</p>	<p>FOR</p> <input type="checkbox"/>	<p>AGAINST</p> <input type="checkbox"/>
<p>6. Approval of Diversification of the Corporation's Growth Plan</p> <p>BE IT RESOLVED THAT: The board of directors of the Corporation is authorized to implement a diversified growth plan as summarized in the Information Circular of the Corporation dated March 8, 2017 and</p> <p>Any two directors or officers of the Corporation is authorized, on behalf of the Corporation, to execute and deliver all documents and do all things as such person may determine to be necessary or advisable to give effect to this resolution.</p>	<p>FOR</p> <input type="checkbox"/>	<p>AGAINST</p> <input type="checkbox"/>
<p>7. Approval of Change of Corporate Name</p> <p>1. The articles of the Corporation be amended to change the name of the Corporation;</p> <p>2. any officer or director of the Corporation is hereby authorized and directed from time to time for and on behalf of the Corporation to execute all such other documents and to do all such other acts as in such officer's or director's discretion may be necessary or desirable to give effect to the foregoing including, without limitation, the delivery of articles of amendment in the prescribed form to the Director appointed under the Business Corporations Act; and</p> <p>3. notwithstanding the foregoing, the directors of the Corporation many, without further approval of the shareholders of the Corporation, revoke this resolution at any time before the certificate of amendment to be issued by such Director upon receipt of such Articles of Amendment becomes effective.</p>	<p>FOR</p> <input type="checkbox"/>	<p>AGAINST</p> <input type="checkbox"/>
<p>8. To Approve a Resolution confirming the adoption of By-law No. 4</p> <p>BE IT RESOLVED THAT By-law No. 4 of the Corporation in the form previously enacted by the Board is hereby approved as a by-law of the Corporation, effective upon the issuance of a certificate of continuance under the OBCA, whereupon the previous by-laws of the Corporation shall be repealed.</p>	<p>FOR</p> <input type="checkbox"/>	<p>AGAINST</p> <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)

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 Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management 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 security 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 Proxies**, 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 security holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the security holder may be required to provide documentation evidencing the signatory’s power to sign the proxy.
9. Guidelines for proper execution of proxy available at www.stac.ca. Please refer to the Proxy Protocol

Investor inSite

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

To register, please visit www.tsxtrust.com/investorinsite

Click on, “*Register Online Now*” and complete the registration form. Call us toll free at 1-866-600-5869 with any questions.

Notice-and-Access

The Canadian securities regulators have adopted rules which permit the use of notice-and-access for proxy solicitation instead of the traditional physical delivery of material. This new process provides the option to post meeting related materials including management information circulars as well as annual financial statements and management’s discussion and analysis, on a website in addition to SEDAR. Under notice-and-access, meeting related materials will be available for viewing for up to 1 year from the date of posting and a paper copy of the material can be requested at any time during this period.

Disclosure regarding each matter or group of matters to be voted on is in the Information Circular in the Section with the same title as each Resolution on the reverse. You should review the Information Circular before voting.

Green Swan Capital Corp has elected to utilize notice-and-access and provide you with the following information:

Meeting materials are available electronically at www.sedar.com and also at <http://noticeinsite.tsxtrust.com/GreenSwanCapitalCorpAGSM2017>

If you wish to receive a paper copy of the Meeting materials or have questions about notice-and-access, please call 1-866-600-5869 or email TMXInvestorServices@tmx.com. In order to receive a paper copy in time to vote before the meeting, your request should be received by April 12, 2017.

Request for Financial Statements

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements and MD&As.

Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at www.sedar.com.

I am currently a security holder of the Corporation and as such request the following:

Annual Financial Statements with MD&A

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

Green Swan Capital Corp
2017