

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, C. C-36, AS AMENDED**
**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
DATA & AUDIO-VISUAL ENTERPRISES HOLDINGS INC.
("HOLDINGS")**

GENERAL PROXY

Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Plan of Compromise and Arrangement of Holdings dated as of December 14, 2015 (as may be amended, restated or supplemented from time to time, the "**Plan**") filed pursuant to the *Companies' Creditors Arrangement Act* with the Ontario Superior Court of Justice (Commercial List) in the City of Toronto in the Province of Ontario or in the Plan Filing and Meeting Order granted by the Court on December 16, 2015 (the "**Meeting Order**").

Before completing this proxy, please read carefully the accompanying Instructions For Completion of Proxy.

THIS FORM OF PROXY IS FOR USE BY ALL AFFECTED UNSECURED CREDITORS OTHER THAN AFFECTED UNSECURED CREDITORS IN THEIR CAPACITIES AS BENEFICIAL NOTEHOLDERS. If you are a Beneficial Noteholder you should have been provided a Beneficial Noteholder Proxy . Beneficial Noteholders wishing to vote, in their capacities as Beneficial Noteholders, at the Meeting may do so only by completing the Beneficial Noteholder Proxy. **In accordance with the Plan and the Plan Filing and Meeting Order, this proxy may only be filed by Affected Creditors (other than in their capacities as Beneficial Noteholders) having Voting Claims.**

THE UNDERSIGNED AFFECTED CREDITOR (in its capacity as an Affected Creditor other than a Beneficial Noteholder) hereby revokes all proxies previously given in respect of the Plan (other than a proxy given in its capacity as a Beneficial Noteholder) and nominates, constitutes, and appoints:

Print name of proxy

or, instead of the foregoing, Brian Denega of Ernst & Young Inc. in its capacity as court-appointed monitor of Holdings, or such other Person as he, in his sole discretion, may designate, to attend on behalf of and act for the undersigned Affected Creditor (other than in its capacity as a Beneficial Noteholder) at the Meeting to be held in connection with the Plan and at any and all adjournments, postponements or other rescheduling of such Meeting, and to vote the amount of the Voting Claim(s) of the undersigned (other than Voting Claims in respect of the undersigned in the undersigned's capacity as a Beneficial Noteholder) for voting purposes as determined by and accepted for voting purposes in accordance with the Plan Filing and Meeting Order and as set out in the Plan as follows:

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|----|---|---|-----------------------------|
| | VOTE | FOR <input type="checkbox"/> | |
| A. | (mark one only): | AGAINST <input type="checkbox"/> | APPROVAL OF THE PLAN |
| B. | Vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Affected Creditor (other than in its capacity as a Beneficial Noteholder) with respect to any amendments, modifications, variations or supplements to the Plan and to any other matters that may come before the Meeting or any adjournment, postponement or other rescheduling of the Meeting. | | |

Dated this _____ day of _____, 201__.

Print Name of Affected Creditor

Title of the authorized signing officer of the corporation, partnership or trust, if applicable

Signature of Affected Creditor or, if the Affected Creditor is a corporation, partnership or trust, signature of an authorized signing officer of the corporation, partnership or trust

Telephone number of Affected Creditor or authorized signing officer

Mailing Address of Affected Unsecured Creditor

E-mail address of Affected Unsecured Creditor

Print Name of Witness, if Affected Creditor is an individual

Signature of Witness