

**Form of Proxy**

No. S212302  
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985,  
c. C-36, AS AMENDED

AND

IN THE MATTER OF ENCOREFX INC.

PETITIONER

**PROXY**

RE: PLAN OF COMPROMISE AND ARRANGEMENT OF ENCOREFX INC.

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

All capitalized terms used herein and not otherwise defined have the meaning ascribed to them in the amended consolidated plan of compromise and arrangement of EncoreFX Inc. dated for reference April 6th, 2021, as may be amended from time to time (the "**Plan**") and filed pursuant to the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**").

THIS PROXY MUST BE COMPLETED, SIGNED AND RETURNED BY THE RECIPIENT TO ENCOREFX INC.'S COURT-APPOINTED MONITOR, ERNST & YOUNG INC., AT THE ADDRESS PROVIDED IN THE INSTRUCTIONS FOR COMPLETION OF PROXY BY NO LATER THAN 9:00 A.M. (PACIFIC DAYLIGHT TIME) ON MAY 11, 2021. NO PROXY WILL BE ACCEPTED BY THE CHAIR AFTER THIS TIME.

THE UNDERSIGNED AFFECTED CREDITOR revokes all proxies previously given and hereby nominates, constitutes and appoints:

A. \_\_\_\_\_ (the "**Named Nominee**"),

B. Mike Bell of Ernst & Young Inc., in its capacity as Court-appointed Monitor of EncoreFX Inc., or such person as the Monitor may designate, in their sole and absolute discretion,

with the power of substitution (the "**Deemed Nominee**"), as nominee of the Affected Creditor to exercise all voting rights and any rights ancillary thereto which are necessary to permit the Named Nominee or the Deemed Nominee, as applicable, to vote the value of the undersigned Affected Creditor's Affected Claims (as determined pursuant to the Claims Process Order) at the Meeting held to consider and vote on the Plan, and any other matters that may be put before the Meeting, as follows:

1. ☐ VOTE FOR approval of the Plan; or  
☐ VOTE AGAINST approval of the Plan; and
2. ☐ Vote and otherwise act at the discretion of the Named Nominee or Deemed Nominee, as applicable, for and on behalf of the Affected Creditor in respect of any variations, amendments, modifications or supplements to the Plan and to any other matters that may come before the Meeting.

If this Proxy is submitted and a box is not marked as a vote for or against approval of the Plan, this Proxy shall be voted FOR approval of the Plan.

If this Proxy is submitted with both boxes marked, this Proxy shall be voted FOR approval of the Plan.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2021

\_\_\_\_\_  
Witness Signature  
(only applicable if Creditor is an individual)

Per: \_\_\_\_\_  
Print Name of Creditor

\_\_\_\_\_  
Signature of Affected Creditor or, if the  
Affected Creditor is a corporation, signature  
of the authorized signing officer of the  
corporation

\_\_\_\_\_  
Mailing Address of Affected Creditor

\_\_\_\_\_  
Email Address of Affected Creditor

\_\_\_\_\_  
Phone Number of Affected Creditor

## INSTRUCTIONS FOR COMPLETION OF PROXY

1. Each Affected Creditor who has a right to vote at the Meeting has the right to appoint a Nominee (who need not be an Affected Creditor) to attend, act and vote for and on behalf of the Affected Creditor at the Meeting, or any adjournment thereof, and such right may be exercised by inserting in the space provided the name of the person to be appointed.
2. If no person is named as the Nominee in the space provided above to act as proxy for the Affected Creditor, Mike Bell of Ernst & Young Inc., in its capacity as Court-appointed Monitor of EncoreFX Inc., or such person as the Monitor may designate, shall be deemed to be appointed as the Deemed Proxyholder for the Affected Creditor.
3. If a Nominee or a Deemed Proxyholder is appointed or deemed to be appointed to act as proxy for the Affected Creditor and the said Affected Creditor fails to indicate on this Proxy a vote for or against approval of the Plan, this Proxy will be voted FOR approval of the Plan.
4. If this Proxy is not dated in the space provided, it shall be deemed to be dated on the date it is received by the Monitor.
5. This Proxy must be signed by the Affected Creditor or by the Affected Creditor's attorney duly authorized in writing or, if the Affected Creditor is a corporation, by a duly authorized officer or attorney of the corporation with an indication of the title of such officer or attorney.
6. Valid Proxies executed by the Affected Creditor and bearing or deemed to bear a later date shall revoke this Proxy. If more than one valid Proxy for the same Affected Creditor and bearing or deemed to bear the same date are received with conflicting instructions, such Proxies will be treated as disputed Proxies and shall not be counted.
7. This Proxy must be sent to the Monitor by email, courier, facsimile or email (in PDF format) at the address provided below, so that it is received by the Monitor no later than 9:00 a.m. (Pacific Daylight Time) on May 11, 2021.

The address of the Monitor is as follows:

**Ernst & Young Inc.**  
700 West Georgia Street  
Vancouver, BC V7Y 1C7  
Email: [jason.eckford@parthenon.ey.com](mailto:jason.eckford@parthenon.ey.com)  
Facsimile: 604.899.3530  
Attention: Jason Eckford