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Form of Proxy - Annual and Special Meeting to be held on September 14, 2022

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 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 a.m. (Eastern Time) on Monday, September 12, 2022.



Appointment of Proxyholder

I/We being holder(s) of securities of D-BOX Technologies Inc. (the "Corporation") hereby appoint: Sébastien Mailhot, or failing this person, Denis Chamberland (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.

Note: If you are completing the appointment box above and your appointee intends to attend online, YOU MUST go to <https://www.computershare.com/DBOX> and provide Computershare with the name and email address of your appointee. Computershare will use this information ONLY to provide the appointee with a username to allow registration for, and gain entry to, the online Meeting. Once your appointee has obtained its four-digit user code from Computershare, the appointee MUST go to <https://bit.ly/3yJCv5R> and complete the online registration form with the requested information, i.e. full name (or legal name in the case of a corporation), email address and the four-digit user code provided to it by Computershare. After registering, your appointee will receive a confirmation email sent to the email address it provided in the online registration form with access instructions for the day of the online Meeting. This confirmation email with access instructions will also be sent out the last business day prior to the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual and Special Meeting of shareholders (the "Meeting") of the Corporation to be held in virtual format only via live webcast, on September 14, 2022 at 10:00 a.m. (Eastern time) and at any adjournment or postponement thereof. To register for the Meeting and obtain the access instructions, please refer to the instructions in the accompanying Notice of Meeting and management information circular of the Corporation dated August 4, 2022 (the "Circular").

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

1. Election of Directors

Vote FOR or AGAINST the following nominees proposed by Management for election as director of the Corporation.

	For	Against		For	Against		For	Against
01. Sébastien Mailhot	<input type="checkbox"/>	<input type="checkbox"/>	02. Brigitte Bourque	<input type="checkbox"/>	<input type="checkbox"/>	03. Luc Martin	<input type="checkbox"/>	<input type="checkbox"/>
04. Denis Chamberland	<input type="checkbox"/>	<input type="checkbox"/>	05. Louis P. Bernier	<input type="checkbox"/>	<input type="checkbox"/>	06. Zrinka Dekic	<input type="checkbox"/>	<input type="checkbox"/>
07. Jean-Pierre Trahan	<input type="checkbox"/>	<input type="checkbox"/>						

2. Appointment of Auditors

Vote FOR or WITHHOLD from voting for the appointment of Ernst & Young LLP as auditors of the Corporation.

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

3. Resolution approving the Amended and Restated Shareholder Rights Plan

Vote FOR or AGAINST the resolution ratifying, confirming and approving the amendment and renewal of the Amended and Restated Shareholder Rights Plan of the Corporation, as described in the Circular, which resolution is annexed as Schedule A to the Circular.

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

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

MM / DD / YY

