PROXY

SEAIR INC. (the "Company")
FOR USE AT THE DECEMBER 21, 2015 MEETING OF DEBENTUREHOLDERS

THIS FORM OF PROXY IS SOLICITED BY AND ON BEHALF OF THE COMPANY

The undersigned holder of debentures of the Company hereby appoints Jim Laird, Chief Financial Officer of the Company or, failing him, John Goetz, a director of the Company, or instead of either of the foregoing, ____________ _______________ as proxyholder of the undersigned with full power of substitution to attend and act on behalf of the undersigned at the meeting (the "**Meeting**") of the holders ("**Debentureholders**") of the 8% secured, subordinate, convertible, redeemable debentures (the "**Debentures**") issued under the trust indenture dated October 31, 2012 between the Company and BNY Trust Company of Canada ("**BNY**") (as supplemented on October 31, 2013 and May 14, 2014, the "**Trust Indenture**"), to be held on December 21, 2015 at 10:00 a.m. (Calgary time) at 1500, 850 – 2nd Street S.W., Calgary, Alberta, including any adjournment(s) or postponement(s) thereof, and, without limiting the general authorization given, the person above named is specifically directed to vote on the resolutions set forth below on behalf of the undersigned Debentureholder in the following manner:

1. *Subject to receipt of all required approvals, including, without limitation, the approval of the TSX Venture Exchange (the "**Exchange**"), the Trust Indenture be amended to change the maturity date of the Debentures set forth in the Trust Indenture to June 30, 2017.*

VOTE FOR ☐ **or VOTE AGAINST** ☐
(and, if no specification is made, to vote FOR)

2. *Subject to receipt of all required approvals, including, without limitation, the approval of the Exchange, the Trust Indenture be amended to change the interest rate of the Debentures from 8% to 12%.*

VOTE FOR ☐ **or VOTE AGAINST** ☐
(and, if no specification is made, to vote FOR)

3. *Subject to receipt of all required approvals, including, without limitation, the approval of the Exchange, the Trust Indenture be amended to remove the forced conversion feature which permits the Company to compel the conversion of Debentures in certain circumstances.*

VOTE FOR ☐ **or VOTE AGAINST** ☐
(and, if no specification is made, to vote FOR)

4. *Subject to receipt of all required approvals, including, without limitation, the approval of the Exchange, the Trust Indenture be amended to permit the Company to wind-up, liquidate, dissolve or otherwise dispose of Seair Septic Inc. or the assets thereof.*

VOTE FOR ☐ **or VOTE AGAINST** ☐
(and, if no specification is made, to vote FOR)

5. *Subject to receipt of all required approvals, including, without limitation, the approval of the Exchange, the Trust Indenture be amended to require that Debentureholders provide the Company with at least 30 days advance notice of any conversion of Debentures.*

VOTE FOR ☐ **or VOTE AGAINST** ☐
(and, if no specification is made, to vote FOR)

6. *Subject to receipt of all required approvals, including, without limitation, the approval of the Exchange, the Trust Indenture be amended to permit the Company to put in place debt financing (including, without limitation, in connection with any lease or factoring arrangements) up to an aggregate principal amount of CDN$1,000,000 that ranks in priority to the Debentures.*

VOTE FOR ☐ **or VOTE AGAINST** ☐
(and, if no specification is made, to vote FOR)

7. *BNY be authorized and directed to consider and approve any such further or consequential changes, amendments or revisions as may be required to be made to the Trust Indenture to give effect to the foregoing extraordinary resolutions.*

VOTE FOR ☐ **or VOTE AGAINST** ☐
(and, if no specification is made, to vote FOR)

8. *Schedule "A" of the Trust Indenture, being the form of Debenture Certificate, be amended as necessary to reflect and give effect to the intent of the foregoing extraordinary resolutions.*

VOTE FOR ☐ **or VOTE AGAINST** ☐
(and, if no specification is made, to vote FOR)

9. *The Company be authorized to make all such other amendments, additions and deletions to the Trust Indenture or any part thereof as may be necessary to reflect and give effect to the intent foregoing extraordinary resolutions.*

VOTE FOR ☐ **or VOTE AGAINST** ☐
(and, if no specification is made, to vote FOR)

10. *BNY, in its capacity as the trustee under the Trust Indenture, is hereby authorized and directed to concur in and execute any indenture supplemental to the Trust Indenture embodying the amendments to the Trust Indenture set forth in these resolutions.*

VOTE FOR ☐ **or VOTE AGAINST** ☐
(and, if no specification is made, to vote FOR)

11. *In so authorizing these resolutions, and without limiting the scope of the waiver set out in item 13 below, the Debentureholders (as defined in the Trust Indenture) hereby specifically waive the applicability of the 30 day notice requirement (as referenced in clauses 11.1 and 11.2 of the Trust Indenture) as well as any applicable notice periods set out in National Instrument 54-101 - Communication with Beneficial*

*Shareholders, in respect of the calling of the Debentureholder meeting convened for the purpose of voting on these resolutions (the "**Meeting**"), and acknowledge and confirm that the Meeting has been duly and validly called for the purposes for which it was intended.*

VOTE FOR ☐ **or VOTE AGAINST** ☐
(and, if no specification is made, to vote FOR)

12. *Any director or officer of the Company is hereby authorized to execute all instruments and documents, and to perform and do all such other acts and things as such person in his or her discretion may consider to be necessary, desirable or useful for the purpose of giving effect to these resolutions.*

VOTE FOR ☐ **or VOTE AGAINST** ☐
(and, if no specification is made, to vote FOR)

13. *In so authorizing these resolutions the Debentureholders hereby waive any past default, and direct BNY to waive any past default, on the part of the Company in complying with any and all provisions of the Trust Indenture.*

VOTE FOR ☐ **or VOTE AGAINST** ☐
(and, if no specification is made, to vote FOR)

The full text of the extraordinary resolutions is included in the accompanying information circular dated November 12, 2015 for the Meeting regarding the amendments to the Trust Indenture.

The undersigned hereby confers discretionary authority to vote on amendments or variations to the matters identified in the Notice of Meeting and on all other matters that may properly come before the Meeting or any adjournment thereof in such manner as the person above named may see fit. The Debentures represented by this proxy will be voted or withheld from voting in accordance with the instructions of the undersigned on any ballot that may be called. The undersigned hereby revokes any instrument of proxy previously given and does hereby further ratify all the proxyholder may lawfully do in the premises. In the absence of a contrary instruction, the proxyholder shall vote "For" the matters set out above, unless the Debentureholder who has given this proxy has directed that the Debentures represented hereby be voted "Against" such resolutions.

DATED this ____________ day of ______________________, 2015.

Signature:___________________________________

Name of Debentureholder (Please print clearly):____

INSTRUCTIONS FOR SIGNING AND DEPOSIT

Appointment of Proxyholder

Debentureholders have the right to designate any person (who need not be a Debentureholder), other than the persons indicated herein, to attend and act on their behalf at the Meeting, by inserting such other person's name in the blank space provided.

Deposit

In order for this Form of Proxy to be valid, it must be deposited with the proxy tabulator and scrutineer for the Meeting, CST Trust Company, P.O. Box 721, Agincourt, ON, MIS 0AI or faxed to (866) 781-3111 (within Canada and the US) or (416) 368-2502 (outside North America), as soon as practicable and, in any event, no later than 2:00 p.m. (Calgary time) on December 17, 2015 (or, in the event that the Meeting is adjourned or postponed, no later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the date fixed for the adjourned or postponed Meeting).

Date and Signing

This Form of Proxy must be dated and signed by the Debentureholder or such holder's duly authorized attorney, or if such holder is a company by corporate seal or by a duly authorized officer or attorney. Persons signing as executors, administrator, trustees, etc. should so indicate. If this Form of Proxy is not dated, it will be deemed to bear the date on which it was mailed to the Debentureholder.