COUNTERPATH

Computershare
8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1
www.computershare.com

Security Class

Holder Account Number

Fold

Form of Proxy - Annual Meeting of Stockholders to be held on September 12, 2017

This Form of Proxy is solicited by and on behalf of the Board of Directors.

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 persons 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 must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by CounterPath Corporation (the "Company") to the holder.
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, this proxy will be voted as recommended by the board of directors.**
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 and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. The securities represented by this proxy will be voted by the appointed proxyholder in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof as the proxyholder in his or her sole discretion sees fit.
8. This proxy should be read in conjunction with the accompanying documentation provided by the Company.

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Proxies submitted must be received by 2:00 PM Pacific Time on September 8, 2017

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free

To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- **Smartphone?**
  Scan the QR code to vote now.

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.
Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

01C8TC

Appointment of Proxyholder

I/We being holder(s) of shares of Counterpath Corporation hereby appoint: Donovan Jones, or failing him David Karp,

OR

Print the name of the person you are appointing if this person is someone other than the Donovan Jones and David Karp.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the stockholder 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 Meeting of Stockholders of Counterpath Corporation to be held at Suite 300 – 505 Burrard Street, Vancouver, British Columbia, on September 12, 2017 at 2:00 PM Pacific Time and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Election of Directors

	For	Against	Withhold
01. Chris Cooper	☐	☐	☐
02. Donovan Jones	☐	☐	☐
03. Bruce Joyce	☐	☐	☐
04. Owen Matthews	☐	☐	☐
05. Terence Matthews	☐	☐	☐
06. Larry Timlick	☐	☐	☐
07. Steven Bruk	☐	☐	☐

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	For	Against	Abstain
2. Appointment of Auditors To ratify the selection of BDO Canada LLP, Chartered Professional Accountants as auditors of the Company for the ensuing year and authorizing the board of directors to fix their remuneration.	☐	☐	☐

	For	Against	Abstain
3. Increase in the Number of Shares of Common Stock Issuable under the DSUP To approve, ratify and confirm the increase in the number of shares issuable under the Company's Deferred Share Unit Plan by 200,000 shares.	☐	☐	☐

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Authorized Signature(s) – This section must be completed for your instructions to be executed.

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, this Proxy will be voted as recommended by the board of directors.**

Signature(s)

Date

MM / DD / YY

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