QE2 ACQUISITION CORP.
Suite 4034, 909 – 17th Avenue S.W.
Calgary, AB T2T 0A4

INSTRUMENT OF PROXY

THIS PROXY IS SOLICITED BY THE MANAGEMENT AND WILL BE USED AT THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON AUGUST 12, 2015

The undersigned shareholder (the "**Shareholder**") of QE2 Acquisition Corp. (the "**Corporation**") hereby nominates, constitutes and appoints Mihalis Belantis, President, Chief Executive Officer and a Director of the Corporation, or failing him, Ben Leung, Chief Financial Officer of the Corporation, or in the place and stead of the foregoing ________________________________, the true and lawful attorney and proxy of the undersigned to attend, act and vote in respect of all common shares of the Corporation (the "**Common Shares**") held by the Shareholder at the annual and special meeting (the "**Meeting**") of the shareholders of the Corporation to be held on Wednesday, August 12, 2015 at 10:30 a.m. (Calgary time) at the offices of Burstall Winger Zammit LLP, located at Suite 1600, 333 - 7th Avenue SW, Calgary, Alberta, T2P 2Z1, and at any adjournment thereof. The undersigned hereby instructs the said proxy to vote the Common Shares represented by this Instrument of Proxy in the following manner **(and, if no instruction has been given, to vote FOR)**:

1. ELECTION OF DIRECTORS

	FOR	WITHHOLD	
Alex Agius	☐	☐	(and if no specification is made, to vote **FOR**)
Joe Lanni	☐	☐	(and if no specification is made, to vote **FOR**)
Michael Newman	☐	☐	(and if no specification is made, to vote **FOR**)
Gary Wetsch	☐	☐	(and if no specification is made, to vote **FOR**)
Dave O'Brien	☐	☐	(and if no specification is made, to vote **FOR**)

2. TO VOTE FOR [ ] OR WITHHOLD FROM VOTING [ ]

The appointment of MNP LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and the authorization of the directors of the Corporation to fix their remuneration.

3. TO VOTE FOR [ ] OR AGAINST [ ] (and if no specification is made, to vote FOR)

The resolution approving the Corporation's incentive stock option plan as described in the Information Circular accompanying this Instrument of Proxy.

4. TO VOTE FOR [ ] OR AGAINST [ ] (and if no specification is made, to vote FOR)

The special resolution to authorize the change of name of the Corporation to "DistinctTech Infrastructure Group Inc." ("**Name Change**"), or such other name as the board of directors of the Corporation may determine is appropriate, such Name Change to be implemented at the sole discretion of the board of directors of the Corporation as described in the Information Circular accompanying this Instrument of Proxy.

5. TO VOTE FOR [ ] OR AGAINST [ ] (and if no specification is made, to vote FOR)

The special resolution approving the issuance of up to an aggregate of 217,218,927 common shares of the Corporation to the shareholders of DistinctTech Inc. pursuant to the terms and conditions of the Amalgamation Agreement, all as described in the Information Circular accompanying this Instrument of Proxy.

6. To vote in the discretion of the proxy nominee on any amendments to or variations of matters identified in the Notice of Meeting and on any other matters which may properly come before the Meeting.

DATED this_______ day of _________________, 2015.

____
(Signature of Shareholder)

____
(Name of Shareholder - Please Print)

Number of Common Shares represented by this proxy: ____

(Note: This space must be completed by the financial intermediaries forwarding this proxy to beneficial shareholders pursuant to National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*).

All Common Shares represented at the Meeting by properly executed proxies will be voted and, where a choice with respect to any matter to be acted upon has been specified in this Instrument of Proxy, the Common Shares represented hereby will be voted in accordance with such specifications. **IN THE ABSENCE OF ANY SUCH SPECIFICATIONS, THE MANAGEMENT DESIGNEES, IF NAMED AS PROXY, WILL VOTE IN FAVOUR OF ALL THE MATTERS SET OUT HEREIN.**

If the shareholder is a corporation, the Instrument of Proxy must be under its corporate seal or under the hand of an officer duly authorized in that behalf.

Proxies, to be valid, must be deposited at the office of the registrar and transfer agent of the Corporation, Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2T1, by facsimile at 1-866-249-7775, or by internet voting at www.investorvote.com or by telephone at 1-866-732 (VOTE) (toll free within North America) or 1-312-588-4290 (outside North America), not less than 48 hours, excluding Saturdays, Sundays and holidays, preceding the Meeting or any adjournment of the Meeting.

A blank space has been provided to date the Instrument of Proxy. If the Instrument of Proxy is undated, it will be deemed to bear the date on which it is mailed by the person making the solicitation.

A SHAREHOLDER HAS THE RIGHT TO DESIGNATE A PERSON (WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION) OTHER THAN MIHALIS BELANTIS AND BEN LEUNG, THE MANAGEMENT DESIGNEES, TO ATTEND AND ACT FOR IT AT THE MEETING. SUCH RIGHT MAY BE EXERCISED BY INSERTING IN THE BLANK SPACE PROVIDED ABOVE, THE NAME OF THE PERSON TO BE DESIGNATED.

If a Registered Shareholder has submitted an Instrument of Proxy, **the Registered Shareholder may still attend the Meeting and may vote in person.** To do so, the Registered Shareholder must record his/her attendance with the scrutineers before the commencement of the Meeting and revoke, in writing, the previously submitted Instrument of Proxy.