



000001

Mr A Sample
Designation (if any)
Add1
Add2
add3
add4
add5
add6

Security Class

COMMON SHARES

Holder Account Number

C1234567890 XXX

Fold

Form of Proxy - Annual General and Special Meeting to be held on Friday, May 22, 2020

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 Management 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. This proxy confers discretionary authority 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.
8. This proxy should be read in conjunction with the accompanying Management Information Circular and Proxy Statement of the Company.

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Proxies submitted must be received by 11:00 am, Central Time, on Wednesday, May 20, 2020

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.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com and clicking at the bottom of the page.



To Virtually Attend the Meeting

- You can attend the meeting virtually by visiting the URL provided on the back of this proxy.

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 Management 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, or at the virtual Meeting, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER 123456789012345

**Appointment of Proxyholder**

I/We the undersigned holder ("Shareholder") of common shares ("Common Shares") of DIRT Environmental Solutions Ltd. ("DIRT" or the "Company") hereby appoint(s): Kevin P. O'Meara, Chief Executive Officer of the Company, or failing him, Geoffrey D. Krause, Chief Financial Officer of the Company

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

Note: If completing the appointment box above and your appointee intends on attending online YOU MUST go to <https://www.computershare.com/DGDQ> and provide Computershare with the name and email address of the person you are appointing. Computershare will use this information ONLY to provide the appointee with a user name to gain entry to the online 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 and all other matters that may properly come before the Annual General and Special Meeting of Shareholders of DIRT Environmental Solutions Ltd. to be held virtually online at <https://web.lumiagm.com/175206342> on Friday, May 22, 2020 at 11:00 am (Central Time) and at any adjournment or postponement thereof.

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

1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. Wayne T. Boulais	☐	☐	02. John (Jack) F. Elliott	☐	☐	03. Denise E. Karkkainen	☐	☐
04. Todd W. Lillibridge	☐	☐	05. Christine E. McGinley	☐	☐	06. Kevin P. O'Meara	☐	☐
07. Steven E. Parry	☐	☐						

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2. Appointment of Independent Registered Public Accounting Firm

To appoint PricewaterhouseCoopers LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2020 and to authorize the directors to fix the independent registered public accounting firm's remuneration.

For **Withhold**☐ ☐**3. By-Law Amendment**

To amend the quorum threshold to hold a meeting of the shareholders in the Amended and Restated By-Law No. 1 of the Company, as described in the Management Information Circular and Proxy Statement of the Company.

For **Against**☐ ☐**For** **Against****4. Approval of the 2020 Long Term Incentive Plan**

To approve the 2020 Long Term Incentive Plan, as described in the Management Information Circular and Proxy Statement of the Company.

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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

Interim Financial Statements – Mark this box if you would like to receive interim financial statements and accompanying Management's Discussion and Analysis by mail.

☐

Annual Financial Statements – Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

☐

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

