

Form of Proxy – Extraordinary Meeting of Debentureholders to be held on February 25, 2021

Appointment of Proxyholder

I/We being the undersigned holder(s) of **Plus Products Inc.** (the “Company”) hereby appoint **Jacob Heimark, Director and Chief Executive Officer of the Company** or failing this person, **Craig Heimark, Director and Secretary 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:

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder in accordance with the following direction (or if no direction has been given, as the proxyholder sees fit), and all other matters that may properly come before the extraordinary meeting of holders of 8% unsecured convertible debentures of the Company due February 28, 2021 (the “Debentureholders”) to be held by telephone conference call on **February 25, 2021 at 10.00 a.m. (Vancouver time)** or at any adjournment thereof (the “Meeting”).

- | | For | Against |
|--|--------------------------|--------------------------|
| 1. Extraordinary Resolution. To consider, and if deemed appropriate, to adopt, with or without amendment, an extraordinary resolution approving amendments to the indenture dated February 28, 2019, the full text of which as more fully described in the accompanying management information circular. | ☐ | ☐ |
| 2. Delisting Resolution. To consider, and if deemed appropriate, to adopt, with or without amendment, an extraordinary resolution approving the delisting of the debentures from the Canadian Securities Exchange, as more fully described in the accompanying management information circular. | ☐ | ☐ |
| 3. Listing Resolution. To consider, and if deemed appropriate, to adopt, with or without amendment, an ordinary resolution approving the listing of the amended debentures on the Canadian Securities Exchange, as more fully described in the accompanying management information circular. | ☐ | ☐ |
| 4. Consent Fee Resolution. To consider, and if deemed appropriate, to adopt, with or without amendment, an ordinary resolution approving the payment to those Debentureholder having consented to the Extraordinary Resolution and Delisting Resolution on or before February 22, 2021 a consent fee equal to \$499 for every \$1,000 principal amount of Debentures held by such holder, to be paid in the form of common share purchase warrants (each, a “Warrant”), being 454 Warrants at a price per Warrant of \$1.10, as more fully described in the accompanying management information circular. | ☐ | ☐ |

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

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

/ /
MM / DD / YY

This form of proxy is solicited by and on behalf of Management.

Proxies must be received by 10:00 am, (Vancouver Time), on February 23, 2021.

Notes to Proxy

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. 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 appears 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 Management.
6. The securities represented by this proxy will be voted or withheld from voting, 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 to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:



To Vote Your Proxy Online please visit:

<https://login.odysseytrust.com/pxlogin> and click on

VOTE

You will require the CONTROL NUMBER printed with your address to the right. If you vote by Internet, do not mail this proxy.

To request the receipt of future documents via email and/or to sign up for Securityholder Online services,

you may contact Odyssey Trust Company at www.odysseycontact.com

Shareholder Address and Control Number Here

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. A return envelope has been enclosed for voting by mail.