

Form of Proxy — Annual and General Meeting(s) of Members of Jazz.FM91 Inc.

THIS FORM OF BLUE PROXY IS BEING SOLICITED BY OR ON BEHALF OF BRIAN HEMMING, AS A MEMBER OF JAZZ.FM91 INC. (“JAZZ.FM91” OR “THE COMPANY”) AND NOT BY OR ON BEHALF OF MANAGEMENT OF JAZZ.FM91, AND WILL BE USED AT THE ANNUAL AND GENERAL MEETING(S) OF MEMBERS OF JAZZ.FM91 TO BE HELD AT THE TORONTO PUBLIC LIBRARY AT 789 YONGE ST. TORONTO, ON M4W 2G8, IN THE EPIC HALL AND PROLOGUE, ON FRIDAY, FEBRUARY 15, 2019 AT 11:00A.M. (TORONTO TIME) AND AT ANY ADJOURNMENT, POSTPONEMENT OR RELOCATION THEREOF (THE “MEETING”).

TIME IS OF THE ESSENCE.**COMPLETE AND RETURN THIS BLUE PROXY FORM TODAY.****Appointment of Proxyholder**

I, being a member of Jazz.FM91, hereby appoint Brian Hemming, or failing him, Joseph Manzoli as my proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the member in accordance with the following direction and all other matters that may properly come before the Meeting and at any adjournment or postponement thereof.

1. REMOVAL OF ALL EXISTING DIRECTORS

An ordinary resolution to remove all of the existing directors of the Company.

2. ELECTION OF DIRECTORS

In the event that vacancies are created by the removal or expiration of term of any incumbent director, as a result of Resolution 1 above or otherwise, then to vote for the election of the following individuals as directors of the Company for the term indicated below.

1. Rohit Bhardwaj (1 year term)	7. Catherine Mitro (2 year term)
2. Brian Hemming (2 year term)	8. Dave Cole (3 year term)
3. Joseph Manzoli (3 year term)	9. Noëlle Jenkinson (1 year term)
4. Christopher Churchill (2 year term)	10. Lorie Russel (2 year term)
5. Pat Holiday (3 year term)	11. Bryan Snelson (3 year term)
6. Lorne Lofsky (1 year term)	

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

I authorize you to act in accordance with my instructions set out above. I hereby revoke any proxy previously given with respect to the Meeting.

Signature of Member _____

Name of Member (Please Print) _____

RETURN THIS FORM IMMEDIATELY. THIS FORM OF PROXY MUST BE RECEIVED BY AT OR BEFORE THE BEGINNING OF THE MEETING.

Date: _____

EMAIL COMPLETED FORM TO: SAVEJAZZFM@GMAIL.COM

MAIL COMPLETED FORM TO: SAVE JAZZ.FM91, PO BOX 1154 TORONTO DOMINION, TORONTO, ON M5K 1P2

Notes to Proxy

- The voting rights represented by this proxy will be voted in favour of each of the matters described herein, in accordance with the instructions of the member consistent with the directions above, on any ballot that may be called for.
- 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.
- This proxy should be read in conjunction with the accompanying documentation provided by Brian Hemming.
- Please vote your **BLUE** form of proxy today. You do not need to submit the management form of proxy sent to you by Jazz.FM91. You may submit this form of proxy even if you have already submitted a management form of proxy.