



BAYMOUNT INCORPORATED

PROXY

**FOR USE AT THE
ANNUAL AND SPECIAL
MEETING OF SHAREHOLDERS**

**To be held
Friday, June 7, 2019 at 10:00 a.m. (EST)
217 Queen St., Suite 400, Toronto, ON, M5V 0R2**

This proxy is solicited on behalf of the management of Baymount Incorporated (the “**Corporation**”). The undersigned, being a shareholder of the Corporation hereby appoints, Graham Simmonds, Chairman & Chief Executive Officer of the Corporation, or failing him, Cameron Wickham, Chief Financial Officer of the Corporation, or instead of either of them, _____, as proxyholder for and on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the annual and special meeting of the shareholders of the Corporation to be held on, June 7, 2019 (the “**Meeting**”), and at any adjournment or adjournments thereof, to the same extent and with the same power as if the undersigned were personally present at the Meeting or such adjournment or adjournments thereof. The undersigned hereby directs the proxyholder to vote the securities of the Corporation recorded in the name of the undersigned as specified herein.

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|-----|-------------------------|--------------------------|---|
| 1. | FOR
WITHHOLD | <input type="checkbox"/> | To approve the re-appointment of RSM Canada LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and to authorize the directors to fix its remuneration. |
| 2. | FOR
WITHHOLD | <input type="checkbox"/> | The election of Graham Simmonds as a director of the Corporation. |
| 3. | FOR
WITHHOLD | <input type="checkbox"/> | The election of Gerald Goldberg as a director of the Corporation. |
| 4. | FOR
WITHHOLD | <input type="checkbox"/> | The election of Gordon Ashworth as a director of the Corporation. |
| 5. | FOR
WITHHOLD | <input type="checkbox"/> | The election of Helmut Biemann as a director of the Corporation. |
| 6. | FOR
WITHHOLD | <input type="checkbox"/> | The election of Pierre Gagnon as a director of the Corporation. |
| 7. | FOR
AGAINST | <input type="checkbox"/> | To consider, and if deemed advisable, to pass, with or without amendment, an ordinary resolution approving the Corporation’s stock option plan, as more particularly described in the accompanying management information circular. |
| 8. | FOR
AGAINST | <input type="checkbox"/> | To consider, and if deemed advisable, to pass, with or without amendment, an ordinary resolution repealing the Corporation’s old by-law No. 1 and ratifying and confirming a new general by-law No.1, as more particularly described in the accompanying management information circular. |
| 9. | FOR
AGAINST | <input type="checkbox"/> | To consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution to authorize and approve the delisting of the Corporation’s common shares from the TSX Venture Exchange, including from the NEX board thereof, and the listing of the Corporation’s common shares on the Canadian Securities Exchange or another stock exchange, as more particularly described in the accompanying management information circular. |
| 10. | FOR
AGAINST | <input type="checkbox"/> | To consider, and if deemed advisable, to pass, with or without variation, a special resolution authorizing the Corporation to amend its articles of incorporation to change the name of the Corporation as the directors of the Corporation may determine, as more particularly described in the accompanying management information circular. |

11. **FOR** To consider, and if deemed advisable, to pass, with or without variation, a special resolution
AGAINST authorizing the Corporation to amend its articles of incorporation to consolidate all of the issued and outstanding common shares without par value of the Corporation on the basis of a ratio of up to five (5) pre-consolidated common shares for one (1) post-consolidation common share without par value of the Corporation as the directors of the Corporation may determine, as more particularly described in the accompanying management information circular.
12. **FOR** To consider, and if deemed advisable, to pass, with or without variation, a special resolution
AGAINST empowering the Corporation's board of directors to determine from time to time by resolution the number of directors of the Corporation and the number of directors of the Corporation to be elected at each annual meeting of the Shareholders of the Corporation.

If any amendments or variations to the matters referred to above or to any other matters identified in the notice of meeting are proposed at the Meeting or any adjournment or adjournments thereof, or if any other matters which are not now known to management should properly come before the Meeting or any adjournment or adjournments thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in accordance with the best judgment of such person. **To be valid, this proxy must be received by the Corporation's transfer agent, Capital Transfer Agency ULC, 390 Bay Street, Suite 920, Toronto, Ontario, M5H 2Y2, Fax Number: 416.350.5008, not later than 48 hours, excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario, prior to the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.**

This proxy revokes and supersedes all proxies of earlier date.

DATED this ____ day of _____, 201_.

Online Voting Instructions:

Signature of Shareholder

Name of Shareholder (Please Print)

Number of Shares Held

NOTES AND INSTRUCTIONS

THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.

1. The shares represented by this proxy will be voted. Where a choice is specified, the proxy will be voted as directed. **Where no choice is specified, this proxy will be voted in favour of the matters listed on the proxy.** The proxy confers discretionary authority on the above named person to vote in his or her discretion with respect to amendments or variations to the matters identified in the notice of meeting accompanying the proxy or such other matters which may properly come before the Meeting.
2. Each shareholder has the right to appoint a person other than management designees specified above to represent them at the Meeting. Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a shareholder of the Corporation.
3. Each shareholder must sign this proxy. Please date the proxy. If the shareholder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized.
4. If the proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Corporation.
5. If the shareholder appoints any of the persons designated above, **including persons other than Management Designees**, as proxy to attend and act at the Meeting:
 - (a) the shares represented by the proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for;
 - (b) where the shareholder specifies a choice in the proxy with respect to any matter to be acted upon, the shares represented by the proxy shall be voted accordingly; and
 - (c) **IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS LISTED ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS.**