

**PROXY AND INSTRUCTIONS
FOR AFFECTED SECURED CREDITORS
IN THE MATTER OF THE PROPOSED
PLAN OF COMPROMISE AND ARRANGEMENT OF
TRIBALSCALE INC.**

MEETING OF AFFECTED SECURED CREDITORS

to be held pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) made on November 25, 2020 (the “**Meeting Order**”) in connection with the Plan of Compromise and Arrangement of TribalScale Inc. (as amended, restated, modified and/or supplemented from time to time, the “**Plan**”) on December 10, 2020 at 4:00 p.m. EST via Zoom due to the COVID-19 pandemic (the details of which can be found at Schedule A hereto) and at any adjournment, postponement or other rescheduling thereof (the “**Creditors’ Meeting**”)

PLEASE COMPLETE, SIGN AND DATE THIS PROXY AND RETURN IT TO THE MONITOR, MNP LTD., BY 4:00 P.M. EST ON DECEMBER 9, 2020, OR 24 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS) PRIOR TO ANY ADJOURNED, POSTPONED OR RESCHEDULED CREDITORS’ MEETING (THE “**PROXY DEADLINE**”). PLEASE RETURN YOUR PROXY SO THAT IT IS ACTUALLY RECEIVED BY THE MONITOR OR THE CHAIR ON OR BEFORE THE PROXY DEADLINE.

Please use this Proxy form if you do not wish to attend the Creditors’ Meeting to vote in person but wish to appoint a proxyholder to attend the Creditors’ Meeting, vote your claim to accept or reject the Plan and otherwise act for and on your behalf at the Creditors’ Meeting and any adjournment(s), postponement(s) or rescheduling(s) thereof.

The Plan is included in the Voting Package delivered to all Affected Secured Creditors, copies of which you have received. All capitalized terms used but not defined in this Proxy shall have the meanings ascribed to such terms in the Plan.

You should review the Plan before you vote. In addition, the Meeting Order establishes certain procedures for the conduct of the Creditors’ Meeting, a copy of which is included in the Voting Package. The Meeting Order contains important information regarding the voting process. Please read the Meeting Order and the instructions sent with this Proxy prior to submitting this Proxy.

If the Plan is approved by the Required Majorities, is sanctioned by the Court, and is implemented, it will be binding on you whether or not you vote.

APPOINTMENT OF PROXYHOLDER AND VOTE

By checking one of the two boxes below, the undersigned Affected Secured Creditor hereby revokes all proxies previously given and nominates, constitutes and appoints either (if no box is checked, the Monitor will act as your proxyholder):

☐ _____, or

☐ a representative of MNP LTD. in its capacity as Monitor of TribalScale Inc.

as proxyholder, with full power of substitution, to attend, vote and otherwise act for and on behalf of the undersigned at the at the Creditors' Meeting and at adjournment(s), postponement(s) and rescheduling(s) thereof, and to vote the amount of the Affected Secured Creditors' claim. Without limiting the generality of the power hereby conferred, the person named as proxyholder is specifically directed to vote as shown below. The person named as proxyholder is also directed to vote at the proxyholder's discretion and otherwise act for and on behalf of the undersigned with respect to any amendments or variations to the Plan and to any matters that may come before the Creditors' Meeting or at any adjournment, postponement or rescheduling thereof and to vote the amount of the Affected Secured Creditor's claim as follows (mark only one):

- ☐ Vote **FOR** the approval of the Plan, or
- ☐ Vote **AGAINST** the approval of the Plan

Please note that if no specification is made above, the Affected Secured Creditor will be deemed to have voted FOR approval of the Plan at the Creditors' Meeting provided unless the Affected Secured Creditor otherwise exercises its right to vote at the Creditors' Meeting.

DATED at _____ this _____ day of _____, 2020.

AFFECTED SECURED CREDITOR'S SIGNATURE:

(Print Legal Name of Affected Secured Creditor)

(Print Legal Name of Assignee, if applicable)

(Signature of the Affected Secured Creditor/Assignee or an
Authorized Signing Officer of the Affected Secured
Creditor/Assignee)

(Print Name and Title of Authorized Signing Officer of the Affected
Secured Creditor/Assignee, if applicable)

(Mailing Address of the Affected Secured Creditor/Assignee)

(Telephone Number and E-mail of the Affected Secured
Creditor/Assignee or Authorized Signing Officer of the Affected
Secured Creditor/Assignee)

**YOUR PROXY MUST BE RECEIVED BY THE MONITOR AT THE EMAIL ADDRESS
LISTED BELOW OR BEFORE THE PROXY DEADLINE.**

sheldon.title@mnp.ca

**IF YOU HAVE ANY QUESTIONS REGARDING THIS PROXY OR THE VOTING
PROCEDURES, OR IF YOU NEED AN ADDITIONAL COPY OR ADDITIONAL COPIES
OF THE ENCLOSED MATERIALS, PLEASE CONTACT THE MONITOR AT THE
EMAIL ADDRESS ABOVE OR VISIT THE MONITOR'S WEBSITE AT**
<https://mnpdebt.ca/en/corporate/corporate-engagements/tribalscale-inc>

**INSTRUCTIONS FOR COMPLETION OF PROXY FOR AFFECTED SECURED
CREDITORS**

1. All capitalized terms used but not defined in this Proxy shall have the meanings ascribed to such terms in the Plan, a copy of which you have received.
2. The aggregate amount of your Affected Secured Claim in respect of which you are entitled to vote shall be your proven claim.
3. Affected Secured Creditors are entitled to vote at the Creditors' Meeting in respect of their Affected Secured Claims (except the Affected Secured Creditor deemed by the Meeting Order to have voted in favour of the Plan).
4. Check the appropriate box to vote for or against the Plan. **If you do not check either box, you will be deemed to have voted FOR approval of the Plan provided you do not otherwise exercise your right to vote at the Creditors' Meeting.**
5. Each Affected Secured Creditor who has a right to vote at the Creditors' Meeting has the right to appoint a person (who need not be an Affected Secured Creditor) to attend, act and vote for and on behalf of the Affected Secured Creditor and such right may be exercised by inserting in the space provided the name of the person to be appointed, or to select a representative of the Monitor as its proxyholder. If no proxyholder is selected, the Affected Secured Creditor will be deemed to have appointed any officer of MNP LTD., in its capacity as Monitor, or such other person as MNP LTD. may designate, as proxyholder of the Affected Secured Creditor, with power of substitution, to attend on behalf of and act for the Affected Secured Creditor at the Creditors' Meeting to be held in connection with the Plan and at any and all adjournments, postponements or other rescheduling thereof.
6. Please read and follow these instructions carefully. Your completed Proxy must actually be received by the Monitor sheldon.title@mnp.ca prior to 4:00 pm EST on December 9, 2020 or 24 hours (excluding Saturdays, Sundays and statutory holidays) which is the Proxy Deadline, prior to the time of any adjournment, postponement or rescheduling of the Creditors' Meeting (the "**Proxy Deadline**"). If your Proxy is not received by the Proxy Deadline, unless such time is extended, your Proxy will not be counted.

7. Sign the Proxy - your original signature is required on the Proxy to appoint a proxyholder and vote at the Creditors' Meeting. If you are completing the proxy as a duly authorized representative of a corporation or other entity, indicate your relationship with such corporation or other entity and the capacity in which you are signing, and if subsequently requested, provide proof of your authorization to so sign. In addition, please provide your name, mailing address, telephone number and e-mail address.
8. If you need additional Proxies, please immediately contact the Monitor.
9. If multiple Proxies are received from the same person with respect to the same claim(s) prior to the Proxy Deadline, the latest dated, validly executed Proxy timely received will supersede and revoke any earlier received Proxy. However, if a holder of claims casts Proxies received by the Monitor dated with the same date, but which are voted inconsistently, such Proxies will not be counted. If a Proxy is not dated in the space provided, it shall be deemed dated as of the date it is received by the Monitor.
10. If an Affected Secured Creditor validly submits a Proxy to the Monitor and subsequently attends the Creditors' Meeting and votes in person inconsistently, such Affected Secured Creditor's vote at the Creditors' Meeting will supersede and revoke the earlier received Proxy.
11. Proxies may be accepted for purposes of an adjourned, postponed or other rescheduled Creditors' Meeting if received by the Monitor by the Proxy Deadline.
12. Any Proxy that is illegible or contains insufficient information to permit the identification of the claimant will not be counted.
13. After the Proxy Deadline, no Proxy may be withdrawn or modified, except by an Affected Secured Creditor voting in person at the Creditors' Meeting, without the prior consent of the Monitor and the Applicants.

IF YOU HAVE ANY QUESTIONS REGARDING THIS PROXY OR THE VOTING PROCEDURES, OR IF YOU NEED AN ADDITIONAL COPY OR ADDITIONAL COPIES OF THE ENCLOSED MATERIALS, PLEASE CONTACT THE MONITOR AT sheldon.title@mnp.ca OR VISIT THE MONITOR'S WEBSITE AT <https://mnpdebt.ca/en/corporate/corporate-engagements/tribalscale-inc>

SCHEDULE “A”

Join Zoom Meeting

<https://zoom.us/j/99028805466?pwd=WEV5ZlRncGxNRGk3eXhCN0R2ODY0UT09>

Meeting ID: 990 2880 5466

Passcode: 749651

One tap mobile

+12042727920,,99028805466#,,,,,0#,,749651# Canada

+14388097799,,99028805466#,,,,,0#,,749651# Canada

Dial by your location

+1 204 272 7920 Canada

+1 438 809 7799 Canada

+1 587 328 1099 Canada

+1 647 374 4685 Canada

+1 647 558 0588 Canada

+1 778 907 2071 Canada

Meeting ID: 990 2880 5466

Passcode: 749651

Find your local number: <https://zoom.us/u/acse6kOK>