

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General and Special Meeting to be held on June 13, 2023

This Form of Proxy is solicited by and on behalf of Management.

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 Management Nominees 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 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(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
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, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.
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. If you have 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 and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 1:00 p.m. (Eastern Time) June 9, 2023.

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.

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, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We being holder(s) of securities of Drone Delivery Canada Corp. (the "Company") hereby appoint: Steve Magirias, or failing this person, Manish Arora, OR or failing this person, Chris Irwin (the "Management Nominees")

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 directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Company to be held Irwin Lowy LLP, at 217 Queen Street West, Suite 401, Toronto, Ontario, on June 13, 2023 at 1:00 p.m. (Eastern Time) and at any adjournment or postponement thereof.

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

1. Number of Directors

To set the number of Directors at six (6).

For Against

2. Election of Directors

For Withhold

For Withhold

For Withhold

01. Chris Irwin

02. Michael Della Fortuna

03. Kevin Sherkin

04. Vijay Kanwar

05. Debbie Fischer

06. Larry Taylor

For Withhold

3. Appointment of Auditors

Appointment of D&H Group LLP, Chartered Professional Accountants as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

For Against

4. Approval and Conformation of Stock Option Plan

To approve and confirm the stock option plan of the Company

DECLARATION OF CANADIAN STATUS

The undersigned certifies that it has made reasonable inquiries as to the Canadian status of the registered holder and the beneficial owner of the shares represented by this Proxy and has read the definitions found below so as to make an accurate declaration of Canadian status. The undersigned hereby certifies that the shares represented by this Proxy are:

SELECT ONE OF THE THREE OPTIONS (Definitions below)

- (a) owned and **Controlled** by a **Canadian**
- (b) owned or **Controlled** by a **Non-Canadian Holder Authorized to Provide Air Service** or by a person in **affiliation** with a **Non-Canadian Holder Authorized to Provide Air Service**
- (c) owned or **Controlled** by a **Non-Canadian**, who is not a **Non-Canadian Holder Authorized to Provide Air Service** or a person in **affiliation** with a **Non-Canadian Holder Authorized to Provide Air Service**

IF YOU DO NOT COMPLETE THE DECLARATION OF STATUS OR IF IT IS DETERMINED BY THE COMPANY OR ITS TRANSFER AGENT THAT SHARES REPRESENTED BY PROXY ARE OWNED AND CONTROLLED BY A CANADIAN, THE SHARES REPRESENTED BY THIS PROXY WILL BE DEEMED TO BE OWNED AND CONTROLLED BY A PERSON THAT IS A NON-CANADIAN HOLDER AUTHORIZED TO PROVIDE AIR SERVICE.

DEFINITIONS:
"affiliation" for the purposes hereof means as follows: (a) one corporation is affiliated with another corporation if (i) one of them is a subsidiary of the other, (ii) both are subsidiaries of the same corporation, or (iii) both are controlled by the same person; (b) if two corporations are affiliated with the same corporation at the same time, they are deemed to be affiliated with each other; (c) a partnership or sole proprietorship is affiliated with another partnership or sole proprietorship if both are controlled by the same person; (d) a corporation is affiliated with a partnership or a sole proprietorship if both are controlled by the same person; (e) a corporation is a subsidiary of another corporation if it is controlled by that other corporation or by a subsidiary of that other corporation; (f) a corporation is controlled by a person other than Her Majesty in right of Canada or a province if (i) securities of the corporation to which are attached more than 50% of the votes that may be cast to elect directors of the corporation are held, directly or indirectly, whether through one or more subsidiaries or otherwise, otherwise than by way of security only, by or for the benefit of that person, and (ii) the votes attached to those securities are sufficient, if exercised, to elect a majority of the directors of the corporation; (g) a corporation is controlled by Her Majesty in right of Canada or a province if (i) the corporation is controlled by Her Majesty in the manner described in paragraph (f), or (ii) in the case of a corporation without share capital, a majority of the directors of the corporation, other than ex officio directors, are appointed by (A) the Governor in Council or the Lieutenant Governor in Council of the province, as the case may be, or (B) a Minister of the government of Canada or the province, as the case may be; and (h) a partnership is controlled by a person if the person holds an interest in the partnership that entitles the person to receive more than 50% of the profits of the partnership or more than 50% of its assets on dissolution.
"Canadian" means (a) a Canadian citizen or a Permanent resident, (b) a government in Canada or an agent or mandatary of such a government, or (c) a corporation or entity that is incorporated or formed under the laws of Canada or a province, that is controlled in fact by Canadians and of which at least 51% of the voting interests are owned and controlled by Canadians and where (i) no more than 25% of the voting interests are owned directly or indirectly by any single Non-Canadian, either individually or in affiliation with another person, and (ii) no more than 25% of the voting interests are owned directly or indirectly by one or more Non-Canadian Holders Authorized to Provide Air Service, either individually or in affiliation

with another person.

"Canadian citizen" means (a) a person who was born in Canada after February 14, 1977, (b) a person who was born outside of Canada after February 14, 1977 and at the time of his or her birth one of his or her parents, other than a parent who adopted him or her, was a Canadian citizen, (c) a person who has been granted or has acquired citizenship and, in the case of a person who is 14 years of age or over on the day that he or she is granted citizenship, he or she has taken the oath of citizenship, (d) a person who was a citizen immediately before February 15, 1977, or (e) a person who was entitled, immediately before February 15, 1977, to become a citizen under paragraph 5(1)(b) of the former Canadian Citizenship Act.

"Control" means control in any manner that results in control in fact, whether directly or indirectly, through the ownership of securities or otherwise including through a corporation, trust, an agreement or arrangement, and without limiting the generality of the foregoing, a corporation is deemed to be controlled by a person if securities of the corporation to which are attached more than 50% of the votes that may be cast to elect directors of the corporation are held, directly or indirectly, whether through one or more subsidiaries or otherwise (other than by way of security only), by or for the benefit of that person, and the votes attached to those securities are sufficient, if exercised, to elect a majority of the directors of the corporation; and a partnership is deemed to be controlled by a person if the person holds an interest in the partnership that entitles the person to receive more than 50% of the profits of the partnership or more than 50% of its assets on dissolution.

"Non-Canadian" means a person who is not a Canadian.

"Non-Canadian Holder Authorized to Provide Air Service" means any Non-Canadian authorized to provide an air service in any jurisdiction (and, for purposes hereof, "air service" includes a service, provided by means of an aircraft, that is publicly available for the transportation of passengers or goods, or both).

"Permanent resident" means a person who has been granted lawful permission to come into Canada to establish permanent residence, has not become a Canadian citizen, and has not left or remained outside Canada with the intention of abandoning Canada as that person's place of permanent residence or had a deportation order made against him which has not been quashed or stayed; where a permanent resident is outside Canada for more than 183 days in any one 12 month period, that person shall be deemed to have abandoned Canada as his or her place of permanent residence unless that person satisfies an immigration officer or an adjudicator, as the case may be, that he or she did not intend to abandon Canada as his or her place of permanent residence.

Signature of Proxyholder

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, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.

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 like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

Information Circular - Mark this box if you would like to receive the Information Circular by mail for the next securityholders' meeting.

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.

