

CAPTOR CAPITAL CORP.

PROXY

**FOR USE AT THE
ANNUAL & SPECIAL MEETING OF SHAREHOLDERS
MARCH 14, 2022**

This proxy is solicited on behalf of the management of Captor Capital Corp. (the “Corporation”). The undersigned, being a holder of common shares of Captor Capital Corp. (the “Corporation”), hereby appoints, John Zorbas, Chief Executive Officer of the Corporation, or failing him, Jing Peng, Chief Financial Officer (collectively, the “Management Designees”), or instead of either of them, the following person, _____, as proxyholder for and on behalf of the undersigned with the full 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 general and special meeting of the shareholders of the Corporation to be held on March 14, 2022 at 10:00 a.m. at 4 King Street West, Suite 401, Toronto, Ontario M5H 1B6 (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 | ☐ | The election of Kyle Appleby as a director of the Corporation. |
| | | ☐ | |
| 2. | FOR
WITHHOLD | ☐ | The election of Brady Cobb as a director of the Corporation. |
| | | ☐ | |
| 3. | FOR
WITHHOLD | ☐ | The election of Mark Klein as a director of the Corporation. |
| | | ☐ | |
| 4. | FOR
WITHHOLD | ☐ | The election of Bryan Reyhani as a director of the Corporation. |
| | | ☐ | |
| 5. | FOR
WITHHOLD | ☐ | The election of Alex Spiro as a director of the Corporation. |
| | | ☐ | |
| 6. | FOR
WITHHOLD | ☐ | The election of John Zorbas as a director of the Corporation. |
| | | ☐ | |
| 7. | FOR
WITHHOLD | ☐ | To approve the appointment of Clearhouse LLP as auditors of the Corporation for the 2022 fiscal year, |
| | | ☐ | and to authorize the directors to fix their remuneration. |
| 8. | FOR
AGAINST | ☐ | To consider, and if deemed appropriate, pass with or without variation, a resolution |
| | | ☐ | to approve certain amendments to, and to re-approve, the Corporation’s option plan more particularly described under the heading "Particulars of Matters to be Acted Upon – Amendments to Option Plan; Re-Approval of Option Plan" in the information circular of the Corporation prepared for the Meeting. |

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, by 10:00 am (Eastern time) March 10, 2022 being the time that is not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario any adjournments or postponements 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. For assistance with respect to this Proxy please contact Capital at the address or fax number provided above, by telephone at 1 844 499 4482 or via e-mail at info@capitaltransferagency.com.**

This proxy revokes and supersedes all proxies of earlier date.

DATED this _____ day of _____, 2022.

Signature of Shareholder _____

Name of Shareholder (Please Print) _____

(See Reverse)

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.**

Request for Financial Statements

In accordance with securities regulations, securityholders may elect to receive annual financial statements, interim financial statements and corresponding MD&As. Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at www.sedar.com.

I am a securityholder of the Corporation and I request the following: *(mark the corresponding box(es) to receive copies of the items listed below)*

- ☐ Interim Financial Statements with MD&A
- ☐ Annual Financial Statements with MD&A

Please provide your email address if you prefer to receive the statements electronically: _____

VOTING BY FACSIMILE: (416) 350-5008

VOTING BY MAIL or HAND DELIVERY:

Capital Transfer Agency ULC
390 Bay Street, Suite 920
Toronto, Ontario M5H 2Y2

VOTING BY EMAIL: info@capitaltransferagency.com