

PROXY

ANNUAL AND SPECIAL MEETING OF THE SHAREHOLDERS OF B.C. ADVANTAGE FUNDS (VCC) LTD. (the "Company")

MEETING DATE
Friday, July 29, 2016

MEETING TIME:
3:00 p.m. (Pacific time)

MEETING LOCATION:
2900 – 550 Burrard Street
Vancouver, British Columbia

The undersigned shareholder of the Company hereby appoints **Frank Holler**, Chief Executive Officer and a director of the Company, or failing this person, **Ambrose Hong**, Chief Financial Officer and Director of the Company, or in the place of the foregoing, _____ (*print the name*), as proxyholder for and on behalf of the shareholder with the power of substitution to attend, act and vote for and on behalf of the shareholder in respect of all matters that may properly come before the Meeting and at every adjournment of the Meeting, to the same extent and with the same powers as if the undersigned shareholder were present at the Meeting or any adjournment of the Meeting.

Resolutions (For full details of each item, please see the accompanying information circular)

- | | For | Withhold |
|--|--------------------------|--------------------------|
| 1. To appoint KPMG LLP, Chartered Accountants as the auditors of the Company for the ensuing year at remuneration to be fixed by the directors. | <input type="checkbox"/> | <input type="checkbox"/> |
| | For | Against |
| 2. To fix the number of directors of the Company for the ensuing year at three. | <input type="checkbox"/> | <input type="checkbox"/> |
| | For | Withhold |
| 3. To elect the following persons as directors of the Company: | | |
| a) Frank Holler | <input type="checkbox"/> | <input type="checkbox"/> |
| b) Don Enns | <input type="checkbox"/> | <input type="checkbox"/> |
| c) Ambrose Hong | <input type="checkbox"/> | <input type="checkbox"/> |
| | For | Against |
| 4. To approve a special resolution, as required by the <i>Small Business Venture Capital Act</i> , the payment to BC Advantage Fund Management Inc. (the Company's management company) and to the Company's directors, officers and employee shareholders, or to any affiliate or associate of such persons, of any and all fees, expenses or other remuneration of any kind, as determined by the board of directors, in their sole discretion, for the financial year of the Company ended December 31, 2017. | <input type="checkbox"/> | <input type="checkbox"/> |
| | For | Against |
| 5. To approve, with or without modification, an ordinary resolution and special resolution, as more particularly set forth in Schedule A of the accompanying information circular authorizing (i) the voluntary dissolution of the Company under Division 2 of Part 10 of the Business Corporations Act (British Columbia) ("BCBCA") <u>or</u> in the alternative and in the circumstances set out in the form of resolution, the voluntary liquidation and dissolution of the Company under Division 3 of Part 10 of the BCBCA, (ii) the settlement of all of the assets of the Company on the Liquidation Trustee (as defined in the accompanying information circular) on trust that the Liquidation Trustee assume and pay all of the liabilities of the Company, and distribute any remaining assets of such trust rateably to the shareholders of record as of the date of dissolution of the Company, (iii) the disposition of all or substantially all of the undertaking of the Company, and (iv) the reduction of the capital of the Company on the winding-up of the business and affairs of the Company (the " Dissolution Resolution "). | <input type="checkbox"/> | <input type="checkbox"/> |

- | | For | Against |
|---|--------------------------|--------------------------|
| 6. To approve a special resolution to submit an application to the administrator under the <i>Small Business Venture Capital Act</i> (British Columbia) for revocation of the Company's registration under such act and the payment of repayment of certain tax credit liabilities. | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To approve an ordinary resolution to amend the Company's articles of incorporation to change its name from "B.C. Advantage Funds (VCC) Ltd." to "B.C. Advantage Funds Ltd." or such other name that is determined by the board of directors in their sole discretion. | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To approve a special resolution to amend the Articles of the Company as described further in the accompanying information circular. | <input type="checkbox"/> | <input type="checkbox"/> |

The undersigned shareholder hereby revokes any proxy previously given to attend and vote at the Meeting or any adjournment of the Meeting.

SIGN HERE: _____ **Date:** _____

Name of Shareholder: _____ **Number of Shares voted:** _____

This proxy form is not valid unless it is signed and dated. See important information and instructions attached.

INSTRUCTIONS FOR COMPLETION OF PROXY

1. **This proxy is solicited by the management of the Company.**
2. If someone other than the shareholder of the Company signs this proxy form on behalf of the named shareholder of the Company, documentation authorizing the signing person to execute the proxy form on the shareholder's behalf that is acceptable to the Chair of the Meeting must be deposited with this proxy form in accordance with the instructions in the box below.
3. **If a shareholder cannot attend the Meeting but wishes to vote on the resolutions, the shareholder can appoint another person (who need not be a shareholder of the Company) to vote according to the shareholder's instructions. To appoint someone other than the person named in this proxy form, a shareholder must either:**
 - a) **on the proxy form:**
 - i) **strike out the printed names of the individuals specified as proxyholder;**
 - ii) **insert the name of the shareholder's nominee in the blank space provided;**
 - iii) **sign and date the proxy form; and**
 - iv) **return the proxy form in accordance with the instructions in the box below; or**
 - b) **complete another proper proxy form.**
4. If a shareholder cannot attend the Meeting but wishes to vote on the resolutions and to appoint one of the nominees of management specified in this proxy form, the shareholder must:
 - a) leave the wording appointing a nominee as shown on the proxy form;
 - b) sign and date the proxy form; and
 - c) return the proxy form in accordance with the instructions in the box below.
5. **If the instructions as to voting indicated in this proxy form are certain, the shares represented by the proxy form will be voted or withheld from voting in accordance with the instructions of the shareholder. If the shareholder specifies a choice in the proxy form with respect to any resolution to be acted upon, then the shares represented will be voted or withheld from the vote on that resolution accordingly. If no choice is specified in the proxy form with respect to any resolution to be acted upon, this proxy form confers discretionary authority with respect to that resolution upon the proxyholder appointed. It is intended that the nominee of management acting as proxyholder will vote the shares represented by the proxy form in favour of each resolution identified in the proxy form and for the nominees specified for directors and auditor.** With respect to any amendments or variations to any of the resolutions identified in the proxy form or other matters that may properly come before the Meeting, the shares represented by the proxy form will be voted by the nominee of management acting as proxyholder in accordance with his best judgment.
6. If a shareholder returns this or another proper proxy form, the shareholder may still attend the Meeting and vote in person if the shareholder later decides to do so. To attend and vote at the Meeting, the shareholder must record his/her/its attendance with the Company's scrutineer at the Meeting and revoke the previously completed, returned proxy form in writing.
7. If a shareholder fails to designate the number and class of shares held, the shareholder will be deemed to have voted all shares of all classes held by the shareholder as indicated.

To be effective, this proxy form must be received at the office of the Company by mail or by fax by 3:00 p.m. (Pacific Daylight Time) on Wednesday, July 27, 2016, or at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting. The mailing address of the Company is Suite 410 - 221 West Esplanade, North Vancouver, British Columbia V7M 3J3, and its fax number is 604-688-6166.