THIS PROXY SOLICITED BY THE MANAGEMENT OF PYROGENESIS CANADA INC.
FOR USE AT AN ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD
ON THURSDAY JUNE 26, 2014

This proxy is solicited by and on behalf of the management of Pyrogenesis Canada Inc. (the "**Corporation**"). The undersigned shareholder(s) of the Corporation hereby appoint(s) P. Peter Pascali, Chief Executive Officer of the Corporation, or in lieu of the foregoing, Alan Curleigh, Chief Financial Officer of the Corporation, or in lieu of the foregoing, _____ as nominee of the undersigned, with full power of substitution, to attend, act and vote on behalf of the undersigned in accordance with the direction below (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the annual and special meeting of shareholders of the Corporation (the "**Meeting**") to be held at the University Club, 2047 Mansfield Street Montreal, Québec, H3A 1Y7 on Thursday, June 26, 2014 at 9:00 a.m. (Montreal time) and at any adjournment or adjustments thereof.

The undersigned specifies that all of the common shares of the Corporation owned or held by the undersigned represented by this form of proxy in respect of the resolution described below shall be voted as follows:

RECOMMENDING SHAREHOLDERS VOTE "FOR" ALL RESOLUTIONS BELOW

1. To VOTE **FOR** or WITHHOLD FROM VOTING the election of the following five (5) nominees as directors of the Corporation **[Please place a check mark in either the "FOR" or "WITHHOLD FROM VOTING" columns for each nominee]**:

NAME OF NOMINEE	FOR	WITHHOLD FROM VOTING
Alan Curleigh	☐	☐
P. Peter Pascali	☐	☐
Aline Belanger	☐	☐
Robert Radin	☐	☐
Christopher Twigge-Molecey	☐	☐

2. VOTE **FOR** ( ) or WITHHOLD FROM VOTING ( ) the appointment of MNP LLP as the auditors of the Corporation for the ensuing year and in authorizing the directors to fix the remuneration of the auditors as set out in the accompanying Management Information Circular;

3. VOTED **FOR** ( ) AGAINST ( ) an ordinary resolution to reapprove the stock option plan, as more particularly set out in the accompanying Management Information Circular;

If any amendments or variations to matters identified in the Notice of Meeting are proposed at the Meeting or any adjournment thereof or if any other matters properly come before the Meeting or any adjournment thereof, this proxy confers discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the person voting the proxy at the Meeting or any adjournment thereof.

I/We authorize you to act in accordance with my/our instructions as set out above.

_____
Signature of Shareholder

_____
Print Name of Shareholder **DATED** this ____ day of _____, 2014.

Notes:

1. This form of proxy must be dated and signed by the appointor or his attorney authorized in writing or, if the appointor is a body corporate, this form of proxy must be executed by an officer or attorney thereof duly authorized.

2. **A shareholder has the right to appoint a person or company (who need not be a shareholder) to represent the shareholder at the Meeting or any adjournment thereof other than the person or company, if any designated in the enclosed form of proxy. Such right may be exercised by striking out the print name of such person or company and inserting such other person or company's name in the blank space provided in the form of proxy or by completing another proper form of proxy and, in either case, depositing the completed proxy at the office of the transfer agent indicated below not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of 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.**

3. **The shares represented by this proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. Where no choice is specified, this proxy will confer discretionary authority and will be VOTED FOR the resolutions referred to herein.**

4. The board of directors of the Corporation has by resolution fixed the close of business on Tuesday, May 27, 2014 as the record date, being the date for the determination of the registered holders of common shares entitled to notice of and to vote at the Meeting and any adjournment or adjournments thereof.

5. Please date the proxy. If not dated, the proxy shall be deemed to be dated on the date on which it is mailed.

6. This proxy ceases to be valid one year from its date.

7. If your address as shown is incorrect, please give your correct address when returning this proxy.

8. **If you do not wish to appoint either of the persons named in this proxy, you should strike out their names and insert in the blank space provided, the name of the person you wish to act as proxyholder. Such other person need not be a shareholder of the Corporation.**

Please return the form of proxy in the envelope provided for that purpose, or you may deliver the form of proxy to:

CST TRUST COMPANY INC.
320 BAY STREET
B1 LEVEL TORONTO,
ON M5H 4A6

Or by E-MAIL to: proxy@canstockta.com

TELEPHONE:

within Canada and the United States: 1-800-387-0825
from all other countries: (416) 682-3860

FAX:

within Canada and the United States: 1-866-781-3111 (toll free)
from all other countries: (416) 368-2502