**CONCERNED SHAREHOLDERS OF PARKIT ENTERPRISE INC.**

**FORM OF PROXY – REGISTERED SHAREHOLDERS**

THIS YELLOW FORM OF PROXY (this "**Yellow Proxy**") IS SOLICITED BY OR ON BEHALF OF Richard Baxter, Patrick Bonney and Simon Buckett, each in his capacity as a shareholder (collectively, the "**Concerned Shareholders**"), and not by or on behalf of the board of directors or management of PARKIT ENTERPRISE INC. (the "**Company**") or by any of the Concerned Shareholders in his capacity as an officer or employee of the Company. This YELLOW Proxy should be read in conjunction with the Concerned Shareholders' proxy circular dated July 7, 2016 (the "**Concerned Shareholders' Circular**") and supplemental materials for the annual general meeting of shareholders of the Company to be held at the Boardroom of Owen Bird Law Corporation, Suite 2900-595 Burrard St, Vancouver, BC, V7X 1J5, on Tuesday, July 26, 2016 (the "**Meeting**") at 10:30 a.m. (Pacific time) and at any adjournment(s) or postponement(s) thereof.

**THIS YELLOW PROXY MUST BE RECEIVED BY**
**5:00 P.M. (PACIFIC TIME) ON THURSDAY, JULY 21, 2016.**

*PLEASE SEE INSTRUCTIONS ON REVERSE WHICH FORMS A PART OF THIS YELLOW PROXY*

The undersigned shareholder(s) of the Company hereby appoint(s) Richard Baxter or, failing him, Simon Buckett, or instead of either of the foregoing, _____, as the proxyholder of the undersigned (the "**Proxy Nominee**"), to attend and act for and on behalf of and to vote all of the common shares of the Company owned or held by the undersigned at the Meeting and any adjournment(s) or postponement(s) thereof, with full power of substitution and with all the powers that the undersigned could exercise with respect to the said common shares as if the undersigned were personally present thereat, and **with authority to vote at the said Proxy Nominee's discretion except as otherwise specified herein and to vote and act in said Proxy Nominee's discretion with respect to any amendments or variations of those matters referred to herein and with respect to any other matters which may properly be brought before the Meeting and any adjournment(s) or postponement(s) thereof.**

**THE CONCERNED SHAREHOLDERS RECOMMEND THAT SHAREHOLDERS VOTE FOR ITEMS 1, 2, 3 & 4.**

1. **NUMBER OF DIRECTORS –** To set the number of directors of the Company at four (4), which shall be considered and deemed to be a vote against the resolution to set the number of directors at five (5) proposed in the Company information circular dated June 24, 2016 and accompanying form of proxy.

   **FOR** ☐ AGAINST ☐

2. **ELECTION OF DIRECTORS –** The election of the Concerned Shareholders' nominees as directors of the Company, as further described in the Concerned Shareholders' Circular and supplemental materials.

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|---|---|---|---|---|---|
| **1. Richard Baxter** | **FOR** ☐ | WITHHOLD ☐ | **3. Kevin Carpenter** | **FOR** ☐ | WITHHOLD ☐ |
| **2. Robert King** | **FOR** ☐ | WITHHOLD ☐ | **4. Roy King** | **FOR** ☐ | WITHHOLD ☐ |

3. **APPOINTMENT OF AUDITORS** – To approve the appointment of Davidson & Company LLP as auditors of the Company for the ensuing year and authorize the directors of the Company to fix their remuneration.

   **FOR** ☐ WITHHOLD ☐

4. **STOCK OPTION PLAN –** To approve and ratify the Company's Stock Option Plan.

   **FOR** ☐ AGAINST ☐

**Authorized Signature(s)** – The undersigned hereby revokes any proxy previously given with respect to the Meeting.

**Signature(s) of Shareholder(s) (and title if applicable):** _____

**Date:** _____

**PLEASE ENSURE THAT YOU SIGN AND DATE THE YELLOW PROXY**

If not dated, this YELLOW Proxy is deemed to bear the date on which it was delivered to Laurel Hill. If the number of shares represented by this YELLOW Proxy is not indicated, then all shares registered in the name of the shareholder will be deemed to be represented by this YELLOW Proxy.

YELLOW

**INSTRUCTIONS FOR COMPLETION OF YELLOW PROXY**

1. **THIS YELLOW PROXY IS SOLICITED BY OR ON BEHALF OF THE CONCERNED SHAREHOLDERS,** each in his capacity as a shareholder of the Company, and NOT (i) by or on behalf of the board of directors or management of the Company or (ii) by any of the Concerned Shareholders in his capacity as an officer or employee of the Company. Holders of common shares of the Company are directed to the accompanying Concerned Shareholders' Circular dated July 7, 2016 and supplemental materials for more detailed information. The Concerned Shareholders' Circular and supplemental materials are also available on www.sedar.com and at www.laurelhill.com/parkitconcernedshareholders.

2. **You have the right to appoint a proxyholder other than the persons designated by the Concerned Shareholders, who need not be a shareholder, to attend and act on your behalf at the Meeting. If you wish to appoint a person or company other than the persons designated in this YELLOW Proxy, please insert the name of your chosen proxyholder in the space provided (see reverse).**

3. This **YELLOW** Proxy, to be valid, must be signed and dated by a shareholder or by his or her attorney authorized in writing or, where a shareholder is a corporation, by a duly authorized officer or attorney of the corporation. This **YELLOW** Proxy should be signed in the exact manner as the name appears on the **YELLOW** Proxy.

4. If this **YELLOW** Proxy is not dated, it will be deemed to bear the date on which it is delivered to Laurel Hill.

5. **The common shares represented by this YELLOW Proxy will be voted or withheld from voting in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted upon, the common shares will be voted accordingly. This YELLOW Proxy confers discretionary authority on the Proxy Nominee to vote as he or she sees fit in respect of each matter set forth herein if no choice is specified and in respect of any amendments or variations of those matters referred to herein or with respect to any other matters which may properly be brought before the Meeting or at any adjournment(s) or postponement(s) thereof. If you do not direct your vote in respect of any matter, the Proxy Nominee designated by the Concerned Shareholders in this YELLOW Proxy will vote FOR items 1, 2, 3, and 4.**

6. This **YELLOW** Proxy, to be effective, must be received by Laurel Hill Advisory Group by 5:00 p.m. (Pacific time) on Thursday, July 21, 2016. Accordingly, you are urged to sign, date and return your **YELLOW** Proxy following the return instructions provided below. In the case of any adjournment(s) or postponement(s) of the Meeting, your YELLOW proxy must be received by no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of such reconvened meeting so that it can be delivered to the Company's registrar and transfer agent to be used at the reconvened meeting. **Although the Concerned Shareholders will continue to accept proxies received up until the time of the Meeting and attempt to deliver any proxies received for use at the Meeting, shareholders are urged to submit their proxies by the deadline set forth below.**

7. **This YELLOW Proxy supersedes and revokes any prior proxy made by the undersigned with respect to voting of these securities at such Meeting or any adjournment thereof.**

**Complete, sign, date and return this YELLOW Proxy by 5:00 p.m. (Pacific time) on Thursday, July 21, 2016.**

| VOTE BY EMAIL | VOTE BY FAX | VOTE BY MAIL |
|---|---|---|
| @ |  |  |
| assistance@laurelhill.com | 416-646-2415 | Laurel Hill Advisory Group<br>70 University Ave, Suite 1440<br>Toronto, Ontario, M5J 2M4. |

**QUESTIONS MAY BE DIRECTED TO THE PROXY SOLICITOR FOR THE CONCERNED SHAREHOLDERS:**

LH LAUREL HILL ADVISORY GROUP

**70 University Ave, Suite 1440, Toronto, Ontario M5J 2M4**

**NORTH AMERICAN TOLL-FREE**
**1-877-452-7184 (416-304-0211 collect)**
**EMAIL: assistance@laurelhill.com**

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