

Security Class

Holder Account Number

Fold

**Form of Proxy - ANNUAL GENERAL AND SPECIAL MEETING to be held on FEBRUARY 14, 2022**

**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 persons 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 must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
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, 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 and, if the holder has 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 or other matters that may properly come before the meeting or any adjournment or postponement thereof.
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 11 a.m. (Toronto time) on February 10, 2022.**

**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](http://www.investorvote.com)
- **Smartphone?**  
Scan the QR code to vote now.



**To Virtually Attend the Meeting**

- You can attend the meeting virtually by visiting the URL provided on the back of this proxy.

**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 shareholder(s) of Engagement Labs Inc. (the "Corporation") hereby appoint: G. Scott Paterson, or failing him, Ed Keller, or failing him, Gilbert Boyer

OR

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 shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Corporation (the "Meeting") to be held on February 14, 2022 at 11:00 a.m. (Toronto time) and at any adjournment or postponement thereof.

Virtually <https://us02web.zoom.us/j/87419788051?pwd=R2ZYUHE4Zy9nQy9Kc3ZhbHpbzB6Zz09>

Meeting ID: 874 1978 8051

Passcode: 106277

For those shareholders that wish to participate by telephone, please dial:

One tap mobile

+17789072071,87419788051# Canada

+12042727920,87419788051# Canada

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

**For** **Against** Fold

### 1. APPROVAL OF THE PLAN OF ARRANGEMENT WITH DGTL HOLDINGS INC.

To consider pursuant to an interim order of the Ontario Superior Court of Justice dated January 6, 2022 (the "Interim Order") and, if thought advisable, to pass, with or without amendment, a special resolution (the "Arrangement Resolution"), the full text of which is set forth in Appendix "A" to the accompanying management information circular (the "Circular"), to approve a plan of arrangement (the "Arrangement") under section 192 of the Canada Business Corporations Act whereby, among other things, Engagement Labs Shareholders will receive, for each Common Share that they hold, 0.1136 common shares (each whole share, a "DGTL Holdings Share") of DGTL Holdings Inc. ("DGTL Holdings"), all as more particularly described in this Circular.

 

### 2. ELECTION OF DIRECTORS

**For** **Withhold**

**For** **Withhold**

**For** **Withhold**

01. Edward Keller

 

02. G. Scott Paterson

 

03. Bruce Lev

 

04. Gilman Anderson

 

**For** **Withhold**

### 3. APPOINTMENT OF AUDITORS

To consider and, if thought advisable, to appoint Raymond Chabot Grant Thornton LLP, Chartered Accountants as auditors of the Corporation and authorize the directors to fix their remuneration.

 

**For** **Against**

### 4. APPROVAL OF 10% ROLLING STOCK OPTION PLAN

To re-approve the Corporation's rolling 10% stock option plan.

 

**For** **Against**

### 5. APPROVAL OF THE RESTRICTED SHARE AWARD PLANS (the "RSA PLANS")

To re-approve the Corporation's RSA plans.

 

### Authorized Signature(s) – This section must be completed for your instructions to be executed.

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, this Proxy will be voted as recommended by Management.

Signature(s)

Date

MM / DD / YY

