

Security Class

Holder Account Number

Fold

Form of Proxy - Annual and Special Meeting to be held on April 29, 2016

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 10:00 AM (Pacific Time) on April 27, 2016.

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
- **Smartphone?**
Scan the QR code to vote now.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com and clicking at the bottom of the page.

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 holder(s) of Genovation Capital Corp. hereby appoint: Robert J. van Santen

OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

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 and Special Meeting of shareholders of Genovation Capital Corp. to be held at Suite 1400, 1040 West Georgia Street, Vancouver, BC, on April 29, 2016 at 10:00 AM (Pacific Time) and at any adjournment or postponement thereof.

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

For **Against**

1. Number of Directors

To set the number of Directors at 6.

2. Election of Directors

For **Withhold**

For **Withhold**

For **Withhold**

01. Robert J. van Santen

02. John Binder

03. Chris Cooper

04. Michael G. Wystrach

05. Leslie A. van Santen

06. A. Tyler Robson

For **Withhold**

For **Withhold**

3. Appointment of Auditors

Appointment of Davidson & Company LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

4. Stock Option Plan

To ratify and approve the renewal of the Company's Stock Option Plan.

For **Against**

For **Against**

5. Valens Transaction

BE IT RESOLVED BY SPECIAL RESOLUTION THAT:

1. the Valens Transaction, including the issuance of 36,675,000 post-consolidation shares of the Company, as set forth in Schedule A of the Information Circular, is hereby confirmed, ratified and approved;
2. notwithstanding that this special resolution has been passed by the Genovation Shareholders, the Board may amend the terms of the Valens Transaction and/or decide not to proceed with the Valens Transaction or revoke this special resolution at any time without further approval of the Genovation Shareholders; and
3. any director or officer of the Company be and is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable to give effect to this special resolution, the execution and delivery of any such document or the doing of any such other act or thing being conclusive evidence of such determination

6. MKHS LLC Transaction

BE IT RESOLVED BY SPECIAL RESOLUTION THAT:

1. the MKHS, LLC Transaction, including the issuance of 36,475,000 post-consolidation shares of the Company, as set forth in Schedule B of the Information Circular, is hereby confirmed, ratified and approved;
2. in the event that regulatory authorities require the production of Additional Financial Information, the MKHS Transaction be approved provided that the Company obtains the consent of the majority of the shareholders of the Company subject to such majority having reviewed such Additional Financial Information;
3. notwithstanding that this special resolution has been passed by the Genovation Shareholders, the Board may amend the terms of the MKHS Transaction and/or decide not to proceed with the MKHS Transaction or revoke this special resolution at any time without further approval of the Genovation Shareholders; and
4. any director or officer of the Company be and is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable to give effect to this special resolution, the execution and delivery of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

For **Against**

For **Against**

7. Share Consolidation

To ratify and approve by ordinary resolution the Company's intention to effect a share consolidation at a ratio of 1:3.

8. Name Change

To ratify and approve by ordinary resolution the Company's intention to make an application for a name change.

For **Against**

9. Other Business

To grant the proxyholder authority to vote at his/her discretion on any other business or amendment or variation to the previous resolutions.

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

Interim Financial Statements – Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements – Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

