

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General and Special Meeting to be held on June 26, 2020

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 a.m., Eastern Time, on June 24, 2020.

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.

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 DATA Communications Management Corp. hereby appoint: James E. Lorimer or, failing him, Gregory J. Cochrane

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 DATA Communications Management Corp. (the "Corporation") to be held at 9195 Torbram Road, Brampton, Ontario, on June 26, 2020 at 10:00 a.m. (Eastern Time) and at any adjournment or postponement thereof.

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

1. Appointment of Auditors

For **Withhold**

The appointment of PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of the Corporation to hold office until the next annual meeting of shareholders or until their successors are appointed and to authorize the directors to fix their remuneration, as provided in the management information circular of the Corporation dated May 19, 2020 (the "Circular").

2. Election of Directors

For **Withhold**

For **Withhold**

For **Withhold**

01. William M. Albino

02. James J. Murray

03. Michael G. Sifton

04. J.R. Kingsley Ward

05. Derek J. Watchorn

06. Gregory J. Cochrane

07. Merri L. Jones

3. Long-Term Incentive Plan

For **Against**

The resolution, the text of which is set out in Appendix "A" to the Circular, to approve and reconfirm the amended and restated long-term incentive plan of the Corporation, as more particularly described under the heading Matters to be Acted Upon at the Meeting – Reconfirmation of the LTIP in the Circular.

4. Shareholder Rights Plan

For **Against**

The resolution, the text of which is set out in Appendix "B" to the Circular, to approve and reconfirm the amended and restated shareholder rights plan of the Corporation, as more particularly described under the heading Matters to be Acted Upon at the Meeting – Reconfirmation of the Shareholder Rights Plan in the Circular.

5. Preferred Shares

For **Against**

The special resolution, the text of which is set out in Appendix "C" to the Circular, to approve the amendment to the Corporation's articles to create a new class of preferred shares, as more particularly described under the heading Matters to be Acted Upon at the Meeting – Preferred Share Resolution in the Circular.

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

Signature(s)

Date

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.

DD / MM / YY

Information Circular - Mark this box if you would like to receive the Information Circular by mail for the next securityholders' meeting.

