STEEP HILL INC. PROXY

FOR USE AT THE ANNUAL & SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON JULY 28, 2023

hereby ap Company undersign the annua Ontario o undersign	opoints, Sameet Kanar, or instead of either of the with the power of all and special meeting on July 28, 2023 at 10 and were personally points.	de, Chief I of them, substitution g of shareho :00 am (Ea resent at the	n to attend, act and vote for and or olders (the "Meeting") to be held stern time) and at any adjournment	INC. (the "Company"). The undersigned, being a shareholder of the Company of the Company, or failing him, Patricia Militello, Chief Financial Officer of the behalf of the undersigned in respect of all matters that may properly come before at the office of Irwin Lowy LLP at 217 Queen Street West, Suite 401, Toronto, nt or adjournments thereof, to the same extent and with the same power as if the adjournments thereof. The undersigned hereby directs the proxyholder to vote the fied herein.
1.	FOR WITHHOLD		THE ELECTION OF IAN MO	RTON AS A DIRECTOR OF THE COMPANY
2.	FOR WITHHOLD		THE ELECTION OF ANTHOL	NY VIELE AS A DIRECTOR OF THE COMPANY
3.	FOR WITHHOLD		THE ELECTION OF DAVID	VALTERS AS A DIRECTOR OF THE COMPANY
4.	FOR WITHHOLD		THE ELECTION OF JANE W	RIGHT-MITCHELL AS A DIRECTOR OF THE COMPANY
5.	FOR WITHHOLD		THE ELECTION OF SAMEET	KANADE AS A DIRECTOR OF THE COMPANY
6.	FOR WITHHOLD	_ _		MNP LLP, CHARTERED PROFESSIONAL ACCOUNTANTS, AS PANY AND TO AUTHORIZE THE DIRECTORS TO FIX THEIR
7.	FOR AGAINST		SPECIAL RESOLUTION, TO CONSOLIDATE EACH OF COMPANY ON THE BASIS OF THE COMPANY INTO ONE (EMED ADVISABLE, TO PASS, WITH OR WITHOUT VARIATION, A AMEND THE ARTICLES OF INCORPORATION OF THE COMPANY TO THE ISSUED AND OUTSTANDING COMMON SHARES OF THE OF UP TO FIFTEEN (15) PRE-CONSOLIDATION COMMON SHARES OF 1) POST-CONSOLIDATION COMMON SHARE OF THE COMPANY, AS OF THE ACCOMPANYING MANAGEMENT INFORMATION
8.	FOR AGAINST		SPECIAL RESOLUTION OF OR SUBSTANTIALLY ALL C CANADA BUSINESS COR FINALIZED BY MANAGEN COMPANY. IF COMPLETED	EMED ADVISABLE, TO PASS, WITH OR WITHOUT VARIATION, A THE COMPANY APPROVING AND AUTHORIZING THE SALE OF ALL OF THE COMPANY'S ASSETS PURSUANT TO SECTION 189(3) OF THE PORATIONS ACT, THE TERMS OF SUCH ASSET SALE TO BE LIENT AND APPROVED BY THE BOARD OF DIRECTORS OF THE PROCEEDS FROM THE ASSET SALE
9.	FOR AGAINST			EMED ADVISABLE, TO PASS, WITH OR WITHOUT VARIATION, AN DF SHAREHOLDERS APPROVING AND CONFIRMING THE STOCK PANY
any adjou adjournm such othe Capital T excluding may be a particula	rnment or adjournme ent or adjournments t er matters in accordar Fransfer Agency UI g Saturdays, Sunday accepted or rejected ar late proxy.	nts thereof, thereof, this ice with the C. 390 Bas and statuby the Ch	or if any other matters which are proxy confers discretionary auther best judgment of such person. It is street, Suite 920, Toronto, Cotory holidays in the City of Toronairman of the Meeting in his description.	other matters identified in the notice of meeting are proposed at the Meeting or not now known to management should properly come before the Meeting or any prity on the person voting the proxy to vote on such amendments or variations or To be valid, this proxy must be received by the Company's transfer agent, Intario, M5H 2Y2, Fax Number: (416) 350-5008, not later than 48 hours, onto, Ontario, prior to the Meeting or any adjournment thereof. Late proxies iscretion, and the Chairman is under no obligation to accept or reject any
	day of e, please go to:		, 2023.	SIGNATURE OF SHAREHOLDER
	ransferagency.com/vo	teproxy		NAME OF SHAREHOLDER

Proxy Control Number:

NOTES AND INSTRUCTIONS

THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY

- 1. The shares represented by this proxy will be voted. Where a choice is specified, the proxy will be voted as directed. Where no choice is specified, this proxy will be voted in favour of the matters listed on the proxy. The proxy confers discretionary authority on the above-named person to vote in his or her discretion with respect to amendments or variations to the matters identified in the notice of meeting accompanying the proxy or such other matters which may properly come before the Meeting.
- 2. Each shareholder has the right to appoint a person other than management designees specified above to represent them at the Meeting. Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a shareholder of the Company.
- 3. Each shareholder must sign this proxy. Please date the proxy. If the shareholder is a corporation, the proxy must be executed by officer or attorney thereof duly authorized.
- 4. If the proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Company.
- 5. If the shareholder appoints any of the persons designated above, including persons other than Management Designees, as proxy attend and act at the Meeting:
 - (a) the shares represented by the proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for;
 - (b) where the shareholder specifies a choice in the proxy with respect to any matter to be acted upon, the shares represented by the proxy shall be voted accordingly; and
 - (c) IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS LISTED ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS.