



**YOUR URGENT SUPPORT IS NEEDED TO DEFEAT BRIAN HEMMING AND
"SAVE JAZZ FM'S" HOSTILE TAKEOVER OF JAZZ.FM91**

PROXY

Control Number: _____

The undersigned Member of JAZZ.FM91 Inc. (the "**Corporation**") hereby appoints David McGown, or failing him John Sadler, or failing him _____ as nominee of the undersigned, with power of substitution, to attend and vote for the undersigned at the Special Meeting of Members of the Corporation to be held at The Toronto Public Library (789 Yonge Street, Toronto ON M4W 2G8) in the Epic Hall and Prologue at 11 AM, on the 15th day of February, 2019, and at any and every adjournment thereof, to the same extent and with the same powers as if the undersigned member was present at the said meetings.

This proxy also covers all other meetings of the Members of the Corporation held in 2019 and confers upon the above said appointees all rights of the undersigned to attend and vote for the undersigned at all such meetings and every adjournment or adjournments thereof with the same powers and to the same extent as if the undersigned was present at the said meetings.

By signing this proxy the undersigned Member revokes any proxy previously given to attend and vote at such meetings.

DATED at Toronto, this _____ day of _____, 2019.

Print Member Name

Signature of Member

Member Mailing Address

To be voted, this proxy must be received by the Secretary of JAZZ.FM91 Inc. at or before the meeting, which is called for 11 AM, on the 15th day of February, 2019.

PROXIES MAY BE HAND-DELIVERED OR MAILED TO THE SECRETARY AT JAZZ.FM91 INC., 4 PARDEE AVE., UNIT 100, TORONTO, ONTARIO M6K 3H5, EMAILED TO ELAINE@JAZZ.FM OR FAXED TO 416-597-2520.

PLEASE SIGN AND RETURN PROXY TODAY.