



Voting Instruction Form

I/We, being holder(s) of Common Shares of H₂O Innovation Inc. (the "Corporation"), hereby appoint: **Lisa Henthorne, or failing her Frédéric Dugré, or**

Print the name of the person you are appointing if this person is someone other than the individuals listed above

as proxy of the undersigned, to attend, act and vote on behalf of the undersigned in accordance with the directions set out below (or if no directions have been given, as the proxy sees fit) on all the following matters and any other matter that may properly come before the Annual Meeting of Shareholders of the Corporation to be held online via live audio webcast at <https://web.lumiagm.com/430948235> at 10:00 a.m. (Eastern Time) on Tuesday, December 8, 2020 (the "Meeting"), and at any and all adjournments thereof in the same manner, to the same extent and with the same powers as if the undersigned was/were personally present, with full power of substitution. **If you appoint a proxyholder other than the two directors listed above, YOU MUST return your VIF by mail, fax or email and have the appointee call AST at 1-866-751-6315 (toll free in Canada and the United States) or 212-235-5754 (other countries) by 5:00 p.m. (Eastern Time) on December 4, 2020, so that AST may provide the appointee with a Control Number via email.** This Control Number will allow your appointee to log in to and vote at the Meeting. Without a Control Number, your proxyholder will only be able to log in to the Meeting as a guest and will not be able to vote.

Management recommends voting FOR the following resolutions. Please use a black pencil or pen.

1. Election of Directors

		FOR	WITHHOLD			FOR	WITHHOLD
1.	Robert Comeau	<input type="checkbox"/>	<input type="checkbox"/>	5.	Richard A. Hoel	<input type="checkbox"/>	<input type="checkbox"/>
2.	Pierre Côté	<input type="checkbox"/>	<input type="checkbox"/>	6.	René Vachon	<input type="checkbox"/>	<input type="checkbox"/>
3.	Frédéric Dugré	<input type="checkbox"/>	<input type="checkbox"/>	7.	Stéphane Guérin	<input type="checkbox"/>	<input type="checkbox"/>
4.	Lisa Henthorne	<input type="checkbox"/>	<input type="checkbox"/>	8.	Elisa M. Speranza	<input type="checkbox"/>	<input type="checkbox"/>

2. Appointment of Auditors

Appointment of Ernst & Young LLP as auditor for the financial year ending June 30, 2021, and to authorize the directors to set the compensation of the auditor

FOR	WITHHOLD
<input type="checkbox"/>	<input type="checkbox"/>

Under Canadian securities legislation, you are entitled to receive certain investor documents. If you wish to receive such documents, please check the applicable boxes below. You may also go to the AST website <https://ca.astfinancial.com/financialstatements> and input code 2922a.

- I would like to receive quarterly financial statements I would like to receive annual financial statements

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 FOR a matter by management's appointees or, if you appoint another proxyholder, as such other proxyholder sees fit. On any amendments or variations proposed or any new business properly submitted before the Meeting, I/We authorize you to vote as you see fit.**

Signature(s)

Date

Please sign exactly as your name(s) appear on this VIF. Please see reverse for instructions. All VIFs must be received by 5:00 p.m. (Eastern Time) on Friday, December 4, 2020.

Voting Instruction Form (VIF) – Annual General Meeting of Shareholders of H₂O Innovation Inc. to be held on December 8, 2020 (the “Meeting”)

Notes

1. We are sending to you the enclosed proxy-related materials that relate to a meeting of the holders of the series or class of securities that are held on your behalf by the intermediary identified above. Unless you attend the meeting and vote in person, your securities can be voted only by management, as proxy holder of the registered holder, in accordance with your instructions.
2. We are prohibited from voting these securities on any of the matters to be acted upon at the meeting without your specific voting instructions. In order for these securities to be voted at the meeting, it will be necessary for us to have your specific voting instructions. Please complete and return the information requested in this VIF to provide your voting instructions to us promptly.
3. If you want to attend the meeting and vote in person, please write your name in the place provided for that purpose in this form. You can also write the name of someone else whom you wish to attend the meeting and vote on your behalf. Unless prohibited by law, the person whose name is written in the space provided will have full authority to present matters to the meeting and vote on all matters that are presented at the meeting, even if those matters are not set out in this form or the information circular. Consult a legal advisor if you wish to modify the authority of that person in any way. If you require help, please contact the Registered Representative who services your account.
4. **This VIF should be signed by you in the exact manner as your name appears on the VIF. If these voting instructions are given on behalf of a body corporate set out the full legal name of the body corporate, the name and position of the person giving voting instructions on behalf of the body corporate and the address for service of the body corporate.**
5. If this VIF is not dated, it will be deemed to bear the date on which it is mailed by management to you.
6. **When properly signed and delivered, securities represented by this VIF will be voted as directed by you, however, if such a direction is not made in respect of any matter, the VIF will direct the voting of the securities to be made as recommended in the documentation provided by Management for the meeting.**
7. This VIF confers discretionary authority on the appointee to vote as the appointee sees fit in respect of amendments or variations to matters identified in the notice of meeting or other matters as may properly come before the meeting or any adjournment thereof.
8. Your voting instructions will be recorded on receipt of the VIF.
9. By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to the voting of, these securities.
10. If you have any questions regarding the enclosed documents, please contact the Registered Representative who services your account.
11. This VIF should be read in conjunction with the information circular and other proxy materials provided by Management.

How to Vote

VOTE USING THE TELEPHONE 24 HOURS A DAY, 7 DAYS A WEEK!

INTERNET

- Go to www.astvotemyproxy.com
- Cast your vote online
- View Meeting documents

TELEPHONE

Use any touch-tone phone, call toll free in Canada and United States **1-888-489-7352** and follow the voice instructions.

To vote by Internet or telephone you will need your control number. If you vote by Internet or telephone, DO NOT return this VIF.

To vote using your smartphone, please scan this QR Code :



MAIL, FAX or EMAIL

- Complete and return your signed VIF in the envelope provided or send to:
AST Trust Company (Canada)
P.O. Box 721
Agincourt, ON M1S 0A1
- You may alternatively fax your VIF to 1-416-368-2502 or toll free in Canada and United States to 1-866-781-3111 or scan and email to proxyvote@astfinancial.com.

All VIFs must be received by 5:00 p.m. (Eastern Time) on Friday December 4, 2020.