

PROXY

PROXY TO VOTE _____ (# OF SHARES) VMS REHAB SYSTEMS, INC.
SHARES MONDAY, NOVEMBER 14TH, 2016 AT THE OFFICES OF VINCENT, DAGENAIS,
GIBSON LLP SUITE 400, 260 DALHOUSIE ST. OTTAWA, ONTARIO K1N7E4 _____

I, _____, APPOINT _____ TO VOTE THE SAID SHARES OF
VMS REHAB SYSTEMS, INC. HELD IN THE ACCOUNT _____ (as above)
AT _____ (NAME OF CUSTODIAN(S)).

AS INDICATED BY 'YES' OR 'NO' AS CHECKED AGAINST EACH OF THE RESOLUTIONS PROVIDED BELOW, THE SAID RESOLUTIONS TO BE VOTED BY THE SHAREHOLDERS AT THE ANNUAL GENERAL SHAREHOLDERS MEETING OF VMS REHAB SYSTEMS, INC. TO BE CONVENED AT 10:00 AM O'CLOCK ON MONDAY, NOVEMBER 14TH, 2016 AT THE OFFICES OF VINCENT, DAGENAIS, GIBSON LLP SUITE 400, 260 DALHOUSIE ST. OTTAWA, ONTARIO K1N7E4

1. A RESOLUTION APPROVING THE ANNUAL ACCOUNTS OF THE COMPANY FOR FISCAL 2015. YES ___ NO ___
2. A RESOLUTION APPROVING THE NOMINATION OF MICHAEL S. WEXLER AND CAROL D. SEGAL AS MEMBERS OF THE BOARD OF DIRECTORS TO SERVE UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY. YES ___ NO ___
3. A RESOLUTION TO APPROVE AND RATIFY AN OFFICIAL BOARD REQUEST THAT PROVIDES THE BOARD OF DIRECTORS AUTHORITY FOR A PERIOD OF 5 YEARS TO ISSUE THE CLASS B COMMON SHARES OF THE COMPANY FOR THE SETTLEMENT OF DEBT OBLIGATIONS AND/OR FOR ANY OTHER PURPOSE WHATSOEVER THAT THE BOARD DEEMS BENEFICIAL TO THE COMPANY PROVIDED THAT THE ULTIMATE BENEFICIAL CONTROLLING SHAREHOLDER OF THE COMPANY WOULD NOT BE CHANGED.
4. TO VOTE THE SAID SHARES ON ANY OTHER BUSINESS TT COMES BEFORE THIS SPECIAL GENERAL MEETING OF THE SHAREHOLDERS. YES ___ NO ___

SIGNED ON BEHALF OF _____

(BENEFICIAL OWNER/TRUSTEE/POWER OF ATTORNEY/AUTH SIGNATORY)

DATE