

Security Class

Holder Account Number

Fold

Form of Proxy - Annual and Special General Meeting to be held on December 23, 2008

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. 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) and initial or sign beside such change.
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 may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears 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 confers discretionary authority on the proxyholder named herein.
6. The securities represented by this proxy will be voted or withheld from voting, 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 to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
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 9:00 a.m., Vancouver Time, on December 19, 2008.

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

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, HOLDER ACCOUNT NUMBER and ACCESS NUMBER listed below.

CONTROL NUMBER

HOLDER ACCOUNT NUMBER

ACCESS NUMBER



Appointment of Proxyholder

I/We, being shareholder ("Registered Shareholder") of Versatile Systems Inc. hereby appoint(s): JOHN HARDY, a Director of the Company, or failing him, FRASER ATKINSON, a Director of the Company

OR

Enter the name of the person you are appointing if this person is someone other than the foregoing and initial or sign beside such change.

as my/our proxyholder with full power of substitution to vote in accordance with the following directions (or if no directions have been given, as the proxyholder sees fit) on all matters that may properly come before the Annual and Special General Meeting of Versatile Systems Inc. to be held at 2900 – 550 Burrard Street, Vancouver, B.C. on December 23, 2008 at 9:00 a.m. Vancouver time and at any adjournment thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

For **Against**

1. Set the Number of Directors

To set the number of directors for the ensuing year at seven (7).

2. Election of Directors

For **Withhold**

For **Withhold**

For **Withhold**

01. John Hardy

02. Alessandro Benedetti

03. Malcolm F. Clay

04. Fraser Atkinson

05. Kais Laouiti

06. Robert Joyce

07. Bertrand des Pallieres

3. Appointment of Auditors

To appoint Deloitte & Touche LLP as Auditors of the Company for the ensuing year.

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

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 confers discretionary authority on the proxyholder named herein.

Signature(s)

Date

DD / MM / YY

