

VISCOUNT SYSTEMS, INC.
(the "Company")

This form of proxy is solicited by management of the Company and will be used at the Annual General and Special Meeting of the holders of Common Stock and Series A Convertible Redeemable Preferred Stock of the Company to be held on May 15, 2014 at 8:00 a.m. (Eastern Time).

The undersigned shareholder of Common Stock of Viscount Systems, Inc., hereby appoints Dennis Raefield, President of the Company, or in the place of the foregoing the following person _____ (*insert name*), with full power of substitution in each, as proxyholder to cast all votes which the undersigned shareholder is entitled to cast at the Annual General and Special Meeting of Shareholders to be held at 8:00 a.m. (Eastern Time) on Thursday, May 15, 2014, at Hilton Garden Inn, 815 14th Street NW, Washington, DC 20005, or any adjournment or postponement thereof, with authority to vote upon the matters set forth on this Proxy Card.

BY SIGNING AND DATING THIS PROXY CARD, YOU AUTHORIZE THE PROXYHOLDER TO VOTE EACH PROPOSAL AS MARKED, OR IF NOT MARKED, TO VOTE "FOR" EACH PROPOSAL, AND TO USE THEIR DISCRETION TO VOTE ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE MEETING.

The undersigned hereby acknowledges receipt of the Company's Proxy Statement and hereby revokes any proxy or proxies previously given.

**IMPORTANT – PLEASE SIGN AND RETURN YOUR COMPLETED
PROXY CARD PROMPTLY. YOUR VOTE IS IMPORTANT!**

Please mark your votes as indicated in this example: [X]

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE BELOW ITEMS.

Item 1 – The election of Directors to serve until the next Annual Meeting of Shareholders as provided in the Articles of Incorporation, or until his or her successor is duly elected and qualified.

NOMINEE:	Dennis Raefield	
	FOR	WITHHOLD
	[]	[]

NOMINEE:	Robert Liscouski	
	FOR	WITHHOLD
	[]	[]

NOMINEE:	Paul Goldenberg	
	FOR	WITHHOLD
	[]	[]

NOMINEE:	Paul Brisgone	
	FOR	WITHHOLD
	[]	[]

NOMINEE:	Ned Siegel	
	FOR	WITHHOLD
	[]	[]

Item 2 – The ratification of the appointment of Dale Matheson Carr-Hilton LaBonte LLP, Chartered Accountants as the independent auditor for the year ending December 31, 2014.

	FOR	WITHHOLD
	[]	[]

Item 3 – The approval, by ordinary resolution, of the amendment of the Company’s Amended and Restated Articles of Incorporation and the Company’s Amended and Restated Bylaws to increase the authorized number of directors from six to nine.

FOR
[]

AGAINST
[]

Item 4 - The proxyholder be granted authority to vote at his/her discretion on any amendment or variation to the previous resolutions or any other matter that may be properly brought before the said Meeting or any adjournment thereof.

FOR
[]

AGAINST
[]

All of the proposals set forth above are proposals of the Company. None of the proposals are related to or conditioned upon approval of any other proposal.

THIS PROXY MUST BE SIGNED AND DATED BELOW:

REGISTERED HOLDER SIGN HERE: _____

PRINT NAME HERE: _____

DATE SIGNED: _____

NUMBER OF SHARES VOTED: _____

Please sign above exactly as your name appears on this Proxy Card. If shares are registered in more than one name, the signatures of all such persons are required. A corporation should sign in its full corporate name by a duly authorized officer, stating his/her title. A corporation must attach a copy of the corporate resolution authorizing the duly authorized officer to sign this Proxy Card. Trustees, guardians, executors and administrators should sign in their official capacity, giving their full title as such and attaching documentation supporting their authority to sign. If a partnership, please sign in the partnership name by authorized person(s) and attach a partnership resolution.

All proxies must be received by the tabulating agent not less than forty-eight (48) hours, excluding Saturdays, Sundays, and holidays, prior to the time of the meeting in order to be counted. The address for the tabulating agent is as follows: Advantage Proxy, PO Box 13581, Des Moines, Washington, 98198, or fax number (206) 870-8492. Scanned copies of signed proxies can also be sent by email to ksmith@advantageproxy.com.

THANK YOU FOR VOTING.