

## Proxy

### ANNUAL AND SPECIAL MEETING OF STOCKHOLDERS OF COUNTERPATH CORPORATION

**TO BE HELD AT THE VANCOUVER CLUB, 915 WEST HASTINGS STREET,  
VANCOUVER, BRITISH COLUMBIA ON OCTOBER 22, 2009, AT 2:00 PM  
(VANCOUVER TIME)**

The undersigned member (“Registered Stockholder”) of the Company hereby appoints, Donovan Jones, the President, Chief Executive Officer and a director of the Company, or failing this person, David Karp, a Chief Financial Officer, Treasurer and Secretary of the Company, or in the place of the foregoing, \_\_\_\_\_ (*print the name*), as proxyholder for and on behalf of the Registered Stockholder with the power of substitution to attend, act and vote for and on behalf of the Registered Stockholder in respect of all matters that may properly come before the aforesaid meeting of the Registered Stockholders of the Company (the “Meeting”) and at every adjournment thereof, to the same extent and with the same powers as if the undersigned Registered Stockholder were present at the said Meeting, or any adjournment thereof.

The Registered Stockholder hereby directs the proxyholder to vote the securities of the Company recorded in the name of the Registered Stockholder as specified herein.

**The undersigned Registered Stockholder hereby revokes any proxy previously given to attend and vote at said Meeting.**

**REGISTERED HOLDER SIGN HERE:** \_\_\_\_\_

**DATE SIGNED:** \_\_\_\_\_

**THIS PROXY MUST BE SIGNED AND DATED.**

**SEE IMPORTANT INSTRUCTIONS ON REVERSE.**

**Resolutions** (For full details of each item, please see the enclosed Notice of Meeting and Information Circular)

	For	Against	Withhold
1. To elect as Director, Mark Bruk		N/A	
2. To elect as Director, Peter Charbonneau		N/A	
3. To elect as Director, Chris Cooper		N/A	
4. To elect as Director, William Jin		N/A	
5. To elect as Director, Donovan Jones		N/A	
6. To elect as Director, Owen Matthews		N/A	
7. To elect as Director, Terence Matthews		N/A	
8. To elect as Director, Greg Pelling		N/A	
9. To elect as Director, Larry Timlick		N/A	
10. Appointment of BDO Dunwoody, Chartered Accountants, as auditors of the Company		N/A	
11. To authorize the Directors to fix the Auditors’ remuneration			N/A
12. To approve the Deferred Share Unit Plan			N/A
13. To approve the increase in the number of shares issuable under the 2005 Stock Option Plan by 800,000 shares			N/A
14. To approve the decrease in the number of shares issuable under the Employee Share Purchase Plan by 800,000 shares			N/A

# INSTRUCTIONS FOR COMPLETION OF PROXY

1. **This Proxy is solicited by the Management of the Company.**
2. This form of proxy (“Instrument of Proxy”) ***must be signed by you, the holder***, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and ***if executed by an attorney, officer, or other duly appointed representative***, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany the Instrument of Proxy.
3. ***If this Instrument of Proxy is not dated*** in the space provided, authority is hereby given by you, the holder, for the proxyholder to date this proxy seven (7) calendar days after the date on which it was mailed to you, the holder, by Valiant Trust Company.
4. ***A holder who wishes to attend the Meeting and vote on the resolutions in person*** may simply register with the scrutineers before the Meeting begins.
5. ***A holder who is not able to attend the Meeting in person but wishes to vote on the resolutions***, may do the following:
  - (a) ***appoint one of the management proxyholders*** named on the Instrument of Proxy, by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxyholders shown and do not complete the blank space provided for the appointment of an alternate proxyholder). **Where no choice is specified by a holder with respect to a resolution set out in the Instrument of Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on this Instrument of Proxy and, if applicable, for the nominees of management for directors and auditors as identified in this Instrument of Proxy; OR**
  - (b) ***appoint another proxyholder***, who need not be a holder of the Company, to vote according to the holder’s instructions, by striking out the management proxyholder names shown and inserting the name of the person you wish to represent you at the meeting in the space provided for an alternate proxyholder.
6. ***The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the holder on any ballot*** of a resolution that may be called for and, if the holder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. If a holder has submitted an Instrument of Proxy, ***the holder may still attend the Meeting and may vote in person***. To do so, the holder must record his/her attendance with the scrutineers before the commencement of the Meeting and revoke, in writing, the prior votes.
7. Further, the securities will be voted by the appointed proxyholder with respect to any amendments or variations to matters identified in the Notice of Meeting or other matters which may properly come before the Meeting, as the proxyholder in its sole discretion sees fit.
8. **To be represented at the Meeting, proxies must be submitted no later than forty-eight (“48”) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or adjournment thereof.**

## VOTING METHODS

### **RETURN YOUR PROXY BY MAIL, COURIER, FAX OR EMAIL to VALIANT TRUST COMPANY**

If by mail to Suite 600 and if by courier or by hand to Suite 300 at the following address): 750 Cambie Street, Vancouver, British Columbia, V6B 0A2, Attention: Director, Client Services. Fax number 604-681-3067; email: [valianttrust@valianttrust.com](mailto:valianttrust@valianttrust.com).