

**Proxy for use at Annual General & Special Meeting to be held on June 18th, 2010 - Solicited on behalf of Management**

The undersigned Shareholder of **OPEL International Inc.** (the “Company”) hereby appoints Leon M. Pierhal, President and C.E.O., or failing him, Mike McCoy, Treasurer and C.F.O., both of Shelton, Connecticut, or \_\_\_\_\_ as proxyholder for and on behalf of the undersigned to attend the Annual General Meeting (the “Meeting”) to be held in the York Room, on the Mezzanine Floor, at the Sheraton Centre, 123 Queen Street West, Toronto, Ontario on June 18, 2010, at 10:00 a.m., and at any and all adjournments thereof and thereat, to act for and on behalf of and to vote the shares of the undersigned and to cast the number of votes the undersigned would be entitled to cast if personally present with respect to the matters specified below. The undersigned specifies that, with respect to any of the matters listed below, the number of votes which the undersigned would be entitled to cast if personally present shall on any poll or ballot be voted for or against by the proxyholder as so specified. **IF no choice is specified in any one or more of the spaces set out for that purpose, the persons named above intend to vote FOR the matters listed below and with respect to any amendments to or variations in any of the matters listed below and to other matters which may properly come before the Meeting or any adjournment thereof, the undersigned hereby confers sole discretionary authority on the proxyholder to act at such meeting and any adjournment thereof for and on behalf of and in the name of the undersigned and to cast the number of votes that the undersigned would be entitled to cast if personally present.**

**NOTES:**

1. Registered Shareholders and NOBO’s (as defined in the Information Circular) should complete this form of proxy and deposit it with or mail it to Equity Transfer & Trust Company, the Company’s transfer agent, at 200 University Avenue, Suite 400, Toronto, Ontario, Canada M5H 4H1, so that it is received by 4:00 p.m. on June 17th, 2010 or, if the Meeting is adjourned or postponed, not later than 18 hours preceding the Meeting (excluding Saturdays, Sundays and holidays). Late proxies may be accepted or rejected by the Chair of the Meeting in his discretion, and the Chair is under no obligation to accept any late proxy.
2. A proxy will not be valid unless it is signed by the Shareholder or the Shareholder’s attorney in writing. Joint owners should each sign the proxy, although, as provided in the by-laws of the Company, in the case of two or more registered holders of a share, the vote of any one of them who tenders a vote in the absence of the others, whether in person or by proxy, will be accepted. Joint owners cannot under any circumstances vote separately. Where the proxy is signed by a corporation, either its common seal must be affixed to the proxy, or it should be signed by the corporation under the hand of an officer or attorney duly authorized in writing, which authority must accompany the proxy.
3. **If a Shareholder wishes to appoint a person (who need not be a Shareholder) other than those whose names are printed on this form of proxy, the Shareholder should strike out the names provided and insert the name of his nominee as proxyholder in the space provided for that purpose.**
4. A proxy that is not dated will be deemed to be dated the date on which it is mailed by the Shareholder.
5. If you are a beneficial shareholder of shares registered in your broker’s name or your broker’s agent’s name and you are not a NOBO, please follow the special instructions provided by the broker or the broker’s agent regarding this proxy in order to ensure your votes are counted. For more information on this matter, refer to the accompanying Management Information Circular under the heading “Information Concerning the Meeting” or call your broker for clarification.

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### VOTING CHOICES

The proxyholder is specifically directed to vote, or withhold from voting, the shares registered in the name of the undersigned as indicated below:

1. The election of the following individuals as directors of the Company for the ensuing year:

**VOTE FOR ALL** \_\_\_ or

Denis Colbourne	VOTE FOR ___	WITHHOLD VOTE ___
Lawrence R. Kunkel	VOTE FOR ___	WITHHOLD VOTE ___
Dr. Samuel Peralta	VOTE FOR ___	WITHHOLD VOTE ___
Leon M. Pierhal	VOTE FOR ___	WITHHOLD VOTE ___
David Slomka	VOTE FOR ___	WITHHOLD VOTE ___

2. The appointment of Marcum LLP, Accountants & Advisors, as auditors of the Company and the authorization of the directors to fix their remuneration.

VOTE FOR \_\_\_                      WITHHOLD VOTE \_\_\_

3. To pass a special resolution authorizing the filing of articles of amendment to change the name of the Company to OPEL Solar International Inc., as set out in the accompanying Management Information Circular.

VOTE FOR \_\_\_                      VOTE AGAINST \_\_\_

4. To pass a special resolution authorizing the Continuance of the Company under the OBCA, as set out in the accompanying Management Information Circular.

VOTE FOR \_\_\_                      VOTE AGAINST \_\_\_

5. To pass a resolution confirming the new By-law No.1 of the Company and repealing the existing By-law No. 1, as set out in the accompanying Management Information Circular.

VOTE FOR \_\_\_                      VOTE AGAINST \_\_\_

6. To transact such further or other business as may properly come before the meeting and any adjournments thereof.

VOTE FOR \_\_\_                      VOTE AGAINST \_\_\_

**The undersigned hereby revokes any proxy previously given.**

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2010.

\_\_\_\_\_  
Signature of Shareholder

Number of common shares held: \_\_\_\_\_

*SEE NOTES ON FRONT PAGE OF THIS PROXY.*