

**AOI Medical, Inc.
FORM OF PROXY**

for use at the Special Meeting on December 30, 2009

Please read carefully the Notice of Special Meeting and explanatory notes set out below before completing this form. Please complete the form in **BLOCK CAPITALS**.

I/We _____
of _____

being a Stockholder of the above-named Company HEREBY APPOINT John D. Feltman the Chairman of the Special Meeting, or:

_____ of _____
as my/our proxy to attend and vote for me/us and on my/our behalf as directed below at the Special Meeting of the Stockholders of the Company to be held at 10:00 a.m. (Atlanta time) on December 30, 2009 at The Capital City Club, 7 Harris Street NW, Atlanta, Georgia 30303, USA and at any adjournment of the Special Meeting.

I/We hereby revoke any proxy previously given to vote my on my/our behalf and acknowledge receipt of the of the Notice of Special Meeting dated December 18, 2009.

If you want your proxy to vote in a certain way on any of the resolutions specified, please place an "X" in the relevant box below. If you fail to select any of the given options, your proxy can vote as he or she chooses, or can decide not to vote at all. The proxy can also do so on any other business (including any proposal to adjourn the Special Meeting or amendments to the resolutions that are put to the Special Meeting. You may revoke this proxy at any time prior to the vote at the Special Meeting.

Resolution 1:

To approve the amendment of the Corporations's Certificate of Incorporation, pursuant to the Articles of Amendment in the form attached hereto as Exhibit A.

For Against Abstain

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 2:

To approve the amendment of the Corporations's Bylaw's, pursuant to the Articles of Amendment in the form attached hereto as Exhibit B.

For Against Abstain

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 3

To approve and consent to the issuance of; (i) up to 2,000,000 Common Shares of the Company at \$2.00 per share, in a private placement, on such other terms and conditions as the Board of Directors shall determine, and (ii) such number of shares of the Company's securities, at such price per share, as shall result in up to \$5,000,000 in gross proceeds to the Company, on such terms and conditions as the Board of Directors shall determine.

For Against Abstain

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Signed _____

Dated this ____ day of December, 2009

Notes:

1. If you wish to appoint a person other than the Chairman of the Special Meeting as your proxy, insert the name and address of that person in the space provided, delete the words "John D. Feltman, the Chairman of the Special Meeting, or" and initial the alteration. If you sign and return this proxy form with no name inserted in the box, the Chairman of the Special Meeting will be deemed to be your proxy.
2. In the case of an individual, this form must be signed by the appointer or by his attorney duly authorized in writing or by such other method as is permitted under the Delaware General Corporation Law ("DGCL"). In the case of a corporation, it must be signed on behalf of the corporation under hand by a duly authorized officer or by its duly appointed attorney in-fact or by such other method as is permitted under the DGCL.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, complete a separate form of proxy for each proxy indicating for which class of shares the proxy is appointed and contact Computershare Investor Services (Channel Islands) Limited by telephone on +44 (0)870 889 3105 not less than 48 hours before the time of the Special Meeting to ensure Computershare Investor Services (Channel Islands) Limited are aware of the appointment of multiple proxies.
4. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.