

Biloxi Marsh Lands Corporation

One Galleria Blvd., Suite 902

Metairie, LA 70001

Phone: (504) 837-4337

Fax: (504) 837-1889

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To the Shareholders:

The Annual Meeting of Shareholders of Biloxi Marsh Lands Corporation will be held at the Corporate Office, One Galleria Blvd., Suite 902, Metairie, Louisiana, 70001 on Tuesday, May 7, 2019 at 10:30 a.m. for the following purposes:

1. To vote on the following three nominees to serve as Class I Directors for a term ending at the 2022 Annual Meeting of Shareholders: John F. Bernard, Jack V. Foster, Jr., and E. James Kock, III; and
2. To transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

The close of business on March 29, 2019, has been fixed as the record date for determining shareholders entitled to notice of and to vote at the meeting. The proposed Director nominations reapportion the Director Classes so that all classes of directors shall be equal.

By order of the Board of Directors.

Charlton B. Ogden, III
Secretary

Metairie, Louisiana
March 29, 2019

YOUR VOTE IS IMPORTANT

PLEASE SIGN, DATE AND RETURN YOUR PROXY IN THE ENCLOSED ADDRESSED, STAMPED ENVELOPE. WE REQUEST THAT YOU RETURN IT NO LATER THAN THURSDAY, APRIL 18, 2019, BUT IT WILL BE VALID IF WE RECEIVE IT BY THE TIME OF THE ANNUAL MEETING. IF YOU WISH, YOU MAY REVOKE YOUR PROXY AND VOTE IN PERSON AT THE MEETING. YOU MAY ALSO REVOKE YOUR PROXY AT ANY TIME BEFORE IT IS VOTED BY GIVING US WRITTEN NOTICE OF REVOCATION OR BY DELIVERING A PROXY WITH A LATER DATE.

We have posted these materials on our website www.biloximarshlandscorp.com.

**PROXY
IMPORTANT – RETURN REQUESTED**

**SOLICITED BY THE BOARD OF DIRECTORS OF
BILOXI MARSH LANDS CORPORATION**

The undersigned hereby appoints Charlton B. Ogden, III, William B. Rudolf, Michael J. Rapier, and Karl D. Zollinger (each with full power of substitution), and any two of them acting together, to represent the undersigned at, and to vote all shares of Common Stock of Biloxi Marsh Lands Corporation which the undersigned is entitled to vote at, the Annual Meeting of Shareholders of said corporation to be held at the Corporate Office, One Galleria Blvd., Suite 902, Metairie, Louisiana, 70001 on **Tuesday May 7, 2019 at 10:30 a.m.** and at any adjournments or postponements thereof (1) as hereinafter specified for the election of directors, and (2) in their discretion upon such other business as may properly come before the meeting or any adjournments thereof.

**A VOTE “FOR” ALL OF THE FOLLOWING NOMINEES IS
RECOMMENDED BY THE BOARD OF DIRECTORS**

Election of Directors for a term ending at the 2022 Annual Meeting of Shareholders, please check one of the boxes below:

For all of the nominees listed below.

For all of the nominees listed below except that authority is withheld to vote for those nominees whose names are written below.

Not voting.

Class I – John F. Bernard, Jack V. Foster, Jr., and E. James Kock, III.

INSTRUCTIONS: To withhold authority to vote for any nominee(s), write the name(s) in the space provided below:

When properly executed and returned, this proxy will be voted in the manner specified thereon. If no manner is specified, the proxy will be voted “FOR” election of all of the nominees named herein.

Date: _____, 2019

SIGNATURE OF SHAREHOLDER

NOTE: Please sign as your name appears on your stock certificate. In the case of joint owner, co-executors, attorney-in-fact or trustee, both should sign. Persons signing as attorney-in-fact, executor, administrator, trustee or guardian, should give their full title as such. If a corporation, please sign in full corporate name by authorized officer. If a Partnership, please sign in the full partnership name by authorized person.

**PLEASE SIGN, DATE AND RETURN THIS PROXY IN THE ENCLOSED
ADDRESSED, STAMPED ENVELOPE.**