

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General and Special Meeting to be held on Thursday, May 18, 2017

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.
9. In accordance with the general by-law of the Corporation (the "By-Law"), the securities of the Corporation are subject to the "Control Approval Requirements" (as such term is defined in the By-Law). The Corporation will furnish to a shareholder, on demand and without charge, a full copy of the text of these requirements. **By signing this proxy or by giving voting instructions, I declare to the Corporation that the beneficial holder of common shares of the Corporation and any person exercising control or direction over any of such common shares do not own, hold or control, directly or indirectly, a Significant Voting Interest (as such term is defined in the By-Law) contrary to any of the Control Approval Requirements.**

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Proxies submitted must be received by 10:00 am, Eastern Time, on Tuesday, May 16, 2017.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We being holder(s) of common shares of the Corporation hereby appoint:
Ian W. Delaney, or failing him, **J. Cameron MacDonald**, or failing him,
Glenn G. MacNeil

OR

Print the name of the person you are
appointing if this person is someone
other than the Management Nominees
listed herein.

as my/our proxyholder with full power of substitution and to vote in accordance with the following direction including upon any ballot duly called thereat (of if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Meeting to be held at St. Andrew's Club and Conference Centre, 150 King Street West, Sun Life Financial Tower, S3/S4 Inverness Room, 27th Floor Toronto, Ontario M5H 1J9 on Thursday, May 18, 2017 at 10:00 a.m. EDT, including upon any ballot duly called thereat and at any adjournment or postponement thereof, in the same manner, to the same extent and with same powers as if the undersigned were present at the meeting, and without limiting the general authorization given, the persons above-named are specifically directed:

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. Stephen R. Cole	☐	☐	02. Ian W. Delaney	☐	☐	03. John W. Gildner	☐	☐
04. J. Cameron MacDonald	☐	☐	05. Peter H. Puccetti	☐	☐	06. Bruce V. Walter	☐	☐

For Withhold

2. Appointment of Auditors

To re-appoint Deloitte LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year and to authorize the audit committee of the board of directors of the Corporation (the "Audit Committee") to fix their remuneration and terms of engagement.

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☐

For Against

3. Option Plan Approval

To consider a resolution (the "Option Plan Resolution") to confirm and approve the amended and restated 10% rolling incentive stock option plan of the Corporation, as required by the TSX Venture Exchange on an annual basis.

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The undersigned instructs the above-named proxy holder to act on each of the matters itemized above as directed. If no direction is given, such proxyholder shall vote for the election of the management nominees listed in item 1, for the re-appointment of Deloitte LLP, Chartered Professional Accountants, as auditors and the authorization of the Audit Committee to fix their remuneration and terms of engagement, and for the Option Plan Resolution. The undersigned hereby confers discretionary authority upon such proxyholder to vote in accordance with his or her best judgment, with respect to amendments or variations to the matters outlined above and with respect to matters other than those listed in the Notice of Meeting and which may properly come before the meeting. At the date hereof, management knows of no such amendment, variation or other matter.

Authorized Signature(s) – This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

MM / DD / YY

Interim Financial Statements – Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

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Annual Financial Statements – Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

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If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist

