

# TWC ENTERPRISES LIMITED

## PROXY SOLICITED BY MANAGEMENT for the Annual Meeting of Shareholders May 10, 2017

Please date and sign this form of proxy and return it in the enclosed return postage prepaid envelope or deliver it by hand to CST Trust Company, 320 Bay Street, Basement Level (B1), Toronto, Ontario, M5H 4A6 or by facsimile to (416) 368-2502 or 1-866-781-3111 or by email at proxy@canstockta.com. If you are planning to attend the meeting to vote in person, please bring this proxy as it will assist in your registration.

The undersigned holder of common shares of TWC Enterprises Limited (the "Corporation") hereby appoints **Mr. K. Rai Sahi**, Director, Chairman and Chief Executive Officer of the Corporation or, failing him, **Mr. David A. King**, Director of the Corporation or, instead of either of them, \_\_\_\_\_, as nominee, with full power of substitution, to attend, vote and otherwise act for and on behalf of the undersigned at the annual meeting of shareholders of the Corporation to be held Wednesday, May 10, 2017, and at any adjournment thereof, to the same extent and with the same power as if the undersigned were personally present at the said meeting, or any adjournment thereof, and hereby revokes any proxy previously given, provided that the undersigned shareholder specifies and directs the person above named that the shares registered in the name of the undersigned shall be:

1. **VOTED**  **WITHHELD FROM VOTING**   
(or if no specification is made, **VOTED**) for the election of Patrick S. Brigham as director of the Corporation;
2. **VOTED**  **WITHHELD FROM VOTING**   
(or if no specification is made, **VOTED**) for the election of Paul D. Campbell as director of the Corporation;
3. **VOTED**  **WITHHELD FROM VOTING**   
(or if no specification is made, **VOTED**) for the election of David A. King as director of the Corporation;
4. **VOTED**  **WITHHELD FROM VOTING**   
(or if no specification is made, **VOTED**) for the election of John Lokker as director of the Corporation;
5. **VOTED**  **WITHHELD FROM VOTING**   
(or if no specification is made, **VOTED**) for the election of Samuel J.B. Pollock as director of the Corporation;
6. **VOTED**  **WITHHELD FROM VOTING**   
(or if no specification is made, **VOTED**) for the election of K. Rai Sahi as director of the Corporation;
7. **VOTED**  **WITHHELD FROM VOTING**   
(or if no specification is made, **VOTED**) for the election of Donald W. Turple as director of the Corporation;
8. **VOTED**  **WITHHELD FROM VOTING**   
(or if no specification is made, **VOTED**) for the election of Jack D. Winberg as director of the Corporation;
9. **VOTED**  **WITHHELD FROM VOTING**   
(or if no specification is made, **VOTED**) for the appointment of Deloitte LLP, Chartered Professional Accountants, as auditor of the Corporation and authorizing the directors to fix the remuneration of the auditor; and
10. Voted at the discretion of the proxy nominee on any amendments to the foregoing and on such other business as may properly come before the meeting or any adjournment(s) thereof.

This instrument supercedes and revokes any prior appointment of proxy made by the undersigned with respect to the voting of common shares below at the meeting.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

\_\_\_\_\_  
Number of Shares

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

\_\_\_\_\_  
Name of Shareholder

**A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON, WHO NEED NOT BE A SHAREHOLDER, TO REPRESENT HIM/HER AT THE MEETING OTHER THAN THE PERSONS NAMED ABOVE. TO EXERCISE THE RIGHT, A SHAREHOLDER MAY INSERT THE NAME OF THE DESIGNATED PERSON IN THE BLANK SPACE PROVIDED IN THIS FORM OF PROXY AND STRIKE OUT THE OTHER NAMES OR SUBMIT ANOTHER PROPER FORM OF PROXY.**

**IF ANY AMENDMENTS OR VARIATIONS TO MATTERS IDENTIFIED IN THE NOTICE OF THE MEETING ARE PROPOSED AT THE MEETING OR IF ANY OTHER MATTERS PROPERLY COME BEFORE THE MEETING, THIS PROXY CONFERS DISCRETIONARY AUTHORITY TO VOTE ON SUCH AMENDMENTS OR VARIATIONS OR SUCH OTHER MATTERS ACCORDING TO THE BEST JUDGMENT OF THE PERSON VOTING THE PROXY AT THE MEETING.**

**NOTES:**

1. Please date, complete and sign this form of proxy exactly as your name appears on this form of proxy. If a shareholder is a corporation, the form of proxy must be executed under its corporate seal or by an officer or attorney thereof duly authorized. If this form of proxy is not dated in the space above, it will be deemed to bear the date on which it is mailed to you.
2. To be valid, this proxy must be signed and deposited with CST Trust Company, by mail using the enclosed return postage prepaid envelope, or by hand delivery to 320 Bay Street, Basement Level (B1) Toronto, ON M5H 4A6 or by facsimile to 416-368-2502 or 1-866-781-3111 or by email at [proxy@canstockta.com](mailto:proxy@canstockta.com), not later than May 8, 2017 at 5:00 p.m. (Eastern Time).
3. See the Management Information Circular which accompanies and forms part of the Notice of Meeting for a full explanation of the rights of shareholders regarding completion and use of this proxy and other information pertaining to the meeting.