TWC ENTERPRISES LIMITED

PROXY SOLICITED BY MANAGEMENT
for the Annual Meeting of Shareholders
May 8, 2019

Please date and sign this form of proxy and return it in the enclosed return postage prepaid envelope or deliver it by hand to AST Trust Company (Canada), 1 Toronto Street, Suite 1200, Toronto, Ontario, M5C 2V6 or by facsimile to 1-866-781-3111 (both sides) or by email at proxyvote@astfinancial.com (both sides). If you are planning to attend the meeting in person, please bring a copy of this proxy after sending it to AST Trust Company (Canada) 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.**_________________, 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 8, 2019, 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 Fraser R. Berrill as director of the Corporation;

2. **VOTED** ☐ **WITHHELD FROM VOTING** ☐
(or if no specification is made, **VOTED)** for the election of Patrick S. Brigham as director of the Corporation;

3. **VOTED** ☐ **WITHHELD FROM VOTING** ☐
(or if no specification is made, **VOTED)** for the election of Paul D. Campbell 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 Angela Sahi as director of the Corporation;

7. **VOTED** ☐ **WITHHELD FROM VOTING** ☐
(or if no specification is made, **VOTED)** for the election of K. Rai Sahi as director of the Corporation;

8. **VOTED** ☐ **WITHHELD FROM VOTING** ☐
(or if no specification is made, **VOTED)** for the election of Donald W. Turple as director of the Corporation;

9. **VOTED** ☐ **WITHHELD FROM VOTING** ☐
(or if no specification is made, **VOTED)** for the election of Jack D. Winberg as director of the Corporation;

10. **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

11. 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 _____________ , 2019.

______________________________	___________________________	_________________________________
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 AST Trust Company (Canada), by mail using the enclosed return postage prepaid envelope, or by hand delivery to 1 Toronto Street, Suite 1200, Toronto, ON M5C 2V6 or by facsimile to 1-866-781-3111 or by email at proxyvote@astfinancial.com not later than May 6, 2019 at 11:30 a.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.