

# Trisura Group Ltd.

PROXY

COMMON SHARES

**PROXY, solicited by management, for the Annual and Special Meeting of Shareholders of Trisura Group Ltd. to be held on Thursday, May 10, 2018 at 2:00 p.m. (Toronto time), and at all adjournments thereof.**

The undersigned holder of Common Shares of Trisura Group Ltd. (the "Company") hereby appoints DAVID NOWAK, or failing him A.J. SILBER, (or in lieu thereof \_\_\_\_\_), as proxy of the undersigned to attend and vote, in respect of all the Common Shares registered in the name of the undersigned, at the Annual and Special Meeting of Shareholders of the Company to be held on Thursday, May 10, 2018, and at any adjournments thereof (the "Meeting"), on the following matters:

**MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES**

1. Election of Directors	<b>FOR</b>	WITHHOLD
01 – Paul Gallagher	<input type="checkbox"/>	<input type="checkbox"/>
02 – Barton Hedges	<input type="checkbox"/>	<input type="checkbox"/>
03 – Greg Morrison	<input type="checkbox"/>	<input type="checkbox"/>
04 – George E. Myhal	<input type="checkbox"/>	<input type="checkbox"/>
05 – Robert Taylor	<input type="checkbox"/>	<input type="checkbox"/>
2. Appointment of the External Auditor	<b>FOR</b>	WITHHOLD
To appoint Deloitte LLP as the external auditor and authorize the directors to set its remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the Board Election Resolution	<b>FOR</b>	AGAINST
To approve the Board Election Resolution, the full text of which is set out in Appendix A to the Company's Management Information Circular dated March 29, 2018, to (i) amend the articles of the Company (the "Articles") to remove cumulative voting, (ii) amend the Articles to change the size of the board directors of the Company (the "Board") from a minimum of three directors and a maximum of 15 directors to a minimum of five directors and a maximum of 10 directors, and (iii) authorize the Board to determine the number of directors of the Company within the minimum and maximum numbers set forth in the Articles and the number of directors to be elected at the Company's annual meeting of shareholders.	<input type="checkbox"/>	<input type="checkbox"/>

In addition, the undersigned appoints such person as proxy to vote and act as aforesaid upon any amendments or variations to the matters identified in the Notice of Meeting and on all other matters that may properly come before the Meeting. **Unless otherwise specified above, the shares represented by this proxy will be voted by the persons whose names are printed above in accordance with the Management Voting Recommendations highlighted for each matter above.**

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

Number of Common Shares: \_\_\_\_\_

\_\_\_\_\_, Date: \_\_\_\_\_, 2018

Signature

- NOTES:**
1. If this proxy is not dated in the space provided, it will be deemed to be dated as of the date on which it was mailed to you by management of the Company.
  2. If the shareholder is an individual, please sign exactly as your shares are registered.  
  
If the shareholder is a corporation, this proxy must be executed by a duly authorized officer or attorney of the shareholder and, if the corporation has a corporate seal, its corporate seal should be affixed. If shares are registered in the name of an executor, administrator or trustee, please sign exactly as the shares are registered. If the shares are registered in the name of the deceased or other shareholder, the shareholder's name must be printed in the space provided, the proxy must be signed by the legal representative with his/her name printed below his/her signature and evidence of authority to sign on behalf of the shareholder must be attached to this proxy.
  3. **To be valid, this proxy must be signed and deposited with the Secretary of the Company c/o AST Trust Company (Canada), not later than 5:00 p.m. (Toronto time) on Tuesday, May 8, 2018 or, if the Meeting is adjourned, 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting: by mail using the business reply envelope accompanying your proxy; by fax at 416-368-2502 or 1-866-781-3111; or by email to [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com).**
  4. **A shareholder has the right to appoint a person (who need not be a shareholder) to represent the shareholder at the Meeting other than the management representatives designated in this proxy. Such right may be exercised by inserting in the space provided the name of the other person the shareholder wishes to appoint and delivering the completed proxy to the Secretary of the Company, as set out above.**
  5. Reference is made to the Company's Management Information Circular dated March 29, 2018 for further information regarding completion and use of this proxy and other information pertaining to the Meeting.
  6. If a share is held by two or more persons, any one of them present or represented by proxy at the Meeting may, in the absence of the other or others, vote in respect thereof, but if more than one of them are present or represented by proxy, they shall vote together in respect of each share so held.
  7. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and, if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.