

# PROXY ANDREW PELLER LIMITED 03444Q209 Solicited By (the Corporation) Management

The undersigned Shareholder of Andrew Peller Limited hereby appoints John E. Peller or failing him Randy A. Powell, or instead of either of them

as proxy of the undersigned with power of substitution to attend the Annual Meeting of the Shareholders of the Corporation to be held on the tenth day of September, 2014 and any adjournment thereof and to vote and otherwise act thereat for and on behalf and in the name of the undersigned in respect to all matters that may come before the said meeting and any adjournment thereof in the same manner as the undersigned could do if personally present as follows:

1. In the election of Directors:

- FOR  or WITHHOLD from voting  (or if no specification is made, FOR), Mark W. Cosens
- FOR  or WITHHOLD from voting  (or if no specification is made, FOR), Lori C. Covert
- FOR  or WITHHOLD from voting  (or if no specification is made, FOR), Richard D. Hossack Ph.D
- FOR  or WITHHOLD from voting  (or if no specification is made, FOR), Perry J. Miele
- FOR  or WITHHOLD from voting  (or if no specification is made, FOR), John E. Peller
- FOR  or WITHHOLD from voting  (or if no specification is made, FOR), Joseph A. Peller MD
- FOR  or WITHHOLD from voting  (or if no specification is made, FOR), A. Angus Peller MD
- FOR  or WITHHOLD from voting  (or if no specification is made, FOR), John F. Petch QC
- FOR  or WITHHOLD from voting  (or if no specification is made, FOR), Randy A. Powell
- FOR  or WITHHOLD from voting  (or if no specification is made, FOR), Brian J. Short

2. In the appointment of Auditors.

FOR  or WITHHOLD from voting  (or if no specification is made, FOR), PricewaterhouseCoopers LLP

DATED this ..... day of .....2014.

Signature of Shareholder

(Please Print Name)

**PLEASE NOTE - IMPORTANT**

1. If you cannot attend the meeting in person please sign, date and return this proxy to the Computershare Investor Services, 100 University Avenue, 9<sup>th</sup> Floor, Toronto, ON M5J 2Y1 forty-eight hours before the meeting.
2. If this proxy is signed on behalf of a corporation, the common seal of such corporation must be affixed.
3. Should a shareholder desire to appoint a proxy other than whose names are listed on this proxy, insert the name of the proxy, who need not be a shareholder, in the blank space provided for that purpose.
4. If this proxy is not dated in the space designated above, it shall be deemed to bear the date on which it was mailed.
5. If there are amendments to the matters set out in the notice of the meeting or other matters which properly come before the meeting, the proxyholder has discretionary authority to act and to vote with respect to such amendments or matters.