



### Appointment of Proxyholder

I/We, hereby appoint Harvey S. Naglie, Chairman, or failing him, Robert G. Courteau, Chief Executive Officer, OR

*Print the name of the person you are appointing if this person is someone other than the individuals listed above as proxy of the undersigned, to attend, act and vote in respect of all commons shares registered in the name of the undersigned at the Annual and Special Meeting of the Shareholders of ALTUS GROUP LIMITED ("Altus" or the "Company") to be held at 10:00 a.m. (Toronto time) on Monday April 28, 2014, at The Omni King Edward Hotel, 37 King Street East, Toronto, ON M5C 1E9 (the "Meeting"), and at any and all postponements or adjournments thereof in the same manner, to the same extent and with the same powers as if the undersigned were personally present at the Meeting, with full power of substitution. Without limiting the general powers and authority hereby conferred on the proxy form, the shares represented by this proxy are specifically directed to be voted or withheld from being voted as follows:*

<b>1. Election of Directors</b>	<i>FOR</i>	<i>WITHHOLD</i>
Robert G. Courteau	<input type="checkbox"/>	<input type="checkbox"/>
Anthony Gaffney	<input type="checkbox"/>	<input type="checkbox"/>
Diane MacDiarmid	<input type="checkbox"/>	<input type="checkbox"/>
A.B. (Sandy) McArthur	<input type="checkbox"/>	<input type="checkbox"/>
Harvey S. Naglie	<input type="checkbox"/>	<input type="checkbox"/>
Eric W. Slavens	<input type="checkbox"/>	<input type="checkbox"/>
Raymond Mikulich	<input type="checkbox"/>	<input type="checkbox"/>

	<i>FOR</i>	<i>WITHHOLD</i>
<b>2. Appointment of Ernst &amp; Young LLP as auditors</b> and to authorize the Board of Directors to fix the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
<b>3. Amendment to General By-law No. 1</b> to pass an ordinary resolution confirming amendments to General By-law No. 1 as described in the Company's Management Information Circular	<input type="checkbox"/>	<input type="checkbox"/>
<b>4. Resolution Confirming General By-law No. 2</b> to pass an ordinary resolution confirming General By-law No. 2, being an Advance Notice By-law, as described in the Company's Management Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>

*FOR*                      *WITHHOLD*

**5. Increase in Common Share Reserve**                                           

to approve an increase in the number of authorized common shares, as described in the Company's Management Information Circular.

**Under Canadian Securities Law, you are entitled to receive quarterly and annual financial statements. If you wish to receive such material, please tick the applicable boxes below.**

- I would like to receive quarterly financial statements and the MD&A
- I would like to receive annual financial statements and MD&A
- I would like to receive future mailings by email at \_\_\_\_\_

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 FOR a matter by Management's appointees or, if you appoint another proxyholder, as that other proxyholder sees fit. On any amendments or variations proposed or any new business properly submitted before the Meeting, I/We authorize you to vote as you see fit.**

\_\_\_\_\_  
Signature(s) of Shareholder                      Name of Shareholder (Please Print)

\_\_\_\_\_  
Date

Please sign exactly as your name(s) appear on your share certificate or statement. Please see reverse for instructions. All proxies must be received by **April 24, 2014 at 5:00 pm (Toronto time)**.



**Proxy Form – Special and Annual Meeting of Shareholders of ALTUS GROUP LIMITED to be held on Monday April 28, 2014 (the “Meeting”)**

**Notes to Proxy**

1. This proxy must be signed by a shareholder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your shares are registered. If the shareholder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.

2. If the 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 a deceased or other shareholder, the name must be printed in the space provided. This proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other shareholder must be attached to this proxy.

3. Some shareholders may own shares as both a registered shareholder and as a beneficial shareholder; in which case, you may receive more than one Management Information Circular and will need to vote separately as a registered shareholder and as a beneficial shareholder. Beneficial shareholders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of shares they beneficially own. Beneficial shareholders should follow instructions for voting conveyed to them by their intermediaries.

4. 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 at the Meeting. However, if one or more of them are present or represented by proxy, they must vote together in respect of that share.

All shareholders should refer to the Management Information Circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

This proxy is solicited by or on behalf of management of Altus Group Limited.



**How to Vote**

**INTERNET**

- Go to [www.cstvotemyproxy.com](http://www.cstvotemyproxy.com)
- Cast your vote online
- Read Meeting documents before voting

**TELEPHONE**

Use any touch-tone phone, call toll free **1-888-489-5760** and follow the voice instructions

To vote by telephone or Internet you will need your control number. If you vote by Internet or telephone, do not return this proxy.

**MAIL, FAX or EMAIL**

- Complete and return your signed proxy in the envelope provided or send to:  
CST Trust Company  
P.O. Box 721  
Aginccourt, ON MIS 0A1
- You may alternatively fax your proxy to **416-368-2502** or toll free to **1-866-781-3111** or scan and email to [proxy@canstockta.com](mailto:proxy@canstockta.com).

An undated proxy is deemed to be dated on the day it was received by CST,

If you wish to receive further shareholder materials electronically, please visit [www.canstockta.com/electronicdelivery](http://www.canstockta.com/electronicdelivery) to enrol.

**All proxies must be received by April 24, 2014 at 5:00 p.m. (Toronto time).**