



Security Class

Holder Account Number

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**Form of Proxy - Annual and Special Meeting scheduled to be held on Wednesday, May 8, 2019**

This Form of Proxy (this “proxy”) is solicited by and on behalf of Management (“Management”) of MCAN Mortgage Corporation (the “Corporation”).

**Notes to proxy**

1. If you want to attend the meeting and vote in person, please write your name in the blank space provided for that purpose on the reverse of this form. Every shareholder has the right to appoint some other person or company of their choice, who need not be the Corporation or a shareholder of the Corporation, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all registered holders should sign this proxy. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the shareholder.
5. **The securities represented by this proxy will be voted as directed by the shareholder. In the absence of such directions, this proxy will be voted FOR the matters listed in items 1, 3, 4 and 5 and with respect to item 2, the votes will be distributed equally among the nominated directors.**
6. The securities 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 has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying Notice of Annual and Special Meeting of Shareholders and Management Information Circular.

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To Vote Using the Internet	To Vote by Mail	To Vote by Fax	To Receive Documents Electronically
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- Go to the following website: [www.investorvote.com](http://www.investorvote.com)
- **Smartphone?** Scan the QR code to vote now.



- Complete, sign and date the reverse hereof.
- Return this proxy in the envelope provided.

- Complete, sign and date the reverse hereof.
- Forward it by fax (toll-free in Canada and the U.S.) to 1-866-249-7775.
- Forward it by fax to (416) 263-9524 for calls outside Canada and the U.S.

- You can enroll to receive future securityholder communications electronically by visiting [www.investorcentre.com](http://www.investorcentre.com) and clicking at the bottom of the page.

Proxies submitted must be received by 5:00 pm, Toronto Time, Monday, May 6, 2019.

To vote via the Internet, you will need to provide your CONTROL NUMBER listed below.

**CONTROL NUMBER**



# Form of Proxy - MCAN Mortgage Corporation

This Form of Proxy (this "proxy") is solicited by and on behalf of Management ("Management") of MCAN Mortgage Corporation (the "Corporation")

The undersigned shareholder of common shares of the Corporation hereby revokes any proxy previously given and hereby appoints Ian Sutherland or failing him, Susan Doré

OR

(Print the name of the person you are appointing if this person is someone instead of the foregoing in the blank space provided)

as my/our proxyholder with full power of substitution and to vote in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the **Annual and Special Meeting of the shareholders of the Corporation (the "Meeting") to be held at Vantage Venues, 150 King Street West, 27<sup>th</sup> Floor, Toronto, Ontario, on Wednesday, May 8, 2019 at 4:30 p.m. (Toronto time), and at any postponement or adjournment thereof.**

The Board of Directors and Management recommend that shareholders vote **FOR** the following matters:

	<b>FOR</b>	<b>AGAINST</b>		<b>FOR</b>	<b>WITHHOLD</b>
<b>1. Amendment to Section 3.01 of By-law No. Ten</b>	▶ <input type="checkbox"/>	<input type="checkbox"/>	<b>3. Appointment of Auditors</b> Appointment of Ernst & Young LLP, Toronto, as auditors of the Corporation.	▶ <input type="checkbox"/>	<input type="checkbox"/>

	<b>FOR</b>	<b>AGAINST</b>		<b>FOR</b>	<b>AGAINST</b>
<b>2. Election of Directors (by cumulative voting)</b> VOTE FOR the election as directors of each of the nominees proposed in the accompanying Management Information Circular, distributing my votes equally among them.	▶ <input type="checkbox"/>	<input type="checkbox"/>	<b>4. Amendment to Section 3.17 of By-law No. Ten</b>	▶ <input type="checkbox"/>	<input type="checkbox"/>

OR

VOTE FOR the election as directors of one or more of the nominees proposed in the accompanying Management Information Circular, distributing my votes as indicated below. Strike out the name of the nominee(s) for whom you are withholding your vote. Your votes will be distributed equally among the nominees for whom you have not withheld your vote, unless you indicate a different allocation.

	<b>FOR</b>	<b>AGAINST</b>		<b>FOR</b>	<b>AGAINST</b>
<b>5. Amendment to Section 3.04 of By-law No. Ten</b>	▶ <input type="checkbox"/>	<input type="checkbox"/>			

Nominee	No. of Votes	Nominee	No. of Votes
Verna E. Cuthbert		Gaelen J. Morphet	
Susan M. Doré		Derek G. Sutherland	
Gordon J. Herridge		Ian Sutherland	
Loraine D. McIntosh		Karen H. Weaver	
Total Number of Votes Cast:			

OR

WITHHOLD FROM VOTING in respect of each director. ▶

## Authorized Signature(s) - Sign Here - This section must be completed for your instructions to be executed.

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 as recommended by Management.

Signature(s)

Date

### Financial Statements Request

In accordance with securities regulations, shareholders may elect annually to receive financial statements, if they so request. If you wish to receive such mailings, please mark your selection.

### Interim Financial Statements and related MD&A

Mark this box if you would like to receive interim financial statements by mail.

### Annual Financial Statements and related MD&A

Mark this box if you do not want to receive the annual financial statements by mail.

