

# TEMPUS CAPITAL INC.

(the “Company”)

FORM OF PROXY

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON May 28, 2015

The undersigned shareholder of **TEMPUS CAPITAL INC.** (the “Company”) hereby nominates, constitutes and appoints (with full power of appointment and substitution) Russell Tanz, President and Chief Executive Officer of the Company, or failing him, Brian Crawford, Chief Financial Officer of the Company, or in the place or stead of the foregoing, as the nominee of the undersigned to attend and vote for and on behalf of the undersigned at the annual and special meeting of shareholders of the Company (the “Meeting”) to be held on the 28th day of May, 2015 at 2:00 p.m. (Toronto time) at 855 Brant Street, Burlington, Ontario, L7R 2J6, and at any adjournment or adjournments thereof, to the same extent and with the same power as if the undersigned were personally present at the Meeting or such adjournment or adjournments thereof, and without limiting the generality of the power hereby conferred, the nominee is specifically directed to vote the shares represented by this Proxy as indicated below.

**THIS PROXY ALSO CONFERS DISCRETIONARY AUTHORITY TO VOTE IN RESPECT OF ANY AMENDMENTS OR VARIATIONS TO THE MATTERS IDENTIFIED IN THE NOTICE OF MEETING OR ANY OTHER MATTER WHICH MAY PROPERLY COME BEFORE THE MEETING AND IN SUCH MANNER AS SUCH NOMINEE IN HIS JUDGMENT MAY DETERMINE. TO BE VALID, THIS PROXY MUST BE RECEIVED BY THE COMPANY AT ITS OFFICE AT 855 BRANT STREET, BURLINGTON, ONTARIO, L7R 2J6, NO LATER THAN 48 HOURS PRIOR TO THE MEETING OR ADJOURNMENT THEREOF OR DELIVERED TO THE CHAIRMAN AT THE MEETING OR ADJOURNMENT THEREOF.**

1. to **VOTE FOR** or to **WITHHOLD FROM VOTING** and, if no specification is made, to **VOTE FOR** an ordinary resolution electing each of the directors named below and in the management information circular of the Company dated April 15, 2015 (the “Circular”) to hold office until the next annual meeting of shareholders or until their successors are elected or appointed:  
(a) VOTE FOR  or WITHHOLD  Russell Tanz  
(b) VOTE FOR  or WITHHOLD  Brian Crawford  
(c) VOTE FOR  or WITHHOLD  Jpkar Arora  
(d) VOTE FOR  or WITHHOLD  Christopher Dingle  
(e) VOTE FOR  or WITHHOLD  Bernie Tanz  
(f) VOTE FOR  or WITHHOLD  Brian Roberts
2. to **VOTE FOR**  or to **WITHHOLD FROM VOTING**  and, if no specification is made, to **VOTE FOR** an ordinary resolution appointing Grant Thornton LLP, Chartered Accountants, as the auditors of the Company for the ensuing year and to authorize the board of directors of the Company to fix their remuneration;
3. to **VOTE FOR**  or to **VOTE AGAINST**  and, if no specification is made, to **VOTE FOR** an ordinary resolution approving, with or without variation, all unallocated stock options to be granted under the Company’s stock option plan, as more particularly described in the Circular.
4. to **VOTE FOR**  or to **VOTE AGAINST**  and, if no specification is made, to **VOTE FOR** The board of directors of the Corporation is authorized to issue common shares in excess of twenty five percent of the then number of common shares outstanding for purposes as summarized in the Information Circular of the Corporation dated April 15, 2015.
5. to **VOTE FOR**  or to **VOTE AGAINST**  and, if no specification is made, to **VOTE FOR** an application to list the common shares of the Corporation on a stock exchange or quotation service.
6. at the nominee’s discretion upon any amendments or variations to matters specified in the Notice of Meeting or upon any other matters as may properly come before the Meeting or any adjournments thereof.

**THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE INSTRUCTIONS GIVEN ON ANY VOTE OR BALLOT CALLED AT THE ANNUAL AND SPECIAL MEETING.**

**SEE REVERSE SIDE OF THIS PROXY FOR VOTING METHODS**

This Proxy revokes and supersedes all proxies of earlier date.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
SIGNATURE OF SHAREHOLDER

\_\_\_\_\_  
PLEASE PRINT NAME OF SHAREHOLDER

VOTING METHODS		
by Fax:		905-681-3648
by Mail:		855 Brant Street, Burlington, ON L7R 2J6 A self-address envelope has been provided with this form of proxy.

For questions regarding the voting procedure, please contact Tempus Capital Inc. at 289-288-0456.

**Notes:**

1. In the event that the date is not completed, this Proxy will be deemed to be dated upon the day that it is mailed.
2. In addition to any revocation in any other manner permitted by law, a Proxy may be revoked by instrument in writing executed by the shareholder or his attorney duly authorized in writing or, if the shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized and deposited either at the registered office of the Company, at 855 Brant Street, Burlington ON L7R 2J6, at any time up to and including 4:30 p.m. (Toronto time) on the last Business Day preceding the day of the Meeting, or any adjournment thereof, at which the Proxy is to be used, or with the Chairman at the Meeting on the date of the Meeting, or any adjournment thereof and upon such deposit, the Proxy is revoked.
3. The signature on the Proxy must be exactly the same as the name in which the shares are registered. If the appointee is a corporation, the Proxy must be exercised under its corporate seal and signed by an officer or attorney duly authorized. Persons signing as executors, administrators, trustees, etc. should so indicate.