



**MELCOR DEVELOPMENTS LTD.**

**Appointment of Proxyholder**

I/We, being holder(s) of common shares of Melcor Developments Ltd. (the "Company"), hereby appoint: Naomi Stefura, or, failing her, Darin Rayburn, each executive officers of Melcor, 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 registered shares in the name of the undersigned at the Annual General Meeting of Shareholders to be held at 11:00 a.m. (MT) on April 26, 2017 in the Devonian Room at the Westin 10135 100 Street NW Edmonton, Alberta, (the "Meeting"), and at any and all adjournments or postponements thereof in the same manner, to the same extent and with the same powers as if the undersigned were personally present, with full power of substitution. Without limiting the general powers and authority hereby conferred on the form of proxy, the holdings represented by this proxy are specifically directed to be voted or withheld from being voted as follows:

**Directors and Management recommend voting FOR Resolutions 1, 2 and 3. Please use a dark black pencil or pen.**

	<i>FOR</i>	<i>WITHHOLD</i>
<b>1. Appointment of Auditors</b>	<input type="checkbox"/>	<input type="checkbox"/>
To appoint PricewaterhouseCoopers LLP as auditors for the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration.		

	<i>FOR</i>	<i>AGAINST</i>
<b>2. Fixing the Number of Directors</b>	<input type="checkbox"/>	<input type="checkbox"/>
To fix the number of members of the Board of Directors to be elected at the Meeting at nine (9)		

<b>3. Election of Directors</b>	<i>FOR</i>	<i>WITHHOLD</i>
1. Gordon J. Clanachan	<input type="checkbox"/>	<input type="checkbox"/>
2. Ross A. Grieve	<input type="checkbox"/>	<input type="checkbox"/>
3. Andrew J. Melton	<input type="checkbox"/>	<input type="checkbox"/>
4. Kathleen M. Melton	<input type="checkbox"/>	<input type="checkbox"/>
5. Timothy C. Melton	<input type="checkbox"/>	<input type="checkbox"/>
6. Eric P. Newell	<input type="checkbox"/>	<input type="checkbox"/>
7. Catherine M. Roozen	<input type="checkbox"/>	<input type="checkbox"/>
8. Allan E. Scott	<input type="checkbox"/>	<input type="checkbox"/>
9. Ralph B. Young	<input type="checkbox"/>	<input type="checkbox"/>

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) \_\_\_\_\_  
Date



Proxy Form – Annual General Meeting of Shareholders of Melcor  
Developments Ltd. (the “Company”) to be held on  
April 26, 2017 (the “Meeting”)

**Notes to Proxy**

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

2. If the securities are registered in the name of an executor, administrator or trustee, please sign exactly as your name appears on this proxy. If the securities are registered in the name of a deceased or other holder, the 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 holder must be attached to this proxy.

3. Some holders may own securities as both a registered and a beneficial holder; in which case you may receive more than one Circular and will need to vote separately as a registered and beneficial holder. Beneficial holders 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 securities they beneficially own. Beneficial holders should follow instructions for voting conveyed to them by their intermediaries.

4. If a security is held by two or more individuals, 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 the number of securities indicated on the proxy.

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

**This proxy is solicited by and on behalf of Management of the Corporation.**

**How to Vote**

**INTERNET**

- Go to [www.cstvotemyproxy.com](http://www.cstvotemyproxy.com)
- Cast your vote online

To vote using your smartphone,  
please scan this QR Code →



To vote by Internet you will need your control number. If you vote by Internet, 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  
Agincourt, ON M1S 0A1

- You may alternatively fax your proxy to 416-368-2502 or toll free in Canada and United States 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.

**All proxies must be received by 11:00 am (Mountain Time) on April 24, 2017.**