

**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 on behalf of the undersigned in accordance with the below direction (or if no directions have been given, as the proxy sees fit) on all the following matters and any other matter that may properly come before the Annual & Special Meeting of Shareholders of the Company to be held at 11:00 am (MT) on May 10, 2018 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.

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

**1. Appointment of Auditors**

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>	<i>WITHHOLD</i>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**2.. Fixing the Number of Directors**

To fix the number of members of the Board of Directors to be elected at the Meeting at nine (9)

<input type="checkbox"/>	<input type="checkbox"/>
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**3. Election of Directors**

1. Gordon J. Clanachan
2. Ross A. Grieve
3. Andrew J. Melton
4. Kathleen M. Melton
5. Timothy C. Melton
6. Eric P. Newell
7. Catherine M. Roozen
8. Allan E. Scott
9. Ralph B. Young

<i>FOR</i>	<i>WITHHOLD</i>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>

**4. Amendments to Melcor's 2007 Share Option Plan**

To approve the amendments in accordance with the applicable motion set forth in the Company's Circular dated March 7, 2018.

<i>FOR</i>	<i>AGAINST</i>
<input type="checkbox"/>	<input type="checkbox"/>

**5. Restricted Share Unit Plan**

To approve the restricted share unit plan in accordance with the applicable motion set forth in the Company's Circular dated March 7, 2018.

<input type="checkbox"/>	<input type="checkbox"/>
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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

Please sign exactly as your name(s) appear on this proxy. Please see reverse for instructions. All proxies must be received by cutoff date.

Proxy Form – Annual & Special Meeting of Shareholders of Melcor Developments Ltd. to be held on May 10, 2018 (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 corporation must sign this proxy, and if the corporation 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.astvotemyproxy.com](http://www.astvotemyproxy.com)
- Cast your vote online
- View Meeting documents

**TELEPHONE**

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

To vote using your smartphone, please scan this QR Code



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:

AST Trust Company (Canada)  
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 [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com).

An undated proxy is deemed to be dated on the day it was received by AST Trust Company (Canada).

**All proxies must be received by 11:00am (Mountain Time) on May 8, 2018**