

Trisura Group Ltd.

PROXY

COMMON SHARES

PROXY, solicited by management, for the Special Meeting of Shareholders of Trisura Group Ltd. to be held on Monday, December 11, 2017 at 10:00 a.m. (Toronto time), and at all adjournments thereof.

The undersigned holder of Common Shares of Trisura Group Ltd. (the "Company") hereby appoints DAVID NOWAK, or failing him A.J. SILBER, (or in lieu thereof _____), as proxy of the undersigned to attend and vote, in respect of all the Common Shares registered in the name of the undersigned, at the Special Meeting of Shareholders of the Company to be held on Monday, December 11, 2017, and at any adjournments thereof, on the following matters:

RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED** TEXT ABOVE THE BOXES

1. Approval of the Consolidation and Split Resolution

FOR

AGAINST

To approve the Consolidation and Split Resolution, the full text of which is set out in Appendix A to the Company's Management Information Circular dated October 31, 2017, authorizing a share consolidation of the Company's Common Shares so that every 10 Common Shares will be consolidated into one Common Share (pursuant to which Shareholders who hold in the aggregate less than one newly consolidated Common Share will then receive a cash payment in exchange for such fractional Common Share based on the average trading price of the Common Shares on the Toronto Stock Exchange during the 20 consecutive trading days ending on and including the trading day immediately prior to the effective date of the consolidation), followed by an immediate share split of every newly consolidated one Common Share into 10 Common Shares.

2. Approval of the Share Option Plan Resolution

FOR

AGAINST

To approve the Share Option Plan Resolution, the full text of which is set out in Appendix B to the Company's Management Information Circular dated October 31, 2017, to ratify and approve the adoption of a share option plan of the Company, which provides for the issuance of options to purchase Common Shares (the "Share Option Plan"), and the grants of options made under the Share Option Plan.

In addition, the undersigned appoints such person as proxy to vote and act as aforesaid upon any amendments or variations to the matters identified in the Notice of Meeting and on all other matters that may properly come before the meeting. **Unless otherwise specified above, the shares represented by this proxy will be voted by the persons whose names are printed above in accordance with the Management Voting Recommendations highlighted for each resolution above.**

Name of Shareholder: _____

Number of Common Shares: _____

_____, Date: _____, 2017

Signature

NOTES:

1. If this proxy is not dated in the space provided, it will be deemed to be dated as of the date on which it was mailed to you by management of the Company.
2. If the shareholder is an individual, please sign exactly as your shares are registered.
If the shareholder is a corporation, this proxy must be executed by a duly authorized officer or attorney of the shareholder and, if the corporation has a corporate seal, its corporate seal should be affixed. If 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 the deceased or other shareholder, the shareholder's name must be printed in the space provided, the proxy must be signed by the legal representative with his/her name printed below his/her signature and evidence of authority to sign on behalf of the shareholder must be attached to this proxy.
3. **To be valid, this proxy must be signed and deposited with the Secretary of the Company c/o AST Trust Company (Canada), not later than 5:00 p.m. (Toronto time) on Thursday, December 7, 2017 or, if the meeting is adjourned, 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the meeting: by mail using the business reply envelope accompanying your proxy; by fax at 416-368-2502 or 1-866-781-3111; by email to proxyvote@astfinancial.com; or by the Internet by accessing www.astvotemyproxy.com and following the instructions for electronic voting. You will need your control number which is printed on this proxy form below your name and address.**
4. **A shareholder has the right to appoint a person (who need not be a shareholder) to represent the shareholder at the meeting other than the management representatives designated in this proxy. Such right may be exercised by inserting in the space provided the name of the other person the shareholder wishes to appoint and delivering the completed proxy to the Secretary of the Company, as set out above.**
5. Reference is made to the Company's Management Information Circular dated October 31, 2017 for further information regarding completion and use of this proxy and other information pertaining to the meeting.
6. 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 in respect thereof, but if more than one of them are present or represented by proxy, they shall vote together in respect of each share so held.
7. The shares 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 specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.