

PROXY
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF (the “Meeting”)
PLAINTREE SYSTEMS INC. (the “Corporation”)
TO BE HELD AT
10 DIDAK DRIVE, ARNPRIOR, ON K7S 0C3
THURSDAY SEPTEMBER 15, 2011 AT 2PM

The undersigned registered shareholder (“**Registered Shareholder**”) of the Corporation hereby appoints **William David Watson II**, the President and Chief Executive Officer of the Corporation, or **FAILING HIM** Gary Jessop, the Corporate Secretary of the Corporation, or **INSTEAD OF THEM** _____ as proxyholder, for and on behalf of the Registered Shareholder, with full power of substitution, to attend, act and vote for and on behalf of the Registered Shareholder in respect of all matters that may properly come before the Meeting and at every adjournment or postponement thereof, to the same extent and with the same powers as if the undersigned Registered Shareholder were present at the Meeting, or any adjournment or postponement thereof, and without limiting the general authorization and powers hereby given, the persons named as proxy are specifically directed to vote as follows:

	For	Withheld
1) To elect as directors, a) W. DAVID WATSON II b) WILLIAM D. WATSON c) ROBERT SHEA d) SENATOR JOHN BUCHANAN, P.C., Q.C. e) JERRY VICKERS f) GIRVAN PATTERSON	_____	_____
	For	Withheld
2) To appoint DELOITTE & TOUCHE LLP, Chartered Accountants, as auditors of the Corporation for the fiscal year ending March 31, 2012 and to authorize the directors to fix the auditors’ remuneration.	_____	_____
	For	Against
3) To consider, and if thought fit, to pass and approve, with or without variation, Special Resolution No. 1, the text of which is set out in the section “Special Resolution No. 1 – Reduction in Stated Capital” in the accompanying Management Proxy Circular, to reduce the Corporation’s stated capital account by \$97,844,650.	_____	_____

For full detail of each item, please see the Notice of Annual Meeting and Management Proxy Circular

INSTRUCTIONS FOR COMPLETION OF PROXY

1. **This Proxy is solicited by the Management of the Corporation.**
 2. This form of proxy (“Instrument of Proxy”) **must be signed by you, the Registered Shareholder**, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and **if executed by an attorney, officer, or other duly appointed representative**, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany the Instrument of Proxy.
 3. ***If this Instrument of Proxy is NOT dated*** in the space provided, this Instrument of Proxy shall be deemed to bear the date on which it is mailed to you, the Registered Shareholder.
 4. ***A Registered Shareholder who wishes to attend the Meeting and vote on the resolutions in person*** may simply attend the Meeting in person and register with the scrutineers before the Meeting begins.
 5. ***A Registered Shareholder who is not able to attend the Meeting in person but wishes to vote on the resolutions*** may do the following:
 - (a) ***appoint one of the management proxyholders*** named on the Instrument of Proxy, by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxyholders shown and do not complete the blank space provided for the appointment of an alternate proxyholder). Where no choice is, or both choices are, specified by a Registered Shareholder with respect to a resolution set out in the Instrument of Proxy, a management appointee acting as a proxyholder will vote in favour of each matter identified on this Instrument of Proxy and for the nominees of management for directors and auditor as identified in this Instrument of Proxy;
- OR**
- (b) ***appoint another proxyholder***, who need not be a shareholder of the Corporation, to attend and vote according to the Registered Shareholder’s instructions, by striking out the management proxyholder names shown and inserting the name of the person the Registered Shareholder wishes to represent the Registered Shareholder at the Meeting in the space provided for an alternate proxyholder. If no choice is, or both choices are, specified, the proxyholder appointed by the Registered Shareholder has discretionary authority to vote as the proxyholder sees fit.
6. ***The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any poll*** of a resolution that may be called for and, if the Registered Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. Further, the securities will be voted by the appointed proxyholder with respect to any amendments or variations of any of the resolutions set out on the Instrument of Proxy or matters which may properly come before the Meeting as the proxyholder in its sole discretion sees fit.

If a Registered Shareholder has submitted an Instrument of Proxy, ***the Registered Shareholder may still attend the Meeting and may vote in person***. To do so, the Registered Shareholder must record his/her attendance with the scrutineers before the commencement of the Meeting and revoke, in writing, the prior Instrument of Proxy.

To be valid, this proxy form must be received at the office of **Computershare Trust Company of Canada** by mail or by fax no later than 5:00 p.m. (Ottawa time) two business days prior to the Meeting, or adjournment or postponement thereof. The mailing address is:

***Computershare Trust Company of Canada
Proxy Dept. 100 University Avenue, 9th Floor
Toronto Ontario M5J 2Y1***

Fax: Within North American: 1-866-249-7775 Outside North America: (416) 263-9524