

# GAR LIMITED

288 Kenogami Lane, Box 122, Swastika, Ontario P0K 1T0

## 2013 PROXY

**PROXY SOLICITED BY THE MANAGEMENT OF GAR LIMITED**, for the **Annual General and Special Meeting of Shareholders to be held on** Friday December 20, 2013, at 10:00 a.m. (Toronto time). The undersigned shareholder of GAR Limited (the "Corporation") hereby **appoints John Rapski or, failing him Walter Krystia, or instead of either of them, \_\_\_\_\_ as proxy, with power of substitution, to attend and vote for the undersigned** at the Annual and General and Special Meeting of Shareholders of the Corporation to be held at the offices of Capital Transfer Agency, Inc., and at any adjournments thereof, and without limiting the general authority and power hereby given, the persons named above are specifically directed to vote as follows:

1. To vote FOR  or AGAINST  the special resolution approving the increase of the Board of Directors from 3 to 7 for the Corporation (**and, if no specification is made, to vote FOR**);
2. To vote (**and, if no specification is made, to vote FOR**):
  - FOR  or WITHHOLD VOTE FROM  electing **John Rapski** as a director;
  - FOR  or WITHHOLD VOTE FROM  electing **Wm. Andrew Campbell** as a director;
  - FOR  or WITHHOLD VOTE FROM  electing **Walter Krystia** as a director;
  - FOR  or WITHHOLD VOTE FROM  electing **George Mara** as a director;
  - FOR  or WITHHOLD VOTE FROM  electing **Robert Pengally** as a director;
  - FOR  or WITHHOLD VOTE FROM  electing **Gary Cripps** as a director;
  - FOR  or WITHHOLD VOTE FROM  electing **Dennis Lafreniere** as a director;
3. To vote FOR  or WITHHOLD VOTE FROM  the ordinary resolution appointing McCarney Greenwood LLP Chartered Accountants, as the auditor of the Corporation for the ensuing year and authorizing the directors to fix their remuneration (**and, if no specification is made, to vote FOR**);
4. To vote FOR  or AGAINST  the ordinary resolution approving the new general By-Law No. 1 of the Corporation (**and, if no specification is made, to vote FOR**);
5. To vote FOR  or AGAINST  the ordinary resolution approving the adoption of the new 2013 stock option incentive plan for the Corporation (**and, if no specification is made, to vote FOR**);
6. To vote FOR  or AGAINST  the resolution approving various debt settlements to insiders of the Corporation (**and, if no specification is made, to vote FOR**);

In their discretion, with respect to each matter herein before specified as to which choice has not been specified, or any amendments or variations to the matters hereinbefore specified, or on such further or other business as may properly come before the meeting or any adjournments thereof.

**TO BE VALID, THIS PROXY MUST BE RECEIVED BY THE CORPORATION'S TRANSFER AGENT, CAPITAL TRANSFER AGENCY INC. VIA MAIL, FAX OR EMAIL 48 BUSINESS HOURS IN ADVANCE OF THE MEETING, OR DELIVERED TO THE CHAIRMAN OF THE MEETING AT THE BEGINNING OF THE MEETING.**

**MAIL:** Capital Transfer Agency Inc.  
121 Richmond St. West, Suite 401  
Toronto, Ontario, M5H 2K1

**FAX:** (416) 350.5008

**EMAIL:** cgoodale@capitaltransferagency.com

This proxy revokes and supersedes all proxies of earlier date.  
**THIS PROXY MUST BE DATED.**

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2013.

Name of Shareholder (please print): \_\_\_\_\_

Signature of Shareholder: \_\_\_\_\_

Number of Common Shares Held: \_\_\_\_\_

**NOTES**

1. The common shares represented by this proxy instrument will be voted. The proxy confers authority for the above named person to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of Meeting accompanying the proxy instrument or other matters which may properly come before the meeting.
2. **Each shareholder has the right to appoint a person to represent him or her at the meeting other than the person specified above.** Such right may be exercised by inserting in the blank space provided the name of the person to be appointed, who need not be a shareholder of the Corporation.
3. Please sign exactly as your name appears on the back of the proxy and date the proxy. If the shareholder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized.
4. If the form of proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the Corporation.
5. If the shareholder appoints the person designated above as his proxy to attend and act at the said meeting:
  - a) the shares represented by the proxy will be voted or withheld from voting in accordance with the instructions of the shareholder or any ballot that may be called for;
  - b) where the shareholder specifies a choice in the proxy with respect to any matter to be acted upon, the shares represented by the proxy shall be voted accordingly; and
  - c) **IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS IDENTIFIED IN ITEMS NOS. 1-6 ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS.**

