

Security Class

Holder Account Number

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**Form of Proxy - Special Meeting to be held on August 30, 2011**

**This Form of Proxy is solicited by and on behalf of Management.**

**Notes to proxy**

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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**Proxies submitted must be received by 10:00 am, Eastern Time, on Friday, August 26, 2011.**

**VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!**



**To Vote Using the Telephone**



**To Vote Using the Internet**

- Call the number listed BELOW from a touch tone telephone.

**1-866-732-VOTE (8683) Toll Free**

- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)

**If you vote by telephone or the Internet, DO NOT mail back this proxy.**

**Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

**Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

**To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.**

**CONTROL NUMBER**



## Appointment of Proxyholder

I/We being holder(s) of common shares of GLOBAL RAILWAY INDUSTRIES LTD hereby appoint: Thomas P. Dea (Chairman of the board of directors), or failing him, Ross Corcoran (Vice President & Chief Financial Officer).

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

As my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Special Meeting of shareholders of GLOBAL RAILWAY INDUSTRIES LTD to be held at Montreal Airport Marriott Hotel, 800 Place Leigh Capreol, Dorval, Quebec, H4Y 0A4, Jade Room, on Tuesday, August 30, 2011 at 10:00 am and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

### 1. Approval of the CADRI Sale

**For**      Against

    

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To pass a special resolution, the text of which is set out in Appendix A to the accompanying management information circular, authorizing the sale by Global Railway Industries Ltd. (the "**Corporation**") of the shares and intercompany indebtedness of CAD Railway Industries Ltd. ("**CADRI**"), being substantially all of the operating assets of the Corporation, pursuant to the share purchase agreement dated as of July 4, 2011 between the Corporation, 2290693 Ontario Inc. and CADRI.

### 2. Approval of the Winding Up of the Corporation

**For**      Against

    

To pass a special resolution, the text of which is set out in Appendix B to accompanying the management information circular, approving the voluntary liquidation and dissolution of the Corporation pursuant to the Business Corporations Act (Alberta) (the "Winding Up") and the distribution to shareholders of the Corporation, as part of the Winding Up and at such times and in such amounts in respect of particular distributions as may be determined at the discretion of the board of directors of the Corporation, of the net proceeds of the CADRI sale and cash on hand, less any reserves and payments made in respect of the Corporation's ongoing costs and liabilities, by way of a reduction of the stated capital of the common shares of the Corporation.

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### Authorized Signature(s) - This section must be completed for your instructions to be executed.

Signature(s)

Date

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 as recommended by Management.**

DD / MM / YY

**Interim Financial Statements** - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

**Annual Financial Statements** - Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at [www.computershare.com/maillinglist](http://www.computershare.com/maillinglist).



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