



**SUSTAINCO INC.**  
("Company")

**FORM OF PROXY ("PROXY")**

**Special Meeting**  
**December 10, 2013 at 10:00 AM (EST)**  
**Offices of Stikeman Elliott LLP, Commerce Court West**  
**199 Bay Street, Toronto, Ontario**  
**("Meeting")**

**RECORD DATE:** October 31, 2013

**CONTROL NUMBER:**

**SEQUENCE #:**

**FILING DEADLINE FOR PROXY:** December 6, 2013 at 10:00 AM (EST)

**VOTING METHODS**

<b>INTERNET</b>	Go to <a href="http://www.voteproxyonline.com">www.voteproxyonline.com</a> and enter the 12 digit control number above
<b>FACSIMILE</b>	(416) 595-9593
<b>MAIL or HAND DELIVERY</b>	EQUITY FINANCIAL TRUST COMPANY 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Emlyn David, Chief Executive Officer** of the Company, whom failing **Jonathan Leong, Chief Financial Officer** ("Management Nominees"), or instead of any of them, the following Appointee

*Please print appointee name*

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) thereof in accordance with voting instructions, if any, provided below.

**\* SEE VOTING GUIDELINES ON REVERSE \***

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

**1. REPEAL OF BY-LAW NO. 1 OF THE COMPANY AND ADOPTION OF BY-LAWS NO. 2 AND 3**

To consider and, if thought appropriate, to pass a resolution to confirm the repeal of By-Law No. 1 of SustainCo Inc. and to adopt By-Laws Nos. 2 and 3, being a by-law relating generally to the business and affairs of the Corporation and a by-law relating generally to advance notice with respect to certain matters to be brought before the meetings of the shareholders of the Sustainco Inc., respectively.

**FOR**

☐

**AGAINST**

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**2. SALE OF URBAN MECHANICAL CONTRACTING**

To consider and, if thought appropriate, to pass a special resolution pertaining to the sale of all of the issued and outstanding shares of Urban Mechanical Contracting Ltd. held by SustainCo Inc.

**FOR**

☐

**AGAINST**

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This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED.**

*PLEASE PRINT NAME*

*Signature of Registered owner(s)*

*Date (MM/DD/YYYY)*

## Proxy Voting - Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each shareholder has the right to appoint a person other than Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a shareholder of the Company.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its being mailed to the shareholders of the Company.
7. To be valid, this proxy must be filed using one of the **Voting Methods** and *must be received by Equity Financial Trust Company* before the **Filing Deadline for Proxies**, noted overleaf or in the case of any adjournment of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the shareholder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the shareholder may be required to provide documentation evidencing the signatory's power to sign the proxy.

## Investor inSite

Equity Financial Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit

[www.tmxequitytransferservices.com/investorinsite](http://www.tmxequitytransferservices.com/investorinsite)

Click on, "Login to Investor inSite" and complete the registration form under "Register Online Now". Call us toll free at 1-866-393-4891 with any questions.