



HORIZON NORTH

**HORIZON NORTH LOGISTICS INC.
INSTRUMENT OF PROXY SOLICITED BY MANAGEMENT
FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 4, 2017**

The undersigned shareholder of Horizon North Logistics Inc. ("**Horizon North**"), hereby appoints Rod Graham, Chief Executive Officer of Horizon North, or failing him, Scott Matson, Chief Financial Officer of Horizon North, or instead of either of the foregoing, _____ as proxy to attend and act for and on behalf of the undersigned at the Annual and Special Meeting of Horizon North ("**Meeting**") to be held at 3:00 p.m. (Calgary time) on the 4th day of May 2017, in the Devonian Room of the Calgary Petroleum Club, 319 – 5th Avenue SW, Calgary, Alberta and at any adjournment thereof, notice of which Meeting with the Management Information Circular accompanying same has been received by the undersigned, at every poll which may take place in consequence including polls on procedural matters which may come before said Meeting, with specific power and authority to vote as specified below.

The undersigned hereby directs the proxyholder to vote the common shares represented by this Instrument of Proxy in the following manner:

- 1. To approve an ordinary resolution to fix the number of directors of Horizon North to be elected at the Meeting for the ensuing year, at eight (8):

VOTE FOR VOTE AGAINST

(if no specification is made, to vote FOR)

- 2. To elect as directors of Horizon North for the ensuing year, all nominees as follows:

	VOTE FOR	VOTE WITHHELD		VOTE FOR	VOTE WITHHELD		VOTE FOR	VOTE WITHHELD
1			4			7		
Richard T. Ballantyne			Rod W. Graham			Ann I. Rooney		
2			5			8		
Bradley P.D. Fedora			Kevin D. Nabholz			Dale E. Tremblay		
3			6					
Mary Garden			Russell A. Newmark					

(if no specification is made, to vote FOR)

- 3. To appoint KPMG LLP, Chartered Accountants as auditor of Horizon North for the ensuing year and to authorize the directors of Horizon North to fix their remuneration.

VOTE FOR VOTE WITHHELD

(if no specification is made, to vote FOR)

- 4. To pass an ordinary resolution approving amendments to, and the unallocated options under, the stock option plan of Horizon North, as more fully described in the Management Information Circular accompanying this Notice.

VOTE FOR VOTE AGAINST

(if no specification is made, to vote FOR)

- 5. To consider and, if deemed advisable, approve an ordinary resolution to adopt the amended and restated shareholder rights plan of Horizon North.

VOTE FOR VOTE AGAINST

(if no specification is made, to vote FOR)

This Instrument of Proxy is solicited by and on behalf of management and the costs of same will be borne by Horizon North.

Each common shareholder has the right to appoint a person or company other than the persons designated in this form of Instrument of Proxy, who need not be a shareholder, to attend and to act for him or her on his or her behalf at the Meeting. To exercise such right, the names of management’s nominees should be crossed out and the name of the common shareholder’s nominee should be legibly printed in the blank space provided, or another proxy in proper form, should be completed.

The instrument appointing a proxy shall be in writing and shall be executed by the common shareholder or his attorney authorized in writing, or if the shareholder is a corporation under its corporate seal or by an officer or attorney thereof, duly authorized and shall be dated.

The undersigned hereby revokes any prior proxies to vote the common shares covered by this Instrument of Proxy.

In order for this Instrument of Proxy to be effective, it must be deposited at the offices of CST Trust Company, Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1 not less than 48 hours before the Meeting or any adjournment thereof or with the Chairman of the Meeting prior to the commencement thereof.

In addition to any other manner permitted by law, a shareholder who has given a proxy may revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by it, by signing in person or, by attorney authorized in writing, a written revocation of proxy and by depositing such instrument of revocation at the office of CST Trust Company, Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1 at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof or with the Chairman of the Meeting on the day thereof or on the day of any adjournment thereof.

Management knows of no other matters to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any amendments, variations or new matters properly come before the Meeting, this Instrument of Proxy confers discretionary authority upon the shareholder's nominee to vote on such matters in accordance with the nominee's best judgment.

Vote by Phone

In order to vote by phone, use any touch-tone phone to transmit your voting instructions not less than **48 hours** before the Meeting and any adjournment thereof. Phone toll-free 1-888-489-5760 and follow the instructions the "Vote Voice" provides you. Have this Instrument of Proxy in hand when you call. You will be prompted to enter your Control Number which is located on this form. The control number is your personal security code and will be used to authenticate your voting instructions. **If you vote by phone, you cannot appoint anyone other than the person or persons named on the Instrument of Proxy as your proxy holder.**

Vote by Internet

1. You may use the internet site at www.cstvotemyproxy.com to transmit your voting instructions. You should have this form of proxy in hand when you access the web site. You will be prompted to enter your Control Number, which is located on this form of proxy. If you vote by internet, your vote must be received not later than 48 hours before the Meeting and any adjournment of the Meeting.

2. **This website may be used to appoint a proxy holder to attend and vote on your behalf at the Meeting and to convey your voting instructions. Complete proxy instructions are found in the Proxy Statement and Management Information Circular of the Corporation dated March 17, 2017. Please note that if you appoint a proxy holder and submit your voting instructions and subsequently wish to change your appointment or voting instructions, you may resubmit your proxy, prior to the cut off time noted above. When resubmitting a proxy, the latest proxy will be recognized as the only valid one, and all previous proxies submitted will be disregarded and considered as revoked, provided that your latest proxy is submitted within the timeframe noted above.**

When a choice in respect to the matter to be acted upon above is specified in this Instrument of Proxy, the common shares represented by this Instrument of Proxy will be voted in accordance with such specifications. **If no designation in favour of or against the matter set out above is made, the Instrument of Proxy will be voted in favour of such matter.**

DATED this _____ day of _____, 2017.

Signature of Shareholder

Please print name of Shareholder

Please sign exactly as name appears on the address label on the left. Joint owners should each sign. Executors, administrators and trustees, etc. should attach evidence of their authority and a corporation should affix its seal hereto. Holders of common shares of Horizon North who do not expect to attend the Meeting in person are requested to date and sign this Instrument of Proxy appointing a proxy and return it in the envelope provided for that purpose.