



HORIZON NORTH

**HORIZON NORTH LOGISTICS INC.  
INSTRUMENT OF PROXY SOLICITED BY MANAGEMENT  
FOR THE SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 26, 2020**

The undersigned shareholder of Horizon North Logistics Inc. ("**Horizon North**"), hereby appoints **Rod Graham, President and Chief Executive Officer of Horizon North**, or failing him, **Scott Matson, Senior Vice President and 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 Special Meeting of Horizon North ("**Meeting**") to be held at 10:00 a.m. (Calgary time) on the 26th day of May 2020 by way of a virtual-only meeting via live audio webcast at <https://web.lumiagm.com/187053516> and at any adjournment or postponement thereof, notice of which Meeting, together with the management information circular (the "**Information Circular**") accompanying same, has been received by the undersigned, at every poll which may take place at the Meeting, with specific power and authority to vote as specified below (or if no directions have been given, as the proxyholder sees fit).

The undersigned hereby directs the proxyholder to vote the common shares in the capital of Horizon North (the "**Common Shares**") represented by this Instrument of Proxy in the following manner:

1. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in Appendix B to the Information Circular, approving the issuance of such number of Common Shares to 9477179 Canada Inc. ("**Dexterra Parent**") that represent 49% of the issued and outstanding Common Shares calculated on a fully diluted basis (including securities exchangeable or exercisable for Common Shares) pursuant to the share purchase agreement dated March 9, 2020 among Horizon North, 10647802 Canada Limited and Dexterra Parent (the "**Transaction**");

VOTE FOR

VOTE AGAINST

(if no specification is made, to vote FOR)

2. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in Appendix C to the Information Circular, approving the unallocated options that will be available under Horizon North's stock option plan following, and conditional upon, completion of the Transaction, including options which may be considered to be re-granted following their cancellation immediately prior to completion of the Transaction.

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 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 shareholder or his or her 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 received by AST Trust Company (Canada), Proxy Department by 10:00 A.M. (Calgary time) on May 22, 2020, or, if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time and date of the convened or reconvened meeting, as applicable. Proxies may be deposited by mail at the offices of AST Trust Company (Canada), Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1. Shareholders appointing a proxyholder other than the management designees must also call AST Trust Company (Canada) at 1-866-751-6315 (within North America) no later than 10:00 A.M. (Calgary time) on May 22, 2020, or, if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time and date of the convened or reconvened meeting, as applicable, and provide AST Trust Company (Canada) with the required information for their proxyholder so that AST Trust Company (Canada) may provide the proxyholder with a control number via email. This control number will allow your proxyholder to log in and vote at the Meeting. Without a control number, your proxyholder will only be able to log in to the Meeting as a guest and will not be able to vote or submit questions at the Meeting.

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 AST Trust Company (Canada), Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1 at any time prior to 10:00 a.m. (Calgary time) on May 22, 2020, or, if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time and date of the convened or reconvened meeting, as applicable.

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** (excluding Saturdays, Sundays and holidays) before the Meeting and any adjournment or postponement 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 proxyholder.**

**Vote by Fax**

In order to vote by fax, complete, sign and date your form of proxy and send it by fax not less than **48 hours** (excluding Saturdays, Sundays and holidays) before the Meeting and any adjournment or postponement thereof to AST Trust Company (Canada) at 1-866-781-3111 (toll-free within Canada and the U.S.).

**Vote by Internet**

You may use the internet site at [www.astvotemyproxy.com](http://www.astvotemyproxy.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 (excluding Saturdays, Sundays and holidays) before the Meeting and any adjournment or postponement of the Meeting. **This website may be used to appoint a proxyholder to attend and vote on your behalf at the Meeting and to convey your voting instructions. Complete proxy instructions are found in the Information Circular of Horizon North dated April 23, 2020. Please note that if you appoint a proxyholder 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 \_\_\_\_\_, 2020.

\_\_\_\_\_  
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 by participating in the live audio webcast are requested to date and sign this Instrument of Proxy appointing a proxy and return it in the envelope provided for that purpose.