

**PROXY FOR HOLDERS OF  
CALIAN GROUP LTD. COMMON SHARES**

For use at an annual and special meeting (the “Meeting”) of the holders (the “Shareholders”) of common shares (“Common Shares”) in the capital of Calian Group Ltd. (the “Corporation”) to be held on Thursday, February 6, 2020 or any adjournment or postponement thereof, to seek the approval of the matters described in the Management Proxy Circular of the Corporation dated December 11, 2019 (the “Circular”).

**THIS PROXY IS SOLICITED ON BEHALF OF MANAGEMENT OF THE CORPORATION.**

The undersigned Shareholder appoints Kevin Ford, President and Chief Executive Officer of the Corporation, or failing him, Patrick Houston, Vice President and Chief Financial Officer of the Corporation, or instead of either of the foregoing, \_\_\_\_\_ (the “Proxyholder”), as proxy of the undersigned, to attend, vote and act for and on behalf of the undersigned at the Meeting of the Shareholders to be held at 9:45 a.m. (Toronto time) on Thursday, February 6, 2020 at the Toronto Stock Exchange at 130 King Street West, Toronto, Ontario M5X 1J2, and at any adjournment or postponement thereof, with full power of substitution, upon the following matters and such other business as may properly come before the Meeting or any adjournment or postponement thereof:

**1. Election of Directors:**

	For	Withhold		For	Withhold
1. Kenneth J. Loeb	<input type="checkbox"/>	<input type="checkbox"/>	5. George Weber	<input type="checkbox"/>	<input type="checkbox"/>
2. Jo-Anne Poirier	<input type="checkbox"/>	<input type="checkbox"/>	6. Kevin Ford	<input type="checkbox"/>	<input type="checkbox"/>
2. Ray Basler	<input type="checkbox"/>	<input type="checkbox"/>	7. Young Park	<input type="checkbox"/>	<input type="checkbox"/>
4. Richard A. Vickers	<input type="checkbox"/>	<input type="checkbox"/>			

**2. Appointment of Auditors:**

Appointment of Deloitte LLP as Auditors of the Corporation for the ensuing year and authorizing the Board of Directors to fix their remuneration:

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

**3. Reapproval of 2016 Stock Option Plan:**

Ordinary resolution approving the renewal of the Corporation’s 2016 Stock Option Plan

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

**4. Reapproval of 2016 Restricted Share Unit Plan:**

Ordinary resolution approving the renewal of the Corporation’s 2016 Restricted Share Unit Plan

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

**5. Approval of 2020 Employee Share Purchase Plan:**

Ordinary resolution approving the Corporation’s 2020 Employee Share Purchase Plan

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

**6. Approval of 2020 Shareholder Rights Plan:**

Ordinary resolution approving the Corporation’s 2020 Shareholder Rights Plan

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

If any amendments or variations to the matters referred to above are proposed at the Meeting or any adjournment or postponement thereof, or if any other matters which are not now known to management should properly come before the Meeting or any adjournment or postponement thereof, the undersigned hereby confers discretionary authority on the Proxyholder to vote on such amendments or variations or such other matters in accordance with the best judgment of such person.

The undersigned hereby revokes all former proxies given in respect of the Meeting, other than irrevocable proxies so given, and ratifies everything the Proxyholder may do at the Meeting or any adjournment or postponement of the Meeting.

Dated this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Shareholder's signature

\_\_\_\_\_  
Print name

**NOTES:**

1. **Notwithstanding the designation on the reverse, a Shareholder has the right to appoint a person to represent such Shareholder at the Meeting other than the management representatives designated in this proxy. Such right may be exercised by inserting in the space provided the name of the other person the Shareholder wishes to appoint. Such other person need not be a Shareholder.**
2. A Shareholder should indicate their choice, of voting For or Withheld on the items listed on the reverse hereof by checking the appropriate box. **The Common Shares represented by this proxy, if in favour of a person designated in this form, will be voted in accordance with the instructions of the Shareholder on any ballot that may be conducted. If the undersigned specifies a choice with respect to any matter to be acted upon, the shares shall be voted accordingly.** If a Shareholder does not specify a choice, their Common Shares will be voted **FOR** of each of the items set out on the reverse hereof.
3. To be valid, this proxy must be signed and deposited with the Corporation's transfer agent, AST Trust Company (Canada) at P.O. Box 721, Agincourt, Ontario, M1S 0A1 in the enclosed envelope or by fax at 1-866-781-3111 or by email to [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com), **no later than 9:45 a.m. (Toronto time) on February 4, 2020** or if the meeting is adjourned or postponed, no later than 24 hours, Saturdays, Sundays and holidays excepted, preceding the meeting, or any adjournments or postponement thereof. Proxies may also be deposited with the scrutineers of the Meeting, to the attention of the chair of the Meeting, immediately prior to the commencement of the Meeting or any adjournment or postponement thereof.
4. If you are an individual holder of Common Shares, please sign exactly as your Common Shares are registered.
5. If the Shareholder is a person other than an individual, this proxy must be executed by a duly authorized officer or attorney of the Shareholder and, if the Shareholder is a corporation and such corporation has a corporate seal, its corporate seal should be affixed.
6. If Common Shares are registered in the name of an executor, administrator or trustee, please sign exactly as the Common Shares are registered. If the Common Shares are registered in the name of a deceased or other Shareholder, the Shareholder's name must be printed in the space provided, the proxy must be signed by the legal representative with the legal representative's name printed below such signature and evidence of authority to sign on behalf of the Shareholder must be attached to this proxy.
7. Please refer to the Circular for further information pertaining to the Meeting.
8. If this proxy is not dated in the space provided, it will be deemed to bear the date on which the Circular is mailed to the Shareholder.
9. Capitalized terms used herein without definitions have the meanings given to such terms in the Circular.

**THIS IS YOUR PROXY. PLEASE COMPLETE, FOLD AND RETURN IN THE ENVELOPE PROVIDED.**