



PROXY FORM FOR THE 2013 ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

This Proxy is **solicited by management** of GENIVAR Inc. (the “**Company**”) in connection with the 2013 annual and special meeting of shareholders to be held on May 23, 2013 and any adjournment(s) or postponement thereof (the “**Meeting**”). It should be read in conjunction with the accompanying notice of meeting and management proxy circular dated April 24, 2013 (the “**Circular**”).

This Proxy is for use by employees of the Company or its subsidiaries in connection with the shares (“Employee Shares”) purchased under the Employee Share Purchase Plan only.

A – COMPLETE THIS SECTION TO APPOINT A PROXYHOLDER

By completing this proxy form, you are appointing Standard Life Trust Company (“**Standard Life**”) to vote your Employee Shares as per your instructions below, unless you appoint someone else.

You have the right to appoint someone other than Standard Life as your proxyholder. This person does not have to be a shareholder of the Company. To do this, print the name of the person you are appointing in the blank space provided: _____.

Your proxyholder will attend the Meeting and vote your Employee Shares on your behalf. Your proxyholder:

- has the same rights you would have if you attended the Meeting in person, including the right to appoint a substitute proxyholder;
- will vote your Employee Shares as you specify in section B. If you do not specify how you want your shares voted, Standard Life will vote your shares represented by this Proxy “**FOR**” such item;
- may vote your Employee Shares as he or she sees fit on any amendments to these items and on any other items that may properly come before the Meeting or any adjournment.

You hereby revoke any former instrument appointing your proxyholder at the Meeting and ratify and confirm all that the proxyholder may do by virtue of this appointment, provided that such proxyholder votes in accordance with the instructions set out herein.

VOTE VIA THE INTERNET OR BY TELEPHONE 24/7



To vote via the Internet, go to the website www.proxypush.ca/gnvp and follow the instructions on the screen.



To vote by telephone, call 1-866-220-3985. This method of providing your voting instructions is only available if you are located in Canada or the United States and are using a touchtone phone.

You will need your 12-digit **CONTROL NUMBER**

If you are voting via the Internet or the telephone, **DO NOT MAIL** back this Proxy.

B - COMPLETE THIS SECTION TO PROVIDE VOTING INSTRUCTIONS

Please check "For", "Withhold" or "Against" for each of the following items. Please print in ink. Use a black or blue pen. Mark your vote with an "X".

<p>1. Election of directors:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 70%;"></th> <th style="width: 15%; text-align: center;">FOR</th> <th style="width: 15%; text-align: center;">WITHHOLD</th> </tr> </thead> <tbody> <tr> <td>1. Pierre Shoiry</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>2. Christopher Cole</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>3. Richard Bélanger</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>4. Pierre Seccareccia</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>5. Pierre Simard</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>6. Grant G. McCullagh</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>7. Birgit Nørgaard</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </tbody> </table>		FOR	WITHHOLD	1. Pierre Shoiry	<input type="checkbox"/>	<input type="checkbox"/>	2. Christopher Cole	<input type="checkbox"/>	<input type="checkbox"/>	3. Richard Bélanger	<input type="checkbox"/>	<input type="checkbox"/>	4. Pierre Seccareccia	<input type="checkbox"/>	<input type="checkbox"/>	5. Pierre Simard	<input type="checkbox"/>	<input type="checkbox"/>	6. Grant G. McCullagh	<input type="checkbox"/>	<input type="checkbox"/>	7. Birgit Nørgaard	<input type="checkbox"/>	<input type="checkbox"/>	<p>2. Appointment of PricewaterhouseCoopers LLP, as auditors of the Company:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="width: 20%; text-align: center;">FOR</th> <th style="width: 20%; text-align: center;">WITHHOLD</th> </tr> </thead> <tbody> <tr> <td></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </tbody> </table>		FOR	WITHHOLD		<input type="checkbox"/>	<input type="checkbox"/>
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<p>3. Adoption of a special resolution, the full text of which is set forth as Schedule A of the Circular, approving the arrangement pursuant to Section 192 of the <i>Canada Business Corporations Act</i> and all transactions contemplated thereby:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="width: 20%; text-align: center;">FOR</th> <th style="width: 20%; text-align: center;">AGAINST</th> </tr> </thead> <tbody> <tr> <td></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </tbody> </table>			FOR	AGAINST		<input type="checkbox"/>	<input type="checkbox"/>																								
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C - PLEASE SIGN THIS PROXY FORM

DATE: _____ **NAME:** _____ **SIGNATURE:** _____

INSTRUCTIONS FOR COMPLETION OF THIS PROXY:

- 1) This Proxy must be dated and signed by the shareholder represented by this Proxy, or his or her attorney duly authorized in writing.
- 2) A shareholder has the right to appoint a person to attend and act for him or her and on his or her behalf at the Meeting other than Standard Life. Such right may be exercised by filling in the name of such person in the blank space provided on this Proxy. A person appointed as nominee to represent a shareholder need not be a shareholder of the Company. A person appointed as proxyholder must be present at the Meeting to vote.
- 3) If this Proxy is undated, it will be deemed to be dated the date on which it was mailed on behalf of the Company.
- 4) Proxies must be received by the Company's registrar and transfer agent, Canadian Stock Transfer Company Inc., as administrative agent for CIBC Mellon Trust Company ("CST"), at its principal offices in Halifax, Montreal, Toronto, Vancouver or Calgary, prior to 5:00 p.m. (Montreal time) on May 20, 2013 or with the Secretary of the Meeting prior to commencement of the Meeting on the day of the Meeting or on the day of any adjournment thereof. The addresses of the offices of CST are found at the end of the Circular.