



**INSTRUMENT OF PROXY FOR HOLDERS OF CLASS "A" SHARES ("CLASS A SHARES")
FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 4, 2015**

The undersigned holder of Class A Shares of *PRIMEWEST MORTGAGE INVESTMENT CORPORATION* (the "**Corporation**") hereby appoints *THOMAS ARCHIBALD, Chair and Director of the Corporation* of the City of Saskatoon, in the Province of Saskatchewan, or, failing him, *DON ZEALAND, President and CEO of the Corporation*, of the City of Saskatoon, in the Province of Saskatchewan, or instead of either of the foregoing, _____, as proxy holder of the undersigned, with full power of substitution, to attend, act and vote for and on behalf of the undersigned at the annual and special meeting (the "**Meeting**") of the shareholders of the Corporation to be held on **June 4, 2015 at 4:30 p.m. (CST)** at **the Delta Bessborough, 601 Spadina Crescent East, Saskatoon, SK** and at any adjournment thereof, and on every ballot that may take place in consequence thereof, to the same extent and with the same powers as if the undersigned was personally present at the Meeting with authority to vote at the said proxyholder's discretion, except as otherwise specified below.

Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxy holder to vote the Class A Shares represented by this Instrument of Proxy in the following manner (**check the appropriate box**):

1. Passing with or without variation, a resolution to elect as directors (and, if no specification is made, FOR) to the Board of Directors of the Corporation:

	FOR	WITHHOLD		FOR	WITHHOLD
Thomas Archibald	<input type="checkbox"/>	<input type="checkbox"/>	Danny Anderson	<input type="checkbox"/>	<input type="checkbox"/>
Francis Bast	<input type="checkbox"/>	<input type="checkbox"/>	Doug Frondall	<input type="checkbox"/>	<input type="checkbox"/>
Mike Hough	<input type="checkbox"/>	<input type="checkbox"/>	Irene Seiferling	<input type="checkbox"/>	<input type="checkbox"/>

2. **FOR or WITHHOLD** (and, if no specification is made, FOR) passing, with or without variation, a resolution to approve the appointment of Ernst & Young LLP, as auditors of the Corporation for the ensuing year at a remuneration to be fixed by the Board of Directors of the Corporation.
3. **FOR or AGAINST** (and, if no specification is made, FOR) passing, with or without variation, a resolution approving amendment to the Bylaws of the Corporation by adding the Advance Notice Provision to Bylaw No. 3 of the Corporation's Bylaws as described in the Management Information Circular.

Vote By Internet

You may use the internet site at www.valianttrust.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 4:30 p.m. (Calgary time) on Tuesday, June 2, 2015 or 48 hours prior to the time of any adjournment of the PrimeWest Mortgage Investment Corporation Meeting.

1. **This website may be used to appoint a proxy holder (the "proxy holder") to attend and vote on your behalf at the PrimeWest Mortgage Investment Corporation Meeting and to convey your voting instructions. Complete proxy instructions are found in the Information Circular. 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 their 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.

This Instrument of Proxy is solicited on behalf of the management of *PrimeWest Mortgage Investment Corporation*. The Class A Shares represented by this Instrument of Proxy will be voted and, where the shareholder has specified a choice with respect to the above matters will be voted as directed above or, if no direction is given, will be voted FOR the above matters.

Each shareholder has the right to appoint a proxy holder other than the persons designated above, who need not be a shareholder, to attend and to act for and on the behalf of such shareholder at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder's appointee(s) should be legibly printed in the blank space provided.

THE UNDERSIGNED HEREBY REVOKES ANY PROXIES HERETOFORE GIVEN.

Dated this ____ day of _____, 2015.

(Signature of Shareholder)

(Name of Shareholder - Please Print)

NOTES:

- 1.If the shareholder is a corporation, its corporate seal must be affixed or it must be signed by an officer or attorney thereof duly authorized.
- 2.This Instrument of Proxy must be dated and the signature hereon should be exactly the same as the name in which the Class A Shares are registered. If the Instrument of Proxy is not dated in the above space, it is deemed to bear the date on which it is mailed by the person making the solicitation.
- 3.The shareholder has the right to appoint a proxy holder (who need not be a shareholder) other than the persons designated above to attend and act for and on behalf of the shareholder at the Meeting. To exercise this right, the shareholder must either insert the name of the desired person in the blank space provided above and strike out the other names or complete another appropriate proxy and, in either case, must deliver the completed proxy in accordance with the provisions set out in the Information Circular.
- 4.The Class A Shares represented by this proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for. Persons signing as executors, administrators, trustees, etc. should so indicate. Only shareholders of record on April 20, 2015 who either personally attend at the Meeting or who complete and deliver a form of proxy in the manner specified and subject to the provisions set out in the Information Circular will be entitled to vote or have their Class A Shares voted at the Meeting, except to the extent that a shareholder has transferred the ownership of any Class A Shares after such date, and the transferee of those Class A Shares produces properly endorsed certificates or otherwise establishes ownership of such Class A Shares and demands, not later than 10 days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote, in which case the transferee is entitled to vote such Class A Shares at the Meeting.
- 5.This Instrument of Proxy will not be valid and not be acted upon or voted unless it is completed as outlined herein and deposited with, at least forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in Saskatchewan) prior to the Meeting or any adjournment thereof, or may be accepted by the Chairman of the Meeting prior to the commencement of the Meeting.