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 CANADA

Security Class COMMON

Holder Account Number
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Form of Proxy - Annual and Special Meeting to be held on June 22, 2009

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.
9. Signed proxies may also be returned via fax to 1-866-249-7775 (toll-free) or 416-263-9524 (international).

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Proxies submitted must be received by 5:00 pm, Eastern Time, on June 18, 2009.



Appointment of Proxyholder

I/We being holder(s) of TriNorth Capital Inc. hereby appoint: John Pennal, President and Chief Executive Officer or failing this person, Matthew Hoang, CFO

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to vote in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual and Special Meeting of TriNorth Capital Inc. to be held on June 22, 2009, at 10:00 a.m. and at any adjournment thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For **Withhold**

1. Election of Directors

Management recommends that you vote **FOR** all of the nominees listed in the Management Information Circular.

Vote FOR or WITHHOLD for all nominees proposed by Management

For **Withhold**

2. Appointment of Auditors

Appointment of Ernst & Young LLP as auditors of the Company and to authorize the directors to fix their remuneration

For **Against**

3. Share Consolidation

Consolidation of the issued and outstanding common shares of the Company on the basis of one post-consolidation common share for every ten pre-consolidation common shares, as described in the accompanying Management Information Circular.

For **Against**

4. Amendment of Management Agreement

Amendment of the calculation method of the management fee paid by the Company to the Manager, as described in the accompanying Management Information Circular.

For **Against**

5. Amendment to the Stock Option Plan

Amendment of the stock option plan, as described in the accompanying Management Information Circular.

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Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive interim financial statements and accompanying Management's Discussion and Analysis by mail.

Annual Report - Mark this box if you would NOT like to receive the Annual Report and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.