

Security Class

Holder Account Number

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Form of Proxy - Annual and Special Meeting of Shareholders to be held on Februray 10, 2011

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.

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Proxies submitted must be received by 4:00 pm, Eastern Time, on Februray 8, 2011 or at least 48 hours prior to any adjournment.



Appointment of Proxyholder

The undersigned shareholder(s) of Aeroquest International Limited (the "Corporation") hereby appoint(s) Roy Graydon, President and Chief Executive Officer, or failing him, Keith Morrison, Chairman,

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 the shareholders of the Corporation (the "Meeting") to be held on February 10, 2011 at 4:00 p.m. and at any adjournment thereof.

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

1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. John Barker	<input type="checkbox"/>	<input type="checkbox"/>	02. Gordon Bogden	<input type="checkbox"/>	<input type="checkbox"/>	03. Roy Graydon	<input type="checkbox"/>	<input type="checkbox"/>
04. John Hick	<input type="checkbox"/>	<input type="checkbox"/>	05. Keith Morrison	<input type="checkbox"/>	<input type="checkbox"/>	06. Harris Kupperman	<input type="checkbox"/>	<input type="checkbox"/>
07. Michael Oristaglio	<input type="checkbox"/>	<input type="checkbox"/>						

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For **Withhold**

2. Appointment of Auditors

Re-appointment of BDO Dunwoody LLP, Chartered Accountants, as the auditors of the Corporation for the ensuing year and authorizing the directors of the Corporation to fix the auditors' remuneration

For **Against**

3. Special Resolution

To approve the change of the municipality of the registered office of the Corporation from the Regional Municipality of Peel to the City of Toronto until further changed by special resolution.

For **Against**

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4. Ordinary Resolution

To approve an amendment to extend the term of certain options previously granted to, *inter alia*, an insider of the Corporation.

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 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.

