



**Security Class**

**Holder Account Number**

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## Form of Proxy - Annual and Special General Meeting to be held on May 27, 2008

**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 shareholder, 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 or variations 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.

**Proxies submitted must be received by 5:00 pm, Toronto Time, on May 23, 2008.**

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## VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



### To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

**1-866-732-VOTE (8683) Toll Free**



### To Vote Using the Internet

- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)

**If you vote by telephone or the Internet, DO NOT mail back this proxy.**

**Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

**Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your **CONTROL NUMBER, HOLDER ACCOUNT NUMBER** and **ACCESS NUMBER** listed below.

**CONTROL NUMBER**

**HOLDER ACCOUNT NUMBER**

**ACCESS NUMBER**



## Appointment of Proxyholder

The undersigned shareholder ("Registered Shareholder") of Quest Capital Corp. (the "Company") hereby appoints: Stephen C. Coffey, a Director of the Company, or failing him Brian E. Bayley, a Director of the Company,

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 directions (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 General Meeting of Quest Capital Corp. to be held at TSX Broadcast Centre, The Exchange Tower, 130 King Street West, Toronto, Ontario, M5X 1J2 on May 27, 2008 at 2:30 p.m. (Toronto Time) and at any adjournment or postponement thereof.

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

### 1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. Robert G. Atkinson	<input type="checkbox"/>	<input type="checkbox"/>	02. Brian E. Bayley	<input type="checkbox"/>	<input type="checkbox"/>	03. W. David Black	<input type="checkbox"/>	<input type="checkbox"/>
04. Stephen C. Coffey	<input type="checkbox"/>	<input type="checkbox"/>	05. Michael Hannesson	<input type="checkbox"/>	<input type="checkbox"/>	06. Frank Mayer	<input type="checkbox"/>	<input type="checkbox"/>
07. Dale C. Peniuk	<input type="checkbox"/>	<input type="checkbox"/>	08. A. Murray Sinclair	<input type="checkbox"/>	<input type="checkbox"/>	09. Walter M. Traub	<input type="checkbox"/>	<input type="checkbox"/>

### 2. Appointment of Auditors

Appointment of Pricewaterhouse Coopers, LLP as auditors of the Company for the ensuing year and authorizing the directors to fix the remuneration to be paid to and terms of engagement of the auditor.

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

### 3. Company's Articles of Continuance

To consider and, if thought fit, to pass a special resolution approving certain amendments to the Company's Articles of Continuance, as more fully described in the accompanying management proxy circular.

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

### 4. Adoption of Company's By-Law Number 2

To consider and, if thought fit, to pass an ordinary resolution approving the repeal of the Company's By-law Number 1 and the adoption of the Company's By-law Number 2, as more fully described in the accompanying management proxy circular.

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

### 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

MM / DD / YY

