
FORM OF PROXY FOR THE MEETING OF CREDITORS
IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, C. C-36, AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
3113736 CANADA LTD. 4362063 CANADA LTD., and A-Z SPONGE & FOAM
PRODUCTS LTD.

RE: PROXY FOR MEETING OF CREDITORS TO BE HELD ON OCTOBER 19, 2016

Before completing this form of proxy (the "**Proxy**") please read carefully the accompanying instructions for information respecting the proper completion and return of this Proxy.

THIS PROXY MUST BE COMPLETED, SIGNED, DATED AND PROVIDED TO DELOITTE RESTRUCTURING INC. (THE "**MONITOR**") SO THAT THEY ARE RECEIVED BY 10:00 A.M. (TORONTO TIME) ON OCTOBER 18, 2016 (BEING ONE (1) BUSINESS DAY PRIOR TO THE MEETING) IF ANY PERSON ON BEHALF OF THE CREDITOR IS TO ATTEND THE MEETING AND VOTE ON THE PLAN OR IF THE CREDITOR WISHES TO APPOINT AN OFFICER OF THE MONITOR TO ACT AS THE CREDITOR'S PROXY.

Capitalized terms used and not otherwise defined herein have the meaning ascribed to them in the Plan of Compromise and Arrangement of 4362063 Canada Ltd. (formerly Domfoam International Inc.) ("**Domfoam**") dated August 23, 2016 (as may be amended, restated or supplemented from time to time, the "**Plan**") filed pursuant to the *Companies' Creditors Arrangement Act* with the Ontario Superior Court of Justice Commercial List (the "**Court**") in the City of Toronto in the Province of Ontario or in the order granted by the Court on August 29, 2016 (the "**Meeting Order**").

The Creditor, as the holder of a Proven Claim and/or Unconfirmed Voting Claim that may be voted and tabulated separately at the Meeting in accordance with the Meeting Order, hereby revokes all proxies previously given and nominates, constitutes and appoints _____ or, instead of the foregoing, a representative of the Monitor, as proxyholder, with full power of substitution, to attend, vote and otherwise act for and on behalf of the Creditor at the Meeting and any adjournment(s) thereof. Without limiting the generality of the power hereby conferred, the persons named as proxyholders are specifically directed to vote as follows:

1) (mark one only)

- VOTE **FOR** approval of the Plan;
- VOTE **AGAINST** approval of the Plan; or
- ABSTAIN from voting on the Plan.

2) Vote at the proxyholder's discretion and otherwise act for and on behalf of the undersigned Creditor with respect to any amendments to the Plan and to any other matters that may come before the Meeting or any other adjournment thereof.

Dated this _____ day of _____ 2016.

Name of the Creditor (Please Print)

Signature of Witness

Signature of the Creditor or Attorney authorized in writing or, if the Creditor is a corporation, signature of a duly authorized signing officer of the corporation.

Title of the authorized signing officer of the Creditor

Mailing address of the Creditor:

Telephone number of the Creditor:

Facsimile number of the Creditor:

Email address of the Creditor:

INSTRUCTIONS FOR COMPLETION OF THE PROXY

- 1) This proxy should be read in conjunction with the Plan and Meeting Order.
- 2) Each Creditor who has a right to vote at the Meeting has the right to appoint a person to attend, act and vote for and on behalf of the Creditor and such right may be exercised by inserting in the space provided the name of the person to be appointed. If no name has been inserted in the space provided, the Creditor will be deemed to have appointed a representative of the Monitor as the Creditor's proxyholder.
- 3) A Creditor who has given a proxy may revoke it (as to any matter on which a vote has not already been cast pursuant to its authority) by delivering written notice to the Monitor prior to the commencement of the Meeting or any adjournment or postponement of the Meeting.
- 4) If this Proxy is not dated in the space provided, it shall be deemed to be dated on the date it is received by the Monitor.
- 5) If an officer of the Monitor is appointed or is deemed to be appointed as proxyholder and the Creditor fails to indicate on the Proxy whether it wishes to vote for or against approval of the Plan or whether it wishes to abstain from voting on the Plan, **the Creditor will be deemed to have instructed its proxyholder to vote FOR approval of the Plan, including any amendments thereto.**
- 6) If more than one valid Proxy for the same Creditor is received the Proxy bearing the later date shall govern and the earlier-dated Proxy shall be revoked. If more than one valid Proxy for the same Creditor and bearing or deemed to bear the same date are received with conflicting instructions, such Proxies will be treated as disputed Proxies and shall not be voted.
- 7) This Proxy must be signed by the Creditor or by a person duly authorized (by power of attorney) to sign on the Creditor's behalf or, if the Creditor is a corporation, by a duly authorized officer or attorney of the corporation.
- 8) In order to appoint the Monitor as your proxy, this Proxy, once completed, dated and signed, should be sent in advance to the Monitor, by prepaid ordinary mail, registered mail, courier, personal delivery, facsimile transmission or email at the address set out below and must be received by the Monitor by no later than 10:00 a.m. (Toronto Time) on October 18, 2016, being one (1) Business Day before the Meeting.
- 9) If you wish to appoint any person other than the Monitor as your proxy, you may either send the proxy to the Monitor at the address listed below before 10:00 a.m. (Toronto Time) on October 18, 2016, being one (1) Business Day before the Meeting.

Address of the Monitor:

Deloitte Restructuring Inc.
22 Adelaide Street West, Suite 200
Toronto, ON M5H 0A9

Attention: Catherine Hristow
Email: christow@deloitte.ca
With an e-mail copy to: paucasey@deloitte.ca