



**CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL**

No.: 500-11-058763-208

SUPERIOR COURT
(Commercial Division)

**IN THE MATTER OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, AS AMENDED:**

**GROUPE DYNAMITE INC.
GRG USA HOLDINGS INC.
GRG USA LLC**

Debtors

DELOITTE RESTRUCTURING INC.

Monitor

PROXY AND VOTING FORM

1. Before completing this Proxy, please read carefully the accompanying instructions for the proper completion and return of the form.
2. Capitalized terms not otherwise defined in this Notice have the meaning ascribed to them in the Plan Filing and Meeting Order dated September 10, 2021 (the "**Meeting Order**") or the Plan of Compromise and Arrangement of Groupe Dynamite dated September 2, 2021 (the "**Plan**") under the *Companies' Creditors Arrangement Act*.
3. In accordance with the Plan, Proxies may only be filed by Affected Creditors having a Voting Claim (the "**Voting Creditors**").
4. **PROXIES, ONCE DULY COMPLETED, DATED AND SIGNED, MUST BE SENT BY EMAIL TO THE MONITOR, OR IF CANNOT BE SENT BY EMAIL, DELIVERED TO THE MONITOR BY NO LATER THAN THE BEGINNING OF THE CREDITORS' MEETING (THE "PROXY DEADLINE").**
5. THE UNDERSIGNED VOTING CREDITOR hereby revokes all revocable proxies previously given, if any, and nominates, constitutes, and appoints Mr. Jean-Francois Nadon of Deloitte Restructuring Inc., in its capacity as Monitor, or such Person as he, in his sole discretion, may designate or, instead of the foregoing, appoints:

(Print name of proxy holder if wishing to appoint someone other than Mr. Jean-Francois Nadon)

[signature page follows]

to attend on behalf of and act for the Voting Creditor at the Creditors' Meeting to be held in connection with the Plan and at any and all adjournments, postponements or other rescheduling of the Creditors' Meeting, and to vote the dollar value of the Voting Claim as determined by and accepted for voting purposes in accordance with the Meeting Order and as set out in the Plan as follows:

A. SELECT ONLY ONE:

- Vote **FOR** approval of the resolution to accept the Plan; or
- Vote **AGAINST** approval of the resolution to accept the Plan.

If a box is not marked as a vote for or against approval of the Plan and Mr. Jean-Francois Nadon or his designate is appointed as proxy holder, this Proxy shall be voted for approval of the Plan.

- and -

- B. Vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Voting Creditor with respect to any amendments or variations to the matters identified in the notice of the Creditors' Meeting and in this Plan, and with respect to other matters that may properly presented at the Creditors' Meeting.

DATED AT _____, this _____ day of _____ 2021.

(Name of Voting Creditor)

Signature of authorized person
(indicate title or function, if any)

Signature of witness

(Please print name)

(Please print name)

INSTRUCTIONS FOR COMPLETION OF PROXY

1. This Proxy should be read in conjunction with the Plan of Compromise and Arrangement of Groupe Dynamite dated September 2, 2021 (as it may be amended, restated or supplemented from time to time, the "**Plan**") accepted for filing pursuant to the Meeting Order rendered by the Superior Court of Quebec, Commercial Division on September 10, 2021 (the "**Meeting Order**"). Capitalized terms used herein not otherwise defined shall have the meanings ascribed to them in the Plan or the Meeting Order.
2. Each Voting Creditor has the right to appoint a person (who need not be a Creditor) (a "**Proxy holder**") to attend, act and vote for and on behalf of such Voting Creditor and such right may be exercised by inserting the name of the Proxy holder in the blank space provided on the Proxy.
3. If no name has been inserted in the space provided to designate the Proxy holder on the Proxy, the Voting Creditor will be deemed to have appointed Mr. Jean-Francois Nadon of Deloitte Restructuring Inc., in its capacity as Monitor (or such other Person as he, in his sole discretion, may designate), as the Voting Creditor's Proxy holder.
4. A Voting Creditor who has previously given a revocable Proxy may revoke it by an instrument in writing executed by such Voting Creditor or by its attorney, duly authorized in writing or, if a Voting Creditor is not an individual, by an officer or attorney thereof duly authorized, and deposited with the Monitor in each case before the Proxy Deadline.
5. If this Proxy is not dated in the space provided, it shall be deemed to be dated as of the date on which it is received by the Monitor.
6. A valid Proxy from the same Voting Creditor bearing or deemed to bear a later date than this Proxy will be deemed to revoke this Proxy unless such Proxy is irrevocable. If more than one valid Proxy from the same Voting Creditor and bearing or deemed to bear the same date are received by the Monitor with conflicting instructions, such Proxies shall not be counted for the purposes of the vote.
7. This Proxy confers discretionary authority upon the Proxy holder with respect to amendments or variations to the matters identified in the notice of the Meeting and in the Plan, and with respect to other matters that may properly come before the Meeting.
8. The Proxy holder shall vote the Voting Claim of the Voting Creditor in accordance with the direction of the Voting Creditor appointing him/her on any ballot that may be called for at the applicable Meeting. IF A VOTING CREDITOR FAILS TO INDICATE ON THIS PROXY A VOTE FOR OR AGAINST APPROVAL OF THE RESOLUTION TO ACCEPT THE PLAN, AND MR. JEAN-FRANCOIS NADON OR HIS DESIGNATE IS APPOINTED AS PROXY HOLDER, THIS PROXY WILL BE VOTED FOR THE RESOLUTION TO APPROVE THE PLAN, INCLUDING ANY AMENDMENTS, VARIATIONS OR SUPPLEMENTS THERETO. IF A VOTING CREDITOR FAILS TO INDICATE ON THIS PROXY A VOTE FOR OR AGAINST APPROVAL OF THE RESOLUTION TO ACCEPT THE PLAN AND APPOINTS A PROXY HOLDER OTHER THAN MR. JEAN-FRANCOIS NADON OR HIS DESIGNATE, THE PROXY HOLDER MAY VOTE ON THE RESOLUTION AS HE OR SHE DETERMINES AT THE APPLICABLE MEETING.
9. If the Voting Creditor is an individual, this Proxy must be signed by the Voting Creditor or by a person duly authorized (by power of attorney) to sign on the Voting Creditor's behalf. If the Voting Creditor is a corporation, partnership or trust, this Proxy must be signed by a duly authorized officer or attorney of the corporation, partnership or trust. If you are voting on behalf of a corporation, partnership or trust or on behalf of another

individual at a Meeting, you must have been appointed as a Proxy holder by a duly completed Proxy submitted to the Monitor by the Proxy Deadline. You may be required to provide documentation evidencing your power and authority to sign this Proxy.

10. PROXIES, ONCE DULY COMPLETED, DATED AND SIGNED, MUST BE SENT BY EMAIL TO THE MONITOR, OR IF CANNOT BE SENT BY EMAIL, DELIVERED TO THE MONITOR BY NO LATER THAN THE BEGINNING OF THE CREDITORS' MEETING.

- A. By email: GroupeDynamite@deloitte.ca
- B. By mail or courier: Deloitte Restructuring Inc., Court-appointed Monitor of Groupe Dynamite Inc. and certain of its related entities
1190 avenue des Canadiens-de-Montréal
Suite 500, Montreal, QC, H3B 0M7, Canada
Attention : Mr. Jean-Francois Nadon, CCAA Monitor

11. Groupe Dynamite and the Monitor are authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which any Proxy is completed and executed, and may waive strict compliance with the requirements in connection with the deadlines imposed by the Meeting Order.