



**INSTRUMENT OF PROXY SOLICITED BY MANAGEMENT  
FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 8, 2024**

The undersigned shareholder of Dexterra Group Inc. (“Dexterra”), hereby appoints **R. William McFarland, Chair of the Board of Directors of Dexterra (“Board”)**, or failing him, **Mark Becker, Chief Executive Officer of Dexterra**, or instead of either of the foregoing, \_\_\_\_\_ as proxy to attend and act for and on behalf of the undersigned at the Annual General Meeting of Dexterra (“Meeting”) to be held at 11:00 a.m. EST on the 8th day of May 2024 via live audio webcast at <https://web.lumiagm.com/229327636> and at any adjournment or postponement thereof, notice of which Meeting, together with the management information circular (the “Information Circular”) accompanying same, has been received by the undersigned, at every poll which may take place at the Meeting, with specific power and authority to vote as specified below (or if no directions have been given, as the proxyholder sees fit).

The undersigned hereby directs the proxyholder to vote the common shares in the capital of Dexterra (the “Common Shares”) represented by this Instrument of Proxy in the following manner:

1. To elect as directors of Dexterra for the ensuing year all nominees as follows:

		VOTE FOR	VOTE WITHHELD			VOTE FOR	VOTE WITHHELD			VOTE FOR	VOTE WITHHELD
1	Mary Garden			4	Mark Becker			7	Russell Newmark		
2	David Johnston			5	R. William McFarland			8	Antonia Rossi		
3	Simon Landy			6	Kevin D. Nabholz			9	Tabatha Bull		

(if no specification is made, to vote FOR)

2. To appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditor of Dexterra for the ensuing year and to authorize the Board to fix their remuneration.

VOTE FOR

VOTE WITHHELD

(if no specification is made, to vote FOR)

**This Instrument of Proxy is solicited by and on behalf of management and the costs of same will be borne by Dexterra.**

**Each holder of Common Shares has the right to appoint a person or company other than the persons designated in this form of Instrument of Proxy, who need not be a shareholder, to attend and to act for him or her on his or her behalf at the Meeting. To exercise such right, the names of management’s nominees should be crossed out and the name of the shareholder’s nominee should be legibly printed in the blank space provided, or another proxy in proper form, should be completed.**

Registered Shareholders and duly appointed proxyholders (including Beneficial Shareholders who have duly appointed themselves as proxyholders) will be able to attend, submit questions and vote at the Meeting online at <https://web.lumiagm.com/229327636>. Registered Shareholders and duly appointed proxyholders (including Beneficial Shareholders who have duly appointed themselves as proxyholders) may enter the Meeting by clicking “I have a control number” and entering a valid control number and the password “dexterra2024” (case sensitive) before the start of the Meeting.

DATED this \_\_\_\_ day of \_\_\_\_\_, 2024.

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Please print name of Shareholder

\*\*\*\*Please sign exactly as name appears on the address label. Joint owners should each sign. Executors, administrators and trustees, etc. should attach evidence of their authority and a corporation should affix its seal hereto. Holders of common shares of Dexterra who do not expect to attend the Meeting in person or by participating in the live audio webcast are requested to date and sign this Instrument of Proxy appointing a proxy and return it in the envelope provided for that purpose.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or his or her attorney authorized in writing, or if the shareholder is a corporation under its corporate seal or by an officer or attorney thereof, duly authorized and shall be dated.

The undersigned hereby revokes any prior proxies to vote the Common Shares covered by this Instrument of Proxy.

In order for this Instrument of Proxy to be effective, it must be received by TSX Trust Company, Proxy Department by 11:00 a.m. EST on May 6, 2024, or, if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time and date of the convened or reconvened meeting, as applicable. Proxies may be deposited by mail at the offices of TSX Trust Company, Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1. Shareholders appointing a proxyholder other than the management designees must also register that proxyholder by contacting TSX Trust Company by going to TSX Trust Company's website at <https://www.tsxtrust.com/control-number-request> to complete and submit the electronic form or by calling 1-866-751-6315 (in North America) or 1-416-682-3860 (outside North America) no later than 11:00 a.m. EST on May 6, 2024, or, if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time and date of the convened or reconvened meeting, as applicable, and provide TSX Trust Company with the required information for their proxyholder so that TSX Trust Company may provide the proxyholder with a control number via email. This control number will allow your proxyholder to log in and vote at the Meeting. Without a control number, your proxyholder will only be able to log in to the Meeting as a guest and will not be able to vote or submit questions at the Meeting.

In addition to any other manner permitted by law, a shareholder who has given a proxy may revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by it, by signing in person or, by attorney authorized in writing, a written revocation of proxy and by depositing such instrument of revocation at the office of TSX Trust Company, Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1 at any time prior to 11:00 a.m. EST on May 6, 2024, or, if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time and date of the convened or reconvened meeting, as applicable.

Management knows of no other matters to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any amendments, variations or new matters properly come before the Meeting, this Instrument of Proxy confers discretionary authority upon the shareholder's nominee to vote on such matters in accordance with the nominee's best judgment.

***Vote by Phone***

In order to vote by phone, use any touch-tone phone to transmit your voting instructions not less than **48 hours** (excluding Saturdays, Sundays and holidays) before the Meeting and any adjournment or postponement thereof. Phone toll-free 1-888-489-5760 and follow the instructions. Have this Instrument of Proxy in hand when you call. You will be prompted to enter your 13 digit control number which is located on this form. The control number is your personal security code and will be used to authenticate your voting instructions. **If you vote by phone, you cannot appoint anyone other than the person or persons named on the Instrument of Proxy as your proxyholder.**

***Vote by Fax***

In order to vote by fax, complete, sign and date your form of proxy and send it by fax not less than **48 hours** (excluding Saturdays, Sundays and holidays) before the Meeting and any adjournment or postponement thereof to TSX Trust Company at 1-416-595-9593 (toll-free within Canada and the U.S.).

***Vote by Internet***

You may use the internet site at [www.meeting-vote.com](http://www.meeting-vote.com) to transmit your voting instructions. You should have this form of proxy in hand when you access the web site. You will be prompted to enter your 13 digit control number, which is located on this form of proxy. If you vote by internet, your vote must be received not later than 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting and any adjournment or postponement of the Meeting. **This website may be used to appoint a proxyholder to attend and vote on your behalf at the Meeting and to convey your voting instructions. Complete proxy instructions are found in the Information Circular of Dexterra dated March 19, 2024. Please note that if you appoint a proxyholder and submit your voting instructions and subsequently wish to change your appointment or voting instructions, you may resubmit your proxy, prior to the cut off time noted above. When resubmitting a proxy, the latest proxy will be recognized as the only valid one, and all previous proxies submitted will be disregarded and considered as revoked, provided that your latest proxy is submitted within the timeframe noted above.**

When a choice in respect to the matter to be acted upon above is specified in this Instrument of Proxy, the common shares represented by this Instrument of Proxy will be voted in accordance with such specifications. **If no designation in favour of or against the matter set out above is made, the Instrument of Proxy will be voted in favour of such matter.**