

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General Meeting to be held on August 4, 2016

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 or any adjournment or postponement thereof. 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 must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) 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 in favour or withheld from voting or voted against each of the matters described herein, as applicable, 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 or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.
9. In accordance with the articles of the Company, the voting of the shares are subject to the "Significant Equity Interest Requirements" (as that term is defined in the Company's articles) of various securities regulatory authorities. The Company will furnish to a shareholder, on demand and without charge, a full copy of the text of these requirements. **By signing this Form or by giving voting instructions, I declare to the Company that, to the best of my knowledge and belief, the beneficial owner of the common shares represented by this Form and any person exercising control or direction over any of such common shares does not own, hold or control, directly or indirectly, securities of the Company contrary to any of the Significant Equity Interest Requirements.**

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Proxies submitted must be received by 5:00 pm Toronto Time on Friday, July 29, 2016.

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
- **Smartphone?**
Scan the QR code to vote now.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com and clicking at the bottom of the page.

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 listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We being holder(s) of Canaccord Genuity Group Inc. hereby appoint: David J. Kassie, or failing him, Daniel Daviau,

OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and with respect to all other matters that may properly come before the Annual General Meeting of shareholders of Canaccord Genuity Group Inc. to be held at 333 Bay Street, Suite 3400, Toronto, Ontario, M5H 2S7, on August 4, 2016 at 10:00 am and at any adjournment or postponement thereof.

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

For **Against**

1. Number of Directors

To set the number of directors at eight

2. Election of Directors

For **Withhold**

For **Withhold**

For **Withhold**

01. Charles N. Bralver

02. Massimo C. Carello

03. Daniel J. Daviau

04. Kalpana Desai

05. Michael D. Harris

06. David J. Kassie

07. Terrence A. Lyons

08. Dipesh J. Shah

For **Withhold**

3. Appointment of Auditors

Appointment of Ernst & Young LLP, Chartered Accountants as auditors of the Company for the ensuing year and authorizing the directors to fix their remuneration.

For **Against**

4. Amendment of Articles

BE IT RESOLVED, as a special resolution, that the Articles of the Company be altered by deleting Articles 9.5, 11.3 and 18.10 and replacing them with the following:

9.5 Other Alterations

If the Business Corporations Act does not specify the type of resolution and these Articles do not specify another type of resolution, the Company may by ordinary resolution alter these Articles.

11.3 Quorum

Subject to the special rights and restrictions attached to the shares of any class or series of shares, the quorum for the transaction of business at a meeting of shareholders is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 25% of the issued shares entitled to be voted at the meeting.

18.10 Quorum

The quorum necessary for the transaction of the business of the directors is a majority of the directors.

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

