

Form of Proxy

This Proxy is solicited by and on behalf of the management of Matrikon Inc. The undersigned shareholder hereby appoints Gordon Freund, General Counsel of the Corporation, or failing him, Dwight I. Bliss, Secretary of the Corporation, **or instead of either of them, wishes to appoint:**

(insert name) _____

(who need not be a shareholder) as proxy holder, with full power of substitution, to attend and act for the undersigned at Matrikon's annual general meeting of shareholders (the "Meeting"), to be held at Matrikon Corporate Offices, Main Training Centre, Suite 1800, 10405 Jasper Avenue, Edmonton, Alberta, at the hour of 11:00 a.m. (Edmonton time) on December 9, 2005 and at any adjournment(s), in the same manner, to the same extent and with the same powers as if the undersigned were present at the Meeting and without limiting the general authorization the person(s) above-named are specifically directed to vote as follows:

(a) **Election of Directors:**

Hugh J. Bolton
C. Kent Jespersen
David Kramer
Robert Moore

Michael Percy
Amin Rawji
Janice G. Rennie
Nizar J. Somji

FOR

Withhold

If no specification is made, the proxy holder will vote FOR

(b) Appointment of KPMG, LLP as auditors and the authorization of the directors to fix their remuneration:

FOR

Withhold

If no specification is made, the proxy holder will vote FOR

(c) Amendment to the Matrikon Stock Option Plan as described in the information circular for the meeting:

FOR

Against

If no specification is made, the proxy holder will vote FOR

(d) Approval of the proposed Restricted Share Unit plan as described in the information circular for the meeting:

FOR

Against

If no specification is made, the proxy holder will vote FOR

(e) Amendment to the Articles of Amalgamation of Matrikon to permit the appointment of additional directors between annual meetings of shareholders as further described in the information circular for the meeting:

FOR

Against

If no specification is made, the proxy holder will vote FOR

The undersigned instructs the above-named proxy holder to act on each of these matters as directed and confers discretionary authority on the proxy holder to vote on amendments or variations to the matters identified in the information circular and on all other business that may properly come before the Meeting or any adjournment(s) in accordance with their best judgment. At the date hereof, management of the Corporation knows of no such amendment, variation or other matter.

The undersigned hereby revokes any proxy previously given and does further hereby ratify all the said Proxy may lawfully do.

DATED at the City of _____, in the Province/State of _____, this _____ day of _____, _____.

NAME (PLEASE PRINT)

SIGNATURE OF SHAREHOLDER OR HIS
ATTORNEY AUTHORIZED IN WRITING

Address: _____

Instructions:

1. **The completed proxies should be deposited with the corporation's registrar and transfer agent, Olympia Trust Company, 460, Sun Life Place, 10123 – 99 Street, Edmonton, Alberta, T5J 3H1, not later than 48 hours prior to the meeting, or any adjournment of the meeting, at which the proxy is to be used.**
2. This instrument of proxy must be in writing, signed and dated by the shareholder or his or her attorney duly authorized in writing or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof who has been duly authorized. The signature above should agree with the name on this proxy. Executors, administrators, trustees, etc., should so indicate when signing. Where shares are held jointly, each owner must sign. If your address as shown is incorrect, please give your correct address when returning this proxy.
3. **Every shareholder has the right to appoint a person of their choice, who need not be a shareholder of Matrikon, to attend and act on their behalf at the meeting. If you wish to appoint someone other than the persons listed on the Form of Proxy, please insert the name of your chosen proxy holder in the space provided.**
4. If not dated, this proxy shall be deemed to be dated the date on which it was mailed to you.