

**SASKWORKS VENTURE FUND INC.**

**PROXY**

**This Proxy is solicited by and on behalf of Management  
for the Annual General Meeting of Shareholders  
to be held on December 15, 2017**

The undersigned shareholder of SaskWorks Venture Fund Inc. (the "Fund"), hereby appoints Douglas Frondall or failing him, Randy Beattie, or instead of either of them, \_\_\_\_\_ as proxy, with power of substitution, for and on behalf of the undersigned to attend, vote and act for the undersigned at the Annual General Meeting (the "Meeting") of the Shareholders of the Fund to be held on December 15, 2017, at the offices of the Fund at 1925 Victoria Avenue (Second Floor), Regina, Saskatchewan, at the hour of 3:00 p.m. (Regina time) and with the same powers as if the undersigned were present at the Meeting or any adjournment thereof, including with respect to polls and procedural matters which may come before the Meeting. The undersigned hereby undertakes to ratify and confirm all the proxyholder may do by virtue hereof and hereby revokes all proxies previously given.

Without limiting the general authorization and powers hereby given, the person named above is specifically directed to vote as indicated below.

1. Election of the Class A and Class R shareholder nominee to be director of the Fund for the term as more particularly set forth and described in the Management Proxy Circular dated November 6, 2017 (the "Management Proxy Circular").

Vote For

Withhold from Voting

2. The appointment of MNP LLP, Chartered Professional Accountants, Regina, Saskatchewan, as the auditors of the Fund for the ensuing fiscal year of the Fund, and the granting of authority to the directors of the Fund to fix the auditors' remuneration.

Vote For

Withhold from Voting

**If this proxy is signed and returned but no direction is given as to voting in**



for the purposes of the Meeting.

<p><b>VOTE BY MAIL:</b> To be effective, the form of proxy must be completed, signed and returned by mail to: <b>Data Processing Centre, P.O. Box 2800, Stn. LCD, Malton, Mississauga, ON L5T 9Z9</b></p>	<p><b>VOTE BY FACSIMILE:</b> If you choose the fax option, dial: <b>905-507-7793 (English) or 514-281-8911 (French)</b> and ensure that all pages of the proxy are returned.</p>
<p><b>VOTE BY TELEPHONE:</b> As an alternative, you may enter your vote instruction by telephone at <b>1-800-474-7493 (English) or 1-800-474-7501 (French)</b>. Your 16-digit control number is located on the reverse of the form of proxy.</p>	<p><b>VOTE BY INTERNET:</b> To vote via the Internet visit <a href="http://www.proxyvote.com">www.proxyvote.com</a>. Your 16-digit control number to access the Internet voting system is located on the reverse of the form of proxy. You cannot use the Internet voting service to vote on the day of the Meeting.</p>

3. To be effective, this proxy must be executed by the shareholder or his or her attorney authorized in writing or, if the shareholder is a corporation, an officer or attorney thereof who has been duly authorized. If the proxy is not dated it shall be deemed to bear the date on which it was received by the Fund.
4. If this proxy is duly deposited with the Fund at the address set out above, the shares represented thereby will be voted or withheld from voting as directed by the shareholder. If the shareholder specifies in this proxy the manner in which such shares shall be voted with respect to any matters to be acted upon, such shares shall in the event of a poll on any such matters be voted in accordance with such specifications. **If no specification is given, the shares represented by this proxy will be voted in favour of or for, as the case may be, each of the matters referred to herein.**
5. If the shares are registered in the name of an executor, administrator or trustee, please sign exactly as the shares are registered. If the shares are registered in the name of a deceased or other shareholder, the shareholder's name must be printed in the space provided, this proxy must be signed by the legal representative with his name printed below his signature and evidence of authority to sign on behalf of the shareholder must be attached to this proxy.
6. In many cases, shares beneficially owned by a holder ("Beneficial Shareholder") are registered in the name of a securities dealer or broker or other intermediary, or a clearing agency. A Beneficial Shareholder should, in particular, review the section entitled "Advice to Beneficial Holders" in the accompanying Circular and carefully follow the instructions of their securities dealer or other intermediary.
7. All holders of shares should review the accompanying Management Proxy Circular for further information regarding the completion and use of this proxy and other information pertaining to the Meeting.