

THE INTERTAIN GROUP LIMITED

PROXY

FOR USE AT THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 25, 2015

PROXY SOLICITED BY THE MANAGEMENT OF THE INTERTAIN GROUP LIMITED (the "Corporation") for the Annual General and Special Meeting of Shareholders to be held on June 25, 2015. The undersigned shareholder of the Corporation hereby appoints **John Kennedy FitzGerald**, Chief Executive Officer of the Corporation, or, failing him, **Keith Laslop**, Chief Financial Officer of the Corporation, or instead of either of them, _____ as proxy, with power of substitution, to attend and vote for the undersigned at the Annual General and Special Meeting of Shareholders of the Corporation to be held on June 25, 2015 and at any adjournments thereof, and without limiting the general authority and power hereby given, the persons named above are specifically directed to vote as follows:

1. ELECTION OF DIRECTORS

Brent Choi	☐ FOR	☐ WITHHOLD	John Kennedy FitzGerald	☐ FOR	☐ WITHHOLD
David Danziger	☐ FOR	☐ WITHHOLD	Noel Hayden	☐ FOR	☐ WITHHOLD
Stan Dunford	☐ FOR	☐ WITHHOLD	Paul Pathak	☐ FOR	☐ WITHHOLD
John Fielding	☐ FOR	☐ WITHHOLD	Mark Redmond	☐ FOR	☐ WITHHOLD

2. RESOLUTION APPROVING THE RE-APPOINTMENT OF BDO LLP as auditors of the Corporation and authorizing the directors to fix their remuneration.

☐ FOR ☐ WITHHOLD

3. RESOLUTION APPROVING A NEW OPTION PLAN which is consistent with the share incentive policies of the Toronto Stock Exchange, as further set out in the Corporation's Management Information Circular prepared for this meeting.

☐ FOR ☐ AGAINST

4. RESOLUTION RATIFYING CERTAIN AMENDMENTS TO THE CORPORATION'S BY-LAWS to permit the issuance of debt obligations to the public, as further set out in the Corporation's Management Information Circular prepared for this meeting.

☐ FOR ☐ AGAINST

5. VOTE at the discretion of the proxy nominee on any amendments to the foregoing and on such other matters as may properly come before the meeting or any postponement or adjournment thereof.

TO BE VALID, THIS PROXY MUST BE RECEIVED BY THE CORPORATION'S TRANSFER AGENT, PURSUANT TO THE DELIVERY INSTRUCTIONS ON THE REVERSE SIDE, NOT LATER THAN 5:00 P.M., EASTERN DAYLIGHT TIME, ON JUNE 23, 2015.

This proxy revokes and supersedes all proxies of earlier date.
THIS PROXY MUST BE SIGNED AND DATED.

DATED THIS _____ DAY OF _____ 2015

NAME OF SHAREHOLDER (PLEASE PRINT)

SIGNATURE OF SHAREHOLDER

NUMBER OF COMMON SHARES HELD

DELIVERY INSTRUCTIONS:

The Intertain Group Limited
c/o CST Trust Company, Proxy Department
P.O. Box 721, Agincourt, Ontario
M1S 0A1

Facsimile: 416.368.2502

Toll Free Facsimile (U.S. and Canada only): 1.866.781.3111

Internet: www.cstvotemyproxy.com

Email: scan and deliver your proxy to proxy@canstockta.com

IMPORTANT ADDITIONAL INFORMATION:

1. The common shares represented by this proxy instrument will be voted in accordance with the instructions provided herein.
2. **EACH SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON TO REPRESENT HIM OR HER AT THE MEETING OTHER THAN THE PERSON SPECIFIED ABOVE.** Such right may be exercised by inserting in the blank space provided the name of the person to be appointed, who need not be a shareholder of the Corporation.
3. Please sign exactly as your name appears on the back of the proxy and date the proxy. If the shareholder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized.
4. If the form of proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Corporation.
5. If the shareholder appoints the person designated above as his proxy to attend and act at the said meeting:
 - a. the shares represented by the proxy will be voted in accordance with the instructions of the shareholder or any ballot that may be called for;
 - b. where the shareholder specifies a choice in the proxy with respect to any matter to be acted upon, the shares represented by the proxy shall be voted accordingly; and
 - c. **IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS LISTED ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS.**