

LEEWARD CAPITAL CORP.

**INSTRUMENT OF PROXY FOR HOLDERS OF COMMON SHARES OF
FOR THE SPECIAL MEETING OF SHAREHOLDERS OF
TO BE HELD ON FRIDAY, AUGUST 5, 2011**

The undersigned shareholder of LEEWARD CAPITAL CORP. ("**Leeward**"), hereby appoints **R. James Milliken**, a director of Leeward, or, failing him/her, **Donald D. Gillies**, a director of Leeward, or failing him, or any of the foregoing, _____, as proxyholder of the undersigned, with full power of substitution, to attend, act and vote for and on behalf of the undersigned at the Annual General and Special Meeting (the "**Meeting**") of holders of common shares of Leeward (the "**Company Shares**") to be held on Friday, August 5, 2011 (Calgary time) at The Bow Valley Club, Suite 370, 250 - 6 Avenue SW, Calgary, Alberta T2P 3H7, the offices of address of meeting and at any adjournment thereof, and on every ballot that may take place in consequence thereof to the same extent and with the same powers as if the undersigned were personally present at the Meeting with authority to vote at the said proxyholder's discretion, except as otherwise specified below.

Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxyholder to vote the **Company Shares** represented by this Instrument of Proxy in the following manner (**check (Y) the appropriate box**):

1. **FOR or AGAINST** (and, if no specification is made, FOR) passing, with or without variation, a resolution, the full text of which is set forth in the accompanying information circular and proxy statement dated June 20, 2011 (the "**Information Circular**") of Leeward to approve the appointment of John J. Geib, Chartered Accountant of Calgary, Alberta as the auditor for Leeward and to authorize the Directors to fix the remuneration to be paid to the auditor.
2. **FOR or AGAINST** (and, if no specification is made, FOR) passing, with or without variation, a resolution, the full text of which is set forth in the accompanying information circular and proxy statement dated June 20, 2011 (the "**Information Circular**") of Leeward to approve the election of directors.
3. **FOR or AGAINST** (and, if no specification is made, FOR) passing, with or without variation, a resolution, the full text of which is set forth in the accompanying information circular and proxy statement dated June 20, 2011 (the "**Information Circular**") of Leeward to approve Leeward's Stock Option Plan, as more particularly described in the accompanying information circular and proxy statement.
4. **FOR or AGAINST** (and, if no specification is made, FOR) passing, with or without variation, a resolution, the full text of which is set forth in the accompanying information circular and proxy statement dated June 20, 2011 (the "**Information Circular**") of Leeward to receive the Audited Financial Statements of Leeward for the year ended December 15, 2010, together with the Auditor's Report thereon.
5. At the discretion of the said proxyholder, upon any amendment or variation of the above matters or any other matter that may be properly brought before the Meeting or any adjournment thereof in such manner as such proxy, in such proxyholder's sole judgment, may determine.

This Instrument of Proxy is solicited on behalf of the management of Leeward. The Company Shares represented by this Instrument of Proxy will be voted and, where the shareholder has specified a choice with respect to the above matters will be voted as directed above or, if no direction is given, will be voted FOR the above matters.

Each shareholder has the right to appoint a proxyholder other than the persons designated above, who need not be a shareholder, to attend and to act for and on the behalf of such shareholder at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder's appointee(s) should be legibly printed in the blank space provided.

THE UNDERSIGNED HEREBY REVOKES ANY PROXIES HERETOFORE GIVEN.

Dated this ____ day of _____, 2011.

(Signature of Shareholder)

(Name of Shareholder - Please Print)

NOTES:

1. If the shareholder is a corporation, its corporate seal must be affixed or it must be signed by an officer or attorney thereof duly authorized.
2. This Instrument of Proxy must be dated and the signature hereon should be exactly the same as the name in which the Shares are registered. If the Instrument of Proxy is not dated in the above space, it is deemed to bear the date on which it is mailed by the person making the solicitation.
3. The shareholder has the right to appoint a proxyholder (who need not be a shareholder of other than the persons designated above to attend and act for and on behalf of the shareholder at the Meeting. To exercise this right, the shareholder must either insert the name of the desired person in the blank space provided above and strike out the other names or complete another appropriate proxy and, in either case, must deliver the completed proxy in accordance with the provisions set out in the Information Circular.
4. The Shares represented by this proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for. Persons signing as executors, administrators, trustees, etc. should so indicate. Only shareholders of record on who either personally attend at the Meeting or who complete and deliver a form of proxy in the manner specified and subject to the provisions set out under the heading "General Proxy Matters – Appointment and Revocation of Proxies" in the Information Circular will be entitled to vote or have their Shares voted at the Meeting except to the extent that a shareholder has transferred the ownership of any Shares after such date, and the transferee of those Shares produces properly endorsed certificates or otherwise establishes ownership of such Shares and demands, not later than 10 days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote, in which case the transferee is entitled to vote such Shares at the Meeting.
5. This Instrument of Proxy will not be valid and not be acted upon or voted unless it is completed as outlined herein and deposited with, at least forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in Alberta) prior to the Meeting or any adjournment thereof, or may be accepted by the Chairman of the Meeting prior to the commencement of the Meeting.