

**MOSAID TECHNOLOGIES INCORPORATED**  
11 Hines Road, Suite 203, Ottawa, Ontario K2K 2X1, Canada

**FORM OF PROXY**

**THIS PROXY IS SOLICITED BY AND ON BEHALF OF MANAGEMENT OF MOSAID TECHNOLOGIES INCORPORATED FOR USE AT THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF MOSAID TECHNOLOGIES INCORPORATED TO BE HELD ON THURSDAY, SEPTEMBER 22, 2011, AT 10:30 A.M.**

The undersigned shareholder of MOSAID Technologies Incorporated (the "**Corporation**") hereby appoints Carl P. Schlachte, Sr., Chairman, or failing him, John C. Lindgren, President and Chief Executive Officer, or, instead of either of the foregoing, \_\_\_\_\_, as proxyholder, with power of substitution, to attend, vote and otherwise act on behalf of the undersigned in respect of all common shares held by the undersigned at the annual and special meeting of the shareholders of the Corporation to be held at 10:30 a.m. (Ottawa time) on Thursday, September 22, 2011 (the "**Meeting**"), and at any and all adjournments thereof, in the same manner, to the same extent and with the same power as if the undersigned were present. Without limiting the general authorization and powers hereby given, the proxyholder is specifically directed to vote as follows:

1. To vote for the election of the following nominees for directors named in the accompanying Management Proxy Circular:

01	J. Ian Giffen	<b>FOR</b> <input type="checkbox"/>	<b>WITHHOLD</b> <input type="checkbox"/>	05	Barry J. Reiter	<b>FOR</b> <input type="checkbox"/>	<b>WITHHOLD</b> <input type="checkbox"/>
02	John C. Lindgren	<b>FOR</b> <input type="checkbox"/>	<b>WITHHOLD</b> <input type="checkbox"/>	06	Carl P. Schlachte, Sr.	<b>FOR</b> <input type="checkbox"/>	<b>WITHHOLD</b> <input type="checkbox"/>
03	Jerry W. Mills	<b>FOR</b> <input type="checkbox"/>	<b>WITHHOLD</b> <input type="checkbox"/>	07	John P. Veschi	<b>FOR</b> <input type="checkbox"/>	<b>WITHHOLD</b> <input type="checkbox"/>
04	Normand Y. Paquette	<b>FOR</b> <input type="checkbox"/>	<b>WITHHOLD</b> <input type="checkbox"/>				

2. To vote **FOR**  or **WITHHOLD** from  the reappointment of Deloitte & Touche LLP as the Corporation's auditors for the financial year ending April 30, 2012 and to authorize the Corporation's Board of Directors to fix the auditors' remuneration;
3. To vote **FOR**  or **AGAINST**  the ordinary resolution attached as Appendix C to the accompanying Management Proxy Circular of the Corporation dated August 3, 2011 (the "**Circular**") to approve the Corporation's approach to executive compensation;
4. To vote **FOR**  or **AGAINST**  the ordinary resolution attached as Appendix D to the Circular to reconfirm the continued existence of the Corporation's Shareholder Rights Plan;
5. To vote **FOR**  or **AGAINST**  the ordinary resolution attached as Appendix E to the Circular to approve the proposed amendments to the Corporation's Employee and Director Stock Purchase Plan;
6. To vote **FOR**  or **AGAINST**  the ordinary resolution attached as Appendix F to the Circular to approve a proposed amendment to the Corporation's Employee and Director Stock Option Plan; and
7. To vote **FOR**  or **AGAINST**  the special resolution attached as Appendix G to the Circular to approve the proposed amendments to the Corporation's articles of incorporation so as to split the Corporation's outstanding shares on a 2:1 basis.

This proxy revokes any proxy previously given.

**PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY PROMPTLY.**

DATED \_\_\_\_\_, 2011.

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Name of Shareholder (please print)

**NOTES FOR USE OF PROXY FORM:**

- (1) The shares represented by this proxy instrument will be voted for, against or withheld from voting on any ballot that may be called for in accordance with the instructions contained herein. **In the absence of such instructions, such shares will be voted FOR all resolutions as stated in the accompanying Management Proxy Circular.**
- (2) This form of proxy confers authority on the above-named person to vote in his or her discretion in respect of amendments to the matters identified in the notice of meeting accompanying this form of proxy or in respect of other matters that may properly be brought before the Meeting.
- (3) **Each shareholder has the right to appoint a person to attend and act on his or her behalf at the Meeting other than the persons specified above. If you use this form of proxy, but wish to appoint some person other than Carl P. Schlachte, Sr. or John C. Lindgren as your proxyholder, insert the name of that other person in the blank space provided in this form of proxy. The proxyholder must attend the Meeting in order to vote on your behalf.**
- (4) This form of proxy must be dated and executed by the shareholder or his or her attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by a duly authorized officer or attorney. If the form of proxy is not dated, it will be deemed to bear the date on which it was mailed or delivered by the Corporation.
- (5) Whether or not you expect to attend the Meeting, please exercise your right to vote. Shareholders who have voted may still attend the Meeting. Please complete, date and sign the enclosed form of proxy and return it:
  - (i) by mail, to CIBC Mellon Trust Company c/o Canadian Stock Transfer Company Inc. at P.O. Box 721, Agincourt, Ontario M1S 0A1, Canada, or in the enclosed envelope;
  - (ii) by facsimile, to CIBC Mellon Trust Company c/o Canadian Stock Transfer Company Inc. at 416-368-2502 or 1-866-781-3111 (toll free in North America);
  - (iii) by depositing it with the Corporate Secretary of the Corporation at 11 Hines Road, Suite 203, Ottawa, Ontario K2K 2X1, Canada;
  - (iv) by telephone, call 1-866-240-5191 (toll free in North America) and enter the unique 12- digit control number on this proxy; or
  - (v) you may vote the shares by internet. Access [www.proxypush.ca/msd](http://www.proxypush.ca/msd) and enter the unique 12- digit control number on this proxy.

To be used at the Meeting, proxies must be received by 10:30 a.m. (Ottawa time) two business days prior to the Meeting, being Tuesday, September 20, 2011, or any adjournment thereof. After that time proxies will only be accepted at the discretion of the Corporate Secretary.