VOTING INSTRUCTION FORM
VERESEN INC.

SEE VOTING INSTRUCTIONS ON REVERSE WE NEED TO RECEIVE YOUR VOTING INSTRUCTIONS AT LEAST ONE BUSINESS DAY BEFORE THE PROXY DEPOSIT DATE.	INTERNET VOTE: *WWW.PROXYVOTE.COM* TELEPHONE VOTE: *1-800-474-7493*

MEETING TYPE: ANNUAL MEETING
MEETING DATE: THURSDAY, MAY 12, 2011 AT 2:00 P.M. MDT
RECORD DATE: FOR HOLDERS AS OF MARCH 23, 2011
PROXY DEPOSIT DATE: MAY 10, 2011
ACCOUNT NUMBER: HRT2SSTA 01 OM
CUSIP: 92340R106 **CUID:** T770 C81 P09969 010 E **CONTROL NO. : 303782644900**

APPOINTEE(S) **STEPHEN H. WHITE, RICHARD G. WEECH**

IF YOU WISH TO ATTEND THE MEETING OR DESIGNATE ANOTHER PERSON TO ATTEND, VOTE AND ACT ON YOUR BEHALF AT THE MEETING, OR ANY ADJOURNMENT THEREOF, OTHER THAN THE PERSON(S) SPECIFIED ABOVE, PRINT YOUR NAME OR THE NAME OF THE PERSON ATTENDING THE MEETING ON THE APPOINTEE LINE BELOW.

PLEASE PRINT APPOINTEE NAME

ITEM(S)	VOTING RECOMMENDATIONS			FOR	WITHHOLD
1 - ELECTION OF DIRECTORS FOR THOSE PERSONS IDENTIFIED IN THE INFORMATION CIRCULAR WHICH ACCOMPANIES THIS VOTING INSTRUCTION FORM AS NOMINEES FOR ELECTION AS DIRECTORS OF VERESEN INC. FOR THE ENSUING YEAR OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED.	FOR	---->>>	1	☐	☐
2 - THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, CHARTERED ACCOUNTANTS, AS THE AUDITOR OF VERESEN INC. FOR THE ENSUING YEAR.	FOR	---->>>	2	☐	☐

NOTE THIS FORM CONFERS DISCRETIONARY AUTHORITY TO VOTE ON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.
NOTE THIS VOTING INSTRUCTION FORM SHOULD BE READ IN CONJUNCTION WITH THE ACCOMPANYING INFORMATION CIRCULAR.

TELEPHONE VOTE AT 1-800-474-7493 OR
INTERNET VOTE AT WWW.PROXYVOTE.COM

FOLD IN HALF - DO NOT DETACH

FOLD IN HALF - DO NOT DETACH

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ITEM(S) **(FILL IN ONLY ONE BOX " ▭ " PER ITEM IN BLUE OR BLACK INK)** 0000

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CONTROL NO. : → 303782644900

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31 31 P09969 E 1 OF 1

AVENUE INVESTMENT MANAGEMENT
PAUL HARRIS
47 COLBORNE STREET, STE 300
TORONTO, ON M5E 1PB
CANADA

SIGNATURE(S) April 14/11 DATE (DD/MM/YY)
* INVALID IF NOT SIGNED *

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