

THIS FORM OF PROXY IS BEING SOLICITED BY OR ON BEHALF OF ENGINE CAPITAL LP, ENGINE AIRFLOW CAPITAL LP, ENGINE LIFT CAPITAL LP AND ENGINE JET CAPITAL LP (COLLECTIVELY, AND TOGETHER WITH THEIR RESPECTIVE AFFILIATES AND ASSOCIATES, “ENGINE”) AND NOT BY OR ON BEHALF OF MANAGEMENT OF DYE & DURHAM LIMITED (“DYE & DURHAM” OR THE “COMPANY”), AND WILL BE USED AT THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF DYE & DURHAM SCHEDULED TO BE HELD AT 10:30 A.M. (TORONTO TIME) ON DECEMBER 17, 2024 AND AT ANY ADJOURNMENT OR POSTPONEMENT THEREOF (THE “MEETING”).

TIME IS OF THE ESSENCE. VOTE THIS BLUE PROXY TODAY.

Notes to Proxy

1. A shareholder has the right to appoint a person or company, who need to be a shareholder of Dye & Durham, other than the persons named in this form of proxy, as proxyholder to attend and act for and on behalf of such shareholder at the Meeting and may exercise such right by inserting the name of the person or company to be appointed as proxyholder in the blank space provided (see reverse).
2. This proxy must be signed by a holder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your name appears on this proxy. If the holder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed. If the signatory is acting in a fiduciary or representative capacity, please provide full particulars of such appointment and authority.
3. The common shares of Dye & Durham represented by this proxy will be voted for, against or withheld from voting on each of the matters described herein, as applicable, in accordance with the instructions of the shareholder on any ballot that may be called for at the Meeting and, if the shareholder specifies a choice with respect to any matter to be acted upon, the common shares will be voted accordingly. However, if such instructions are not provided in respect of any matter, the common shares represented by this proxy will be voted as follows: (a) **FOR** the election of all six Engine nominees (collectively, the “Engine Nominees”); (b) **WITHHOLD** votes from the election of all seven incumbent management nominees (collectively, the “Incumbent Management Nominees”); (c) **FOR** the appointment of Ernst & Young LLP as auditors of Dye & Durham and authorizing the board of directors of the Company to fix their remuneration; (d) **FOR** the ratification of the issuance of certain stock options; and (e) **AGAINST** Dye & Durham’s approach to executive compensation, as further described in each case in the accompanying dissident circular dated November 29, 2024 (the “Engine Circular”) prepared by and on behalf of Engine.
4. If this proxy is not dated, it will be deemed to bear the date on which it is received by or on behalf of Engine.
5. This proxy confers discretionary authority with respect to amendments or variations of the matters identified in the notice of meeting dated November 19, 2024 and with respect to any other matters which may properly come before the Meeting or any adjournment(s) or postponement(s) thereof, in each case to the extent permitted by law, whether or not the amendment or variation or other matter is routine and whether or not the amendment, variation or other matter is contested.
6. If the common shares of Dye & Durham are registered in the name of an executor, administrator or trustee, please sign exactly as your name appears on this proxy. If the common shares of Dye & Durham are registered in the name of a deceased or other holder, the proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other holder must be attached to this proxy.
7. Some shareholders may own common shares of Dye & Durham as both a registered and a beneficial holder; in which case you may receive more than one Engine Circular and will need to vote separately as a registered and beneficial holder. Beneficial holders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of securities they beneficially own. Beneficial holders should carefully review the section of the Engine Circular entitled “*Information About Voting for the Engine Nominees – Advice to Non-Registered Shareholders*” and follow the instructions for voting conveyed to them by their intermediaries.
8. If a common share of Dye & Durham is jointly held by two or more individuals, any one of the holders may vote at the Meeting, either by attending in person or by proxy, provided that the other holders are absent. However, if more than one holder is present or represented by proxy at the Meeting, they must vote collectively and as one in respect of that common share.
9. This proxy should be read in conjunction with the accompanying Engine Circular.
10. Please vote your form of proxy today. **Do not submit any management form of proxy sent to you by Dye & Durham.** You may submit this form of proxy even if you have already submitted a management form of proxy since the later proxy is the one that will be used.
11. To allow sufficient time for your proxy to be delivered for use at the Meeting, we urge you to vote by Internet by following the instructions set out below or complete, sign, date and return your proxy so that it is received (at the fax number or mailing address below) as soon as possible. Proxies submitted must be received by 10:30 a.m. (Toronto time) on December 12, 2024 or, if the Meeting is postponed or adjourned, no later than three business days (excluding Saturdays, Sundays and holidays) before the Meeting. You should complete this proxy even if you have already completed a management form of proxy sent to you by Dye & Durham.

VOTING BY INTERNET	VOTING BY FAX
Complete, sign and date this proxy. Scan both sides of this proxy and return it by email to: assistance@sodali.com .	Complete, sign and date this proxy and return it by fax toll-free to 1-877-218-5372.

If you experience any problems voting this BLUE form of proxy, please contact Sodali & Co. in the manner set out below and they will be able to assist you to ensure that your vote is counted at the Meeting.



Toll-Free : 1-888-777-2094
Outside North America (collect calls accepted): 1-289-695-3075
E-mail: assistance@sodali.com

Form of Proxy – Annual General & Special Meeting of Shareholders of Dye & Durham Limited Scheduled to be held on December 17, 2024

Appointment of Proxyholder

I/We, being holder(s) of Dye & Durham Limited hereby appoint: Amaud Ajdler, or failing him, Ryan Dubin, or failing him, Marc Diagonale (collectively, the "Engine Proxyholders")

OR Print the name of the person you are appointing if this person is someone other than the Engine Proxyholders listed herein.

as my/our proxyholder with full power of substitution and to attend, act and vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Meeting and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE **BOXES**.

1. ELECTION OF DIRECTORS

The following persons be elected as the directors of the Company to hold office until the close of the next annual meeting of shareholders following their election. You may vote "FOR" up to seven (7) director nominees. If you vote "FOR" more than seven (7) director nominees, only the first seven (7) voted "FOR" will be recorded.

ENGINE NOMINEES	FOR	WITHHOLD	ENGINE NOMINEES	FOR	WITHHOLD
01. Amaud Ajdler	<input type="checkbox"/>	<input type="checkbox"/>	02. Hans T. Gieskes	<input type="checkbox"/>	<input type="checkbox"/>
03. Tracey E. Keates	<input type="checkbox"/>	<input type="checkbox"/>	04. Ritu Khanna	<input type="checkbox"/>	<input type="checkbox"/>
05. Anthony P. Kinnear	<input type="checkbox"/>	<input type="checkbox"/>	06. Sid Singh	<input type="checkbox"/>	<input type="checkbox"/>

INCUMBENT MANAGEMENT NOMINEES	FOR	WITHHOLD	INCUMBENT MANAGEMENT NOMINEES	FOR	WITHHOLD
07. Eric Shahinian	<input type="checkbox"/>	<input type="checkbox"/>	08. Colleen Moorehead	<input type="checkbox"/>	<input type="checkbox"/>
09. Matthew Proud	<input type="checkbox"/>	<input type="checkbox"/>	10. Mark Ernst	<input type="checkbox"/>	<input type="checkbox"/>
11. David Oppenheimer	<input type="checkbox"/>	<input type="checkbox"/>	12. Edward D. Prittie	<input type="checkbox"/>	<input type="checkbox"/>
13. Luke McCormick	<input type="checkbox"/>	<input type="checkbox"/>			

2. APPOINTMENT OF AUDITORS

To approve the appointment of Ernst & Young LLP as auditors of Dye & Durham for the ensuing year and authorize the board of directors of the Company to fix their remuneration.

FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
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3. RATIFICATION OF ISSUANCE OF CERTAIN OPTIONS

To approve an ordinary resolution ratifying the issuance of certain options as more fully described in Dye & Durham's management information circular.

FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>
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4. ADVISORY VOTE ON APPROACH TO COMPENSATION

To approve an advisory resolution on the Company's approach to executive compensation as more fully described in Dye & Durham's management information circular.

FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>
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IF YOU DO NOT SPECIFY A CHOICE WITH RESPECT TO VOTING ON THE MATTERS ABOVE, THE COMMON SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS FOLLOWS: (A) **FOR** THE ELECTION OF ALL SIX ENGINE NOMINEES; (B) **WITHHOLD** VOTES FROM THE ELECTION OF ALL SEVEN INCUMBENT MANAGEMENT NOMINEES; (C) **FOR** THE APPOINTMENT OF ERNST & YOUNG LLP AS AUDITORS OF DYE & DURHAM AND AUTHORIZING THE BOARD OF DIRECTORS OF THE COMPANY TO FIX THEIR REMUNERATION; (D) **FOR** THE RATIFICATION OF THE ISSUANCE OF CERTAIN STOCK OPTIONS; AND (E) **AGAINST** DYE & DURHAM'S APPROACH TO EXECUTIVE COMPENSATION, AS FURTHER DESCRIBED IN EACH CASE IN THE ACCOMPANYING ENGINE CIRCULAR.

NOTE THIS PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO AMENDMENTS OR VARIATIONS TO MATTERS IDENTIFIED IN THE NOTICE OF MEETING DATED NOVEMBER 19, 2024 AND WITH RESPECT TO ANY OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT(S) OR POSTPONEMENT(S) THEREOF, IN EACH CASE TO THE EXTENT PERMITTED BY LAW, WHETHER OR NOT THE AMENDMENT OR VARIATION OR OTHER MATTER IS ROUTINE AND WHETHER OR NOT THE AMENDMENT, VARIATION OR OTHER MATTER IS CONTESTED.

Authorized Signature(s) – This section must be completed for your instructions to be executed. I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no instructions are provided, the common shares represented by this proxy will be voted as set out above.

Signature of Shareholder(s): _____

Name of Shareholder(s) (Please Print): _____

Phone number / Email of Shareholder: _____

THIS FORM OF PROXY MUST BE RECEIVED PRIOR TO 10:30 A.M. (TORONTO TIME) ON DECEMBER 12, 2024.

Date: _____