



Legumex Walker Inc.
("Company")

FORM OF PROXY ("PROXY")

Special Meeting
November 9, 2015 commencing at 10:00 a.m. (Toronto time)
at the offices of Borden Ladner Gervais LLP, Scotia Plaza,
40 King St. W., 44th Floor, Toronto, Ontario
("Meeting")

RECORD DATE: October 9, 2015
CONTROL NUMBER:
SEQUENCE #:
FILING DEADLINE FOR PROXY: November 5, 2015 at 10:00 a.m. (Toronto time)

VOTING METHODS	
INTERNET	Go to www.voteproxyonline.com and enter the 12 digit control number above
FACSIMILE	(416) 595-9593
MAIL or HAND DELIVERY	TMX EQUITY TRANSFER SERVICES INC.* 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Joel Horn, President & Chief Executive Officer** of the Company, or failing him, **Lauren Moran, Corporate Secretary** ("Management Nominees"), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below.

- SEE VOTING GUIDELINES ON REVERSE -

RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES

1. SALE OF THE SPECIAL CROPS DIVISION

To approve as a special resolution, the sale of substantially all of the assets of the Company comprising of the Special Crops Division as described in the enclosed management information circular of the Company dated October 12, 2015 (the "Circular").

FOR	AGAINST
<input type="checkbox"/>	<input type="checkbox"/>

2. VOLUNTARY LIQUIDATION AND DISSOLUTION

To approve as a special resolution: (i) the voluntary liquidation and dissolution of the Company pursuant to the Canada Business Corporations Act ("CBCA") at a time to be determined by the board of directors of the Company; (ii) the plan of liquidation and distribution substantially in the form attached as Schedule E to the Circular; and (iii) one or more distributions to Shareholders of any remaining property of the Company under the voluntary liquidation and dissolution by way of a return of capital, each as more particularly described in the enclosed Circular.

FOR	AGAINST
<input type="checkbox"/>	<input type="checkbox"/>

3. CHANGE OF REGISTERED OFFICE

To approve as a special resolution, an amendment to the Company's articles of incorporation to move the Company's registered office to Ontario, as more fully described in the enclosed Circular.

FOR	AGAINST
<input type="checkbox"/>	<input type="checkbox"/>

4. THE NAME CHANGE

To approve as a special resolution, the change of the Company's name to "LWP Capital Inc.", or such other name as the board of directors of the Company deems appropriate, as more particularly described in the enclosed Circular.

FOR	AGAINST
<input type="checkbox"/>	<input type="checkbox"/>

5. REDUCTION OF STATED CAPITAL

To approve as a special resolution a reduction of the Company's stated capital pursuant to the CBCA, by such amount as shall be determined by the board of directors such that, immediately following such reduction, the realizable value of the Company's assets will not be less than the aggregate of the Company's liabilities and its stated capital of all classes, as more particularly described in the enclosed Circular.

FOR	AGAINST
<input type="checkbox"/>	<input type="checkbox"/>

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED.**

PLEASE PRINT NAME

Signature of Registered owner(s) Date (MM/DD/YYYY)

Proxy Voting - Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space labeled "*Please print appointee name*", the name of the person to be appointed, who need not be a security holder of the Company.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its being mailed to the security holders of the Company.
7. To be valid, this proxy must be filed using one of the **Voting Methods** and *must be received by TMX Equity Transfer Services Inc.** before the **Filing Deadline for Proxies**, noted overleaf or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the security holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the security holder may be required to provide documentation evidencing the signatory's power to sign the proxy.

Investor inSite

TMX Equity Transfer Services Inc.* offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit

www.tmxequitytransferservices.com/investorinsite

Click on, "*Register Online Now*" and complete the registration form. Call us toll free at 1-866-393-4891 with any questions.

*TMX Equity Transfer Services Inc. is operating the transfer agency and corporate trust business in the name of Equity Financial Trust Company for a transitional period.