

**IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY**

**IN THE MATTER OF THE *COMPANIES CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c.C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF BUDGET WASTE INC.**

**PROXY FOR USE BY UNSECURED CREDITOR CLASS – HOLDERS OF
UNSECURED CLAIMS**

**TO BE USED FOR THE MEETING OF THE UNSECURED CREDITOR CLASS
(THE "CREDITORS' MEETING")**

***Before completing this Proxy, please read carefully the Instructions for
Completion of Proxy as set out on reverse side hereof.***

Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Plan of Compromise and Arrangement of Budget Waste Inc. ("**BWI**") dated December 22, 2009 (as amended, restated or supplemented the "**Plan**").

THE UNSECURED CREDITOR hereby revokes all proxies previously given and nominates, constitutes, and appoints _____ or, instead of the foregoing, Ron Hardie, of Hardie & Kelly Inc., in its capacity as Monitor of BWI, or such persons as that officer may designate as nominee of the Unsecured Creditor, with power of substitution, to attend on behalf of and act for the undersigned Unsecured Creditor at the Creditors' Meeting, to be held in order to consider and, if thought advisable, approve the Plan and at any and all adjournments thereof, and to vote the amount of the Unsecured Creditor's Unsecured Claim as determined for voting purposes pursuant to the Plan as follows:

A. **(mark one only):**

- VOTE FOR approval of the Plan; or
- VOTE AGAINST approval of the Plan; and

B. **(mark one only):**

- Elects to receive shares of BWI Holdings Inc. in accordance with Article 6 of the Plan; or
- Elects to receive a cash distribution in accordance with Article 4 of the Plan;

C. vote at the nominee's discretion and otherwise act thereat for and on behalf of the Unsecured Creditor in respect of any amendments or variations to the above matter and to any other matters that may come before the Creditors' Meeting, or any adjournment thereof.

Dated at _____ this _____ day of _____, 2010.

Unsecured Creditor Signature:

(If Unsecured Creditor is a corporation this section must be completed by duly authorized officer or attorney of the corporation)

Name: _____
(Print Name of Unsecured Creditor, as it appears on the Proof of Claim Form)

By: _____
Name: _____
Title: _____
(Signature of Unsecured Creditor, and if applicable, Authorized Officer or Attorney of Unsecured Creditor and Name and Title of duly appointed officer or attorney of the Corporation)

Witness Signature

(Only applicable, if Unsecured Creditor is an individual)

Name: _____
(Print Name of Witness)

By: _____
(Signature of Witness)

INSTRUCTIONS FOR COMPLETION OF PROXY

1. **If an officer of Hardie & Kelly Inc., the Monitor, is appointed or is deemed to be appointed as proxyholder and the Unsecured Creditor fails to indicate a vote for or against the approval of the Plan on this Proxy, this Proxy will be voted FOR approval of the Plan.**
2. Each Unsecured Creditor who has a right to vote has the right to appoint a person (who does not need to be an Unsecured Creditor) to attend, act and vote for and on his or her behalf at the Creditors' Meeting, or any adjournments thereof, and such right may be exercised by inserting in the space provided therefor the name of the person to be appointed. **If no name has been inserted in the space provided, the Unsecured Creditor will be deemed to have appointed an officer of the Monitor as the Unsecured Creditor's proxyholder.**
3. **If the Unsecured Creditor is not an individual it may only attend and vote at the Creditors' Meeting if it has appointed a proxyholder to attend and act on its behalf at the Creditors' Meeting.**
4. If this proxy is not dated in the space provided therefor, it shall be deemed to bear the date on which it was received by the Monitor.
5. This proxy must be signed by the Unsecured Creditor or by his or her attorney duly authorized in writing or, where the Unsecured Creditor is a corporation, by a duly authorized officer or attorney of the corporation with an indication of the title of such officer or attorney.
6. Valid proxies bearing or deemed to be bearing a later date shall revoke this proxy. In the event that more than one valid proxy for the same Unsecured Creditor and bearing or deemed to be bearing the same date is received with conflicting instructions, such proxies will be treated as disputed proxies and shall not be counted for the purposes of the vote.
7. This Proxy must be received by the Monitor, by delivery or facsimile, no later than 5:00 p.m. (Calgary Time) on the last Business Day preceding the Creditors Meeting or any adjournment thereof, at Hardie & Kelly Inc., 206, 5800 – 2nd Street S.W., Calgary, Alberta T2H 0H2 Attention: Gary Bobroff (Facsimile No.: (403) 640-0591).
8. This proxy may also be deposited with the Chair prior to commencement of the Creditors' Meeting but no Proxy will be accepted by the Chair after commencement of the Creditors' Meeting.