**FLYHT AEROSPACE SOLUTIONS LTD.**

**INSTRUMENT OF PROXY FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

The undersigned shareholder of **FLYHT Aerospace Solutions Ltd.** (the "**Company**") hereby appoints Bill Tempany, President, Chief Executive Officer and a director of the Corporation, or, failing him, Nola Heale, VP Finance and Chief Financial Officer of the Corporation, or, instead of either of them _____, as proxyholder of the undersigned, with full power of substitution, to attend, act and vote for and on behalf of the undersigned at the Annual and Special Meeting (the "**Meeting**") of holders of common shares of the Company (the "**Company Shares**") to be held on June 2, 2015 at 2:00 p.m. (Calgary time) at **Four Points by Sheraton, 2875 Sunridge Way NE, Calgary, Alberta** and at any adjournment(s) thereof, and on every ballot that may take place in connection therewith to the same extent and with the same powers as if the undersigned were personally present at the Meeting with authority to vote at the said proxyholder's discretion, except as otherwise specified below.

Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxyholder and alternate proxyholder to vote the Company Shares represented by this Instrument of Proxy in the following manner (**check X in the appropriate box**):

1. **FOR ❒ or AGAINST ❒** (and, if no specification is made, FOR) an ordinary resolution fixing the number of directors to be elected at the Meeting at nine;

2. **FOR or WITHHOLD FROM VOTING FOR** (and, if no specification is made, FOR) the election of each of the following nominees as directors of the Company:

| | |
|---|---|
| WILLIAM T. TEMPANY | **FOR ❒ or WITHHOLD FROM VOTING FOR ❒** |
| DOUGLAS G. MARLIN | **FOR ❒ or WITHHOLD FROM VOTING FOR ❒** |
| MICHAEL BROWN | **FOR ❒ or WITHHOLD FROM VOTING FOR ❒** |
| JACK OLCOTT | **FOR ❒ or WITHHOLD FROM VOTING FOR ❒** |
| PAUL TAKALO | **FOR ❒ or WITHHOLD FROM VOTING FOR ❒** |
| JACQUES KAVAFIAN | **FOR ❒ or WITHHOLD FROM VOTING FOR ❒** |
| BARRY ECCLESTON | **FOR ❒ or WITHHOLD FROM VOTING FOR ❒** |
| JOHN BELCHER | **FOR ❒ or WITHHOLD FROM VOTING FOR ❒** |
| MARK ROSENKER | **FOR ❒ or WITHHOLD FROM VOTING FOR ❒** |

3. **FOR ❒ or WITHHOLD FROM VOTING FOR ❒** (and, if no specification is made, FOR) an ordinary resolution appointing KPMG LLP, of Calgary, Alberta as auditors of the Company for the ensuing year and authorizing the directors to fix the remuneration of the auditors;

4. **FOR ❒ or AGAINST ❒** (and, if no specification is made, FOR) a special resolution to approve the consolidation of the issued and outstanding common shares of the Corporation on a "1 new for up to 10 old" basis;

5. **FOR ❒ or AGAINST ❒** (and, if no specification is made, FOR) an ordinary resolution adopting and approving, with or without variation, the Company's 2015 Stock Option Plan as described in the Company's Management Proxy Circular (the "**Information Circular**") and authorizing the Company's board of directors to may any amendments thereto that may be required for the purpose of obtaining the approval of applicable securities regulatory authorities or stock exchanges; and

6. at the discretion of the said proxyholder, upon any amendment or variation of the above matters or any other matter that may be properly brought before the Meeting or any adjournment thereof in such manner as such proxy or alternate proxyholder, in such proxyholder's sole judgment, may determine.

**THIS INSTRUMENT OF PROXY IS SOLICITED ON BEHALF OF THE MANAGEMENT OF FLYHT AEROSPACE SOLUTIONS LTD. THE COMPANY SHARES REPRESENTED BY THIS INSTRUMENT OF PROXY WILL BE VOTED ON AND, WHERE THE UNDERSIGNED HAS SPECIFIED A CHOICE WITH RESPECT TO THE ABOVE MATTERS WILL BE VOTED AS DIRECTED ABOVE. EACH SHAREHOLDER CAN VOTE FOR ALL OF THE ABOVE-NAMED DIRECTORS, VOTE FOR SOME OF THEM AND WITHHOLD FOR OTHERS, OR WITHHOLD FOR ALL OF THEM. UNLESS OTHERWISE INSTRUCTED, OR IF NO DIRECTION IS GIVEN, THE NAMED PROXYHOLDERS WILL VOTE FOR THE ABOVE MATTERS, INCLUDING THE ELECTION OF EACH OF THE PROPOSED NOMINEES.**

**Each shareholder has the right to appoint a proxyholder other than the persons designated above, who need not be a shareholder, to attend and to act for and on the behalf of such shareholder at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder's appointee(s) should be legibly printed in the blank space provided.**

**Each shareholder may use the internet site at www.valianttrust.com to transmit their voting instructions. The shareholder should have this form of proxy in hand when they access the web site.** They will be prompted to enter their Control Number which is located on this Form of Proxy. If a shareholder votes by internet, their vote must be received not later than 2:00 p.m. (Calgary time) on May 29, 2015 or 48 hours prior to the time of any adjournment of the Meeting. **This website may be used to appoint a proxyholder (the "proxyholder") to attend and vote on the shareholders' behalf at the Meeting and to convey your voting instructions. Complete proxy instructions are found in the Information Circular. Please note that if a shareholder appoints a proxyholder and submits their voting instructions and subsequently wishes to change their appointment or voting instructions, they may resubmit the proxy, prior to the cut off time noted above. When resubmitting a proxy, the latest proxy will be recognized as the only valid one, and all previous proxies submitted will be disregarded and considered as revoked, provided that the shareholders' latest proxy is submitted within the timeframe noted above**
**THE UNDERSIGNED HEREBY REVOKES ANY PROXIES HERETOFORE GIVEN.**

Dated this _____ day of _____, 2015.

_____
(Signature of Shareholder)

_____
(Name of Shareholder - Please Print)

**NOTES:**

1. If the shareholder is a corporation, its corporate seal must be affixed or it must be signed by an officer or attorney thereof duly authorized.
2. This Instrument of Proxy must be dated and the signature hereon should be exactly the same as the name in which the shares are registered. If the Instrument of Proxy is not dated in the above space, it is deemed to bear the date on which it is mailed or delivered to the person making the solicitation.
3. The shareholder has the right to appoint a proxyholder (who need not be a shareholder) other than the persons designated above to attend and act for and on behalf of the shareholder at the Meeting. To exercise this right, the shareholder must either insert the name of the desired person in the blank space provided above and strike out the other names or complete another appropriate proxy and, in either case, must deliver the completed proxy in accordance with the provisions set out in the Information Circular.
4. The Company Shares represented by this proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for. Persons signing as executors, administrators, trustees, etc. should so indicate and give their full title as such. Only shareholders of record on who either personally attend at the Meeting or who complete and deliver a form of proxy in the manner specified and subject to the provisions set out under the heading "Proxies" in the Information Circular will be entitled to vote or have their Company Shares voted at the Meeting except to the extent that a shareholder has transferred the ownership of any Company Shares after such date, and the transferee of those Company Shares produces properly endorsed certificates or otherwise establishes ownership of such Company Shares and demands, not later than 10 days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote, in which case the transferee is entitled to vote such Company Shares at the Meeting.
5. This Instrument of Proxy will not be valid and not be acted upon or voted unless it is completed as outlined herein and deposited with the Company's registrar and transfer agent, Valiant Trust Company at Suite 310, 606 - 4th Street SW, Calgary, Alberta, T2P 1T1; Fax: 403-233-2857, at least forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in Alberta) prior to the Meeting or any adjournment thereof, or may be accepted by the Chairman of the Meeting prior to the commencement of the Meeting.

**YOUR NAME AND ADDRESS AS LISTED ON THE ENVELOPE ARE SHOWN AS REGISTERED - PLEASE NOTIFY THE COMPANY OF ANY CHANGE IN YOUR ADDRESS.**