

**AEROMECHANICAL SERVICES LTD.**

**INSTRUMENT OF PROXY FOR HOLDERS OF COMMON SHARES OF  
FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF  
TO BE HELD ON JUNE 2, 2011**

The undersigned shareholder of **AeroMechanical Services Ltd.** (the "Company") hereby appoints Bill Tempany, **President and Chief Executive Officer** of the City of Calgary, in the Province of Alberta, or, failing him, Thomas R. French, **VP Finance and Chief Financial Officer**, of the City of Calgary, in the Province of Alberta, or failing him, or any of the foregoing, \_\_\_\_\_, 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, 2011 at 2PM (Calgary time) at **200W, 1144- 29 Avenue NE, Calgary, Alberta** and at any adjournment thereof, and on every ballot that may take place in consequence thereof 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 to vote the Company Shares represented by this Instrument of Proxy in the following manner (**check (Y) the appropriate box**):

1. **FOR  or AGAINST**  (and, if no specification is made, FOR) passing, with or without variation, a resolution to approve an ordinary resolution fixing the number of directors to be elected at the meeting at eight.
2. **FOR  or WITHHOLD FROM VOTING FOR**  (and, if no specification is made, FOR) passing, with or without variation, a resolution to approve an ordinary resolution electing as directors of the Company, the nominees for election as directors as proposed in the Company's Management Information Circular and Proxy Statement dated April 25, 2011 (the "**Circular**").
3. **FOR  or WITHHOLD FROM VOTING FOR T**  (and, if no specification is made, FOR) passing, with or without variation, a resolution to approve an ordinary resolution appointing KPMG LLP, of Calgary, Alberta as auditors of the Company with authorization to the directors to fix remuneration of the auditors.
4. **FOR  or AGAINST**  (and, if no specification is made, FOR) passing, with or without variation, a resolution, the full text of which is set forth in the Circular to approve an ordinary resolution approving the Stock Option Plan as described in the Circular.
5. 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, in such proxyholder's sole judgment, may determine.

**This Instrument of Proxy is solicited on behalf of the management of AeroMechanical Services Ltd..** The Company Shares represented by this Instrument of Proxy will be voted and, where the shareholder has specified a choice with respect to the above matters will be voted as directed above or, if no direction is given, will be voted FOR the above matters.

**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.

THE UNDERSIGNED HEREBY REVOKES ANY PROXIES HERETOFORE GIVEN.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2011.

\_\_\_\_\_  
(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 by the person making the solicitation.
3. The shareholder has the right to appoint a proxyholder (who need not be a shareholder of 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 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. 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 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, 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.