



B.E.S.T. TOTAL RETURN FUND INC.

**FORM OF PROXY
CLASS A SHARES**

www.bestfunds.ca

This proxy is solicited by the management of B.E.S.T. Total Return Fund Inc. (the “Corporation”) for the annual and special meeting of shareholders to be held at 10:00 a.m. (Toronto time) on Friday, February 27, 2015 at the offices of McMillan LLP, Brookfield Place, Suite 4400, 181 Bay Street, Toronto, Ontario, M5J 2T3 and any adjournment thereof. The undersigned Class A shareholder of the Corporation hereby appoints John M.A. Richardson, or failing him, Thomas W.R. Lunan, or, instead of and to the exclusion of all of the foregoing, _____, as proxy for the undersigned with full power of substitution to attend at, act and vote for the undersigned at the annual and special meeting of shareholders of the Corporation and at any adjournment thereof, and the undersigned hereby revokes any proxy previously given to attend and vote at such meeting.

This proxy will be voted or withheld from voting as indicated below, provided that if no selection is indicated, the proxyholder will vote in favour where such selection is possible, and will otherwise exercise his discretion.

- 1. to nominate and elect the following persons as directors of the Corporation:

DAVID A. COPELAND

VOTE FOR: _____ WITHHOLD FROM VOTING: _____

GEORGE R. PATERSON

VOTE FOR: _____ WITHHOLD FROM VOTING: _____

- 2. to appoint PricewaterhouseCoopers LLP as auditor of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix its remuneration:

VOTE FOR: _____ WITHHOLD FROM VOTING: _____

- 3. to consider, and, if deemed advisable, to pass, with or without variation, a special resolution (the “Stated Capital Resolution”), the full text of which is set forth in Appendix “A” to the management information circular of the Corporation dated January 27, 2015 (the “Circular”), authorizing the addition of certain amounts to the stated capital accounts maintained by the Corporation in respect of its Class A Shares and Class C Shares, all as more particularly described in the Circular:

VOTE FOR: _____ VOTE AGAINST: _____

- 4. to consider, and, if deemed advisable, to pass, with or without variation, a resolution of 75% the holders of Class A Shares of the Corporation (the "Subscription Resolution"), the full text of which is set forth in Appendix "B" to the Circular, authorizing the Corporation to suspend or halt the issue and distribution of the Class A Shares of the Corporation provided that B.E.S.T. Investment Counsel Limited, as the manager of the Corporation or any successor manager of the Corporation, and the board of directors of the Corporation, in their sole discretion, determine that suspending or halting the issue and distribution of the Class A Shares is in the best interest of the Corporation, all as more particularly described in the Circular:

VOTE FOR: _____

VOTE AGAINST: _____

The proxyholder may at his discretion vote according to his best judgement upon any amendment or variation of the above matters or any other matters which may properly be put before the meeting or any adjournment thereof.

This instrument supersedes and revokes any prior appointment of proxy made by the undersigned with respect to the voting of the shares below at the meeting.

DATED _____, 2015.
month and day

Signature of Shareholder

Name of Shareholder (Please Print)

Notes

- (1) A proxy must be signed by the shareholder or his attorney authorized in writing. The security holder may be required to provide documentation evidencing the signatory's power to sign the proxy.
- (2) If the form of proxy is not dated in the blank space above, the proxy is deemed to bear the date on which it is mailed by the person making the solicitation.
- (3) **You may appoint any person, who need not be a shareholder, as nominee, other than those persons specifically named above, to attend and act on your behalf at the meeting by inserting the name of such person in the blank space provided above or by completing another appropriate form of proxy.**
- (4) Your shares will be voted in accordance with your instructions given above. If no instructions are given for a particular item, your shares will be voted for that item.
- (5) To be effective, the proxy must be deposited with the Corporation, c/o President, B.E.S.T. Investment Counsel Limited, 15 Toronto Street, Suite 400, Toronto, Ontario, M5C 2E3 prior to the close of business (5:00 p.m. Toronto time) on February 26, 2015 or prior to the close of business on the last business day (being any day other than a Saturday or holiday in the City of Toronto, Ontario) prior to any adjournment of the meeting, or deposited with the chairman of the meeting on the day of the meeting or any adjournment thereof before the commencement of the meeting.
- (6) This form of proxy should be read in conjunction with the accompanying Circular