

**ENTERTAINMENT ONE LTD.**

(the "Company")

**FORM OF PROXY FOR HOLDERS OF COMMON SHARES**

**ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON FRIDAY, 30 SEPTEMBER 2016**

*Please use block capitals to fill out this form of proxy.*

I/We ..... of .....

..... being (a) shareholder(s) of the Company, with .....

Common Shares respectively appoint ..... of .....

..... or, failing him or her ..... of .....

..... or, failing him or her, the duly appointed Chairman of the meeting to be my/our proxy with full power of substitution and to attend, speak, act and vote for me/us on my/our behalf in relation to ..... Common Shares in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and in all other matters that may properly come before the meeting of the Shareholders of the Company to be held at the offices of the Company at 134 Peter Street, Suite 700, Toronto, Ontario, Canada M5V 2H2 on Friday, 30 September 2016 at 10:30 a.m. (EDT)/3:30 p.m. (BST) (the "Meeting") and at any adjournments or postponements thereof.

In respect of the following resolution, my/our proxy is instructed to vote as follows.

Please tick here if you are appointing more than one proxy

Number of Common Shares proxy appointed over

Resolutions	For	Against	Abstain
1 FOR receiving the Company's annual report and accounts;			
2 FOR approving the Directors' Remuneration Report of the financial year ended 31 March 2016;			
3 FOR the election of Allan Leighton to the Board of Directors of the Company;			
4 FOR the election of Darren Throop to the Board of Directors of the Company;			
5 FOR the election of Giles Willits to the Board of Directors of the Company;			
6 FOR the election of Ronald Atkey to the Board of Directors of the Company;			
7 FOR the election of Scott Lawrence to the Board of Directors of the Company;			
8 FOR the election of Mark Opzoomer to the Board of Directors of the Company;			
9 FOR the election of Linda Robinson to the Board of Directors of the Company;			
10 FOR the re-appointment of Deloitte LLP as auditors;			
11 FOR the approval to authorise the Board to agree the remuneration of the auditors of the Company;			
12 FOR authorising the Board generally and unconditionally pursuant to Article 2 of Part 3 of Schedule I of the Company's articles of incorporation, as amended (the "Articles") to allot Relevant Securities (as defined in the Articles): a) up to a maximum aggregate number of 142,957,091 Common Shares (being approximately 33.3 per cent. of the issued and outstanding Common Shares as at the Last Practicable Date) to such persons and upon such conditions as the Directors may determine; and b) comprising Relevant Securities up to an aggregate number of 285,914,183 Common Shares (representing 66.6 per cent. of the issued and outstanding Common Shares as at the Last Practicable Date) (that amount to be reduced by the aggregate nominal amount of shares allotted or Relevant Securities granted under paragraph (a) of this Resolution 12) in connection with an offer by way of rights issue: (i) to common shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other equity securities as required by the rights attaching to those securities, or subject to those rights, as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements that they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter. These authorities will expire on 30 December 2017 or the conclusion of the next annual general meeting of the Company, whichever is earlier, save that the Company may before that date of expiry make an offer or agreement which would or might require Relevant Securities to be allotted after that date of expiry and the Directors may allot Relevant Securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired;			
13 subject to the passing of Resolution 12, FOR authorising the Board generally and unconditionally pursuant to Article 4.1 of Part 3 of Schedule I of the Articles to allot Equity Securities (as defined in the Articles) pursuant to the authority conferred by Resolution 12 authorising the allotment of securities as if Article 3.1 of Part 3 of Schedule I of the Articles did not apply to the allotment, provided that such power would be limited to the allotment of: a) Equity Securities in connection with an offer of Equity Securities (but in the case of an allotment pursuant to the authority in Resolution 12(b) by way of rights issue only): (i) to common Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other Equity Securities as required by the rights attaching to those securities, or subject to those rights, as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements that they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and b) otherwise than pursuant to sub-paragraph (a) above, Equity Securities pursuant to the authority in Resolution 12(a) up to a maximum aggregate number of 42,930,057 Common Shares (being approximately 10 per cent. of the issued and outstanding Common Shares as at the Last Practicable Date). These authorities will expire on 30 December 2017 or the conclusion of the next annual general meeting of the Company, whichever is earlier, save that the Company may before that date of expiry make an offer or agreement which would or might require Equity Securities to be allotted after that date of expiry and the Directors may allot Equity Securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired;			

Resolutions	For	Against	Abstain
<p>14 FOR authorising the Company generally and unconditionally to make market purchases of its Common Shares provided that:</p> <p>a) the maximum aggregate number of Common Shares authorised to be purchased is 42,930,057 (being approximately 10 per cent. of the issued and outstanding Common Shares as at the Last Practicable Date);</p> <p>b) the minimum price (excluding expenses) per Common Share is not less than zero;</p> <p>c) the maximum price (excluding expenses) per Common Share is the higher of;</p> <p>(i) an amount equal to 105 per cent. of the average of the market value of a Common Share for the five business days immediately preceding the day on which the purchase is made; and</p> <p>(ii) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulations 2003.</p> <p>This authority, unless previously renewed, shall expire at the conclusion of the next annual general meeting of the Company to be held after the date of the passing of this resolution except in relation to the purchase of any Common Shares the contract for which was concluded before the date of expiry of the authority and which would or might be completed wholly or partly after that date;</p>			
<p>15 FOR the approval of, for the purposes of satisfying the requirements of US tax legislation: (i) the establishment of a schedule to the Entertainment One International SAYE Share Option Scheme (the “<b>International Scheme</b>”) (authority for which was given at the Company’s Annual General Meeting on 16 September 2015 (the “<b>2015 AGM</b>”), the terms of which shall apply to grants of options to US tax resident participants (the “<b>US Section</b>”); and (ii) the maximum number of shares which may be issued pursuant to options granted under the US Section. Such number shall be 10% of the Company’s Common Share Capital as at the date of adoption of the International Scheme by the Company’s Directors, provided that any shares made available under the US Section shall count against the limits on individual and overall participation approved by the Company’s Shareholders at the 2015 AGM for the Entertainment One SAYE Share Option Scheme, as more particularly set out in Schedule A of the management proxy circular; and</p>			
<p>16 FOR the approval of the proposed amendments to the Director’s Remuneration Policy described in the Chairman’s letter accompanying the management proxy circular.</p>			

I/We authorise you to act in accordance with my/our instructions above. I/We hereby revoke any proxy previously given with respect to this Meeting.

Please tick to indicate your voting preference. If you do not complete this section, or if no voting instructions are indicated this proxy will be voted on as recommended by management of the Company

Signature: ..... Date: .....2016

Name: .....

**NOTES:**

- This form of proxy is solicited by or on behalf of management.
- This form of proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- If this form of proxy is not dated, it will be deemed to bear the date on which it is mailed by the Company to the holder.
- A proxy need not be a Shareholder of the Company. Please insert the name of the person(s) of your choice that you wish to be appointed proxy in the space provided, failing which the Chairman of the Meeting will be appointed as your proxy.
- The Common Shares represented by this proxy will be voted as directed by the holder, however if this form is returned without an indication as to how the proxy shall vote on any matter, this proxy will be voted as recommended by the management of the Company.
- This form of proxy is for use by Shareholders only. If the appointer is a corporate entity, this form of proxy must either be executed under its seal or under the hand of some officer or attorney duly authorised for that purpose. In the case of an individual the proxy must be signed by the appointer or his agent, duly authorised in writing.
- To be valid this form of proxy and the power or attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited with Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom at no later than 10:30 a.m. (EDT)/3:30 p.m. (BST) on Wednesday, 28 September 2016 or 48 hours prior to any reconvened Meeting in the event of an adjournment or postponement of the Meeting.
- Any alterations made to this form must be initialled by you.
- The completion and return of this form will not prevent you from attending the Meeting and voting in person should you so wish.
- In the case of joint holders:
  - the senior should sign the form, but the names of all other joint holders should be stated on the form;
  - the vote of the senior who tenders a vote, whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders.

For those purposes, seniority is determined by the order in which your names stand in the Company’s register of Shareholders in respect of the relevant shares.
- The appointment under this form of proxy may be terminated by the member prior to the commencement of the Meeting (or any adjournment of the Meeting). To be valid, the notice of termination of the authority of the person appointed to act as proxy must be deposited with the Company’s registrar Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom at no later than 10:30 a.m.(EDT)/3:30 p.m. (BST) on Wednesday, 28 September 2016 or 48 hours prior to any reconvened Meeting in the event of an adjournment or postponement of the Meeting.
- The “Abstain” option is provided to enable a member to instruct a proxy not to vote on any particular resolution. However, it should be noted that an “abstention” is not a vote in Canadian law and will not be counted in the proportion of votes “For” and “Against” a resolution.
- You may appoint more than one proxy if each proxy is appointed to exercise the rights attached to different share or shares held by you. To appoint more than one proxy, additional forms may be obtained from Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom or you may copy this form. If necessary, please indicate the number of Common Shares in relation to which your proxy is authorised to act (which in aggregate should not exceed the number of Common Shares held by you). If you leave the number of Common Shares blank, you will be deemed to have appointed your proxy in relation to all Common Shares held by you. Please also indicate by ticking the box provided, if the proxy appointment is one of multiple appointments being made by you. All forms must be signed and should be returned together in the same envelope.
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of the proxies will take precedence.
- If you want to revoke your proxy after you have signed and delivered it to Capita Asset Services, you may do so by delivering another properly executed form of proxy bearing a later date and delivering it as set out in paragraph 7 above or by clearly indicating in writing that you want to revoke your proxy and delivering this written document to (i) the registered office of the Company at 134 Peter Street, Suite 700, Toronto, Ontario, Canada M5V 2H2, Attention: Giles Willits, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment or postponement of the Meeting, or (ii) the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment or postponement thereof, or in any other way permitted by law.