

**LINAMAR CORPORATION**  
**PROXY**  
**2002 ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

The undersigned shareholder of Linamar Corporation (the "Corporation") appoints, with full power of substitution, Frank J. Hasenfratz, or, failing him, Linda Hasenfratz, or in lieu of either of them \_\_\_\_\_ as proxy of the undersigned, to vote and act for and on behalf of the undersigned at the **Annual and Special Meeting of Shareholders of the Corporation, to be held at The River Run Centre, 35 Woolwich Street, Guelph, Ontario on Thursday, May 2, 2002 at the hour of 6:00 p.m. (local time) and any adjournments thereof in the manner set forth below.**

	FOR	AGAINST	WITHHOLD	
1.	( )		( )	The re-appointment of PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of the Corporation and to authorize the directors to fix their remuneration.
2.	( )		( )	The election of the seven persons named in the accompanying Management Information Circular as Directors of the Corporation.
3.	( )	( )	( )	The resolution ratifying an amendment to the Share Option Plan to increase the maximum number of Common Shares that may be reserved and authorized for issuance pursuant to the terms of the Share Option Plan by 1,818,000 Common Shares.

The persons designated in this Proxy will vote or withhold from voting the shares in accordance with the indication given in the space provided in this Proxy. Failing indication, the shares will be voted for the election of the named nominees for directors, for the reappointment of PricewaterhouseCoopers LLP as auditors and authorizing the Directors to fix their remuneration and for the resolution ratifying the amendment to the Share Options Plan.

**If any further matters properly come before the meeting, this proxy will be voted on such matters according to the best judgement of the persons voting the proxy at the meeting.**

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2002.

\_\_\_\_\_  
 Signature of Shareholder

**NOTE:**

- I. THIS PROXY IS SOLICITED ON BEHALF OF MANAGEMENT OF THE CORPORATION.
2. EACH SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON TO REPRESENT THE SHAREHOLDER AT THE MEETING OTHER THAN THE PERSONS SPECIFIED ABOVE. Such right may be exercised by inserting in the blank space provided in the first paragraph of this proxy, the name of the person to be appointed, who need not be a shareholder of the Corporation.

If you are the holder of shares and are not able to be personally present at the Annual and Special Meeting of Shareholders, kindly fill in, sign and return this instrument of proxy in the envelope provided for that purpose. This instrument should be dated and signed by a shareholder exactly as the shares of each shareholder are registered or by his/her attorney authorized in writing or, if the shareholder is a corporation, by an authorized officer or attorney. In the event that a proxy is returned undated it shall be deemed to be dated on the day on which it was mailed.