

PROXY



Class B Shares

FOR USE BY HOLDERS OF CLASS B SHARES.

THIS PROXY IS SOLICITED BY THE MANAGEMENT OF TRANSCONTINENTAL INC. IN CONNECTION WITH THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON THURSDAY, FEBRUARY 17, 2011 at the Windsor, 1170 Peel Street, Salon Windsor, Montréal, Québec, Canada.

As a holder of Class B Shares of Transcontinental Inc., I, the undersigned, hereby appoint Rémi Marcoux or, in his absence, Claude Dubois or _____ as my proxyholder, to attend and act on my behalf in respect of all matters that may come before the annual meeting of shareholders of Transcontinental Inc. to be held on February 17, 2011 and at any and all adjournments thereof and with authority to vote and act in the said proxyholder's discretion with respect to amendments or variations to matters referred to in the Notice of Annual Meeting and with respect to other matters which may properly come before the meeting.

The said proxyholder is specifically directed to vote or withhold from voting the CLASS B SHARES registered in the name of the undersigned as indicated below:

1. ELECTION OF DIRECTORS

Vote for all nominees

Withhold my vote for all nominees

2. APPOINTMENT OF KPMG LLP AS AUDITOR AND AUTHORIZING THE DIRECTORS TO FIX ITS REMUNERATION

For

Withhold my vote

THE UNDERSIGNED HEREBY RATIFIES AND CONFIRMS ALL THE SAID PROXYHOLDER MAY DO BY VIRTUE OF THIS APPOINTMENT, PROVIDED THAT, IF A CHOICE IS SPECIFIED HEREIN WITH RESPECT TO ANY OF THE ITEMS SET FORTH IN THE MANAGEMENT PROXY CIRCULAR FOR SUCH MEETING (RECEIPT OF WHICH IS HEREBY ACKNOWLEDGED), THE SAID PROXYHOLDER SHALL VOTE AS SPECIFIED.

Date: _____ 2011 _____
(Signature of Shareholder)

NOTE: If no choice is specified for an item, it is intended to vote your shares FOR that item.

This proxy appointment is valid only if signed by the shareholder or by his or her attorney authorized in writing.

A shareholder has the right to appoint as a proxyholder a person, who need not be a shareholder, other than those mentioned above to attend and act on his or her behalf at the meeting. This can be done by striking out the two printed names and inserting the name of such other person in the blank space provided.

Unless you have elected to vote electronically or by telephone, please sign and date this proxy, and return it as soon as possible in the envelope provided. If this proxy is not dated in the space provided, it will be deemed to bear the date on which it was mailed by the Corporation. Proxies must be received by the **Toronto office** of the Corporation's transfer agent, CIBC Mellon Trust Company, P.O. Box 7010, Adelaide Street Postal Station, Toronto, Ontario, M5C 2W9, before 4:00 p.m. on February 16, 2011.

PROXY

Please return promptly

E-VOTING CONTROL NUMBER

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ACCOUNT NUMBER