

**GENWORTH MI CANADA INC.
FORM OF PROXY**

Solicited by management for the annual meeting of shareholders of Genworth MI Canada Inc. (the "Corporation") to be held on June 5, 2014 at 10:30 a.m. (E.S.T.) at the TMX Broadcast Centre, The Exchange Tower located at 130 King Street West, Toronto, Ontario, Canada (the "Annual Meeting").

The undersigned shareholder of the Corporation hereby appoints Brian Hurley, Chairman of the Board of Directors of the Corporation and Chief Executive Officer of the Corporation, of Etobicoke, Ontario, or Philip Mayers, Chief Financial Officer of the Corporation, of Richmond Hill, Ontario, or, instead of either 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 Meeting, and at any adjournment or adjournments 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 Annual 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 shares represented by this Form of Proxy in the following manner:

1. **FOR** or **WITHHOLD FROM VOTING FOR** the election of Brian Hurley as a director of the Corporation;
2. **FOR** or **WITHHOLD FROM VOTING FOR** the election of Sidney Horn as a director of the Corporation;
3. **FOR** or **WITHHOLD FROM VOTING FOR** the election of Brian Kelly as a director of the Corporation;
4. **FOR** or **WITHHOLD FROM VOTING FOR** the election of Samuel Marsico as a director of the Corporation;
5. **FOR** or **WITHHOLD FROM VOTING FOR** the election of Angel Mas as a director of the Corporation;
6. **FOR** or **WITHHOLD FROM VOTING FOR** the election of Heather Nicol as a director of the Corporation;
7. **FOR** or **WITHHOLD FROM VOTING FOR** the election of Leon Roday as a director of the Corporation;
8. **FOR** or **WITHHOLD FROM VOTING FOR** the election of Jerome Upton as a director of the Corporation; and
9. **FOR** or **WITHHOLD FROM VOTING FOR** the election of John Walker as a director of the Corporation;

each as more particularly described in the accompanying Notice and Management Information Circular dated as of April 21, 2014 (the "**Information Circular**");

10. **FOR** or **WITHHOLD FROM VOTING FOR** the appointment of KPMG LLP, to serve as auditors of the Corporation for the ensuing year and the authorization of the Board of Directors of the Corporation to fix the auditors' remuneration as such; and

11. At the discretion of the said proxyholder, upon any amendment or variation of the above matters or any other matter that may be brought before the Annual Meeting or any adjournment or adjournments thereof in such manner as such proxy, in such proxyholder's sole judgment, may determine.

This Form of Proxy is solicited on behalf of management of the Corporation. The shares represented by this Form of Proxy will be voted or withheld from voting in accordance with the instructions indicated on any ballot that may be called for and, if the shareholder has specified a choice with respect to any matters to be acted on, the shares will be voted accordingly. Unless a contrary instruction is indicated, or where no instruction is indicated, this Form of Proxy will be voted at the Annual Meeting in favor of the matters referred to above.

Each shareholder of the Corporation has the right to appoint a proxyholder, other than the persons designated above, who need not be a shareholder of the Corporation, to attend and act for and on behalf of the shareholder of the Corporation at the Annual Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the appointee should be legibly printed in the blank space provided above.

To be effective, this Form of Proxy must be received by CST Trust Company ("CST"), the Company's transfer agent, no later than 5:00 p.m. (E.T.) on June 3, 2014 or, in the case of any adjournment of the Annual Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjourned Annual Meeting.

The undersigned hereby revokes any proxy previously given to vote at the Annual Meeting.

DATED this _____ day of _____, 2014.

Signature of Shareholder

Name of Shareholder (Please Print)

NOTES:

1. If the shareholder is a corporation, its corporate seal must be affixed or the Form of Proxy must be signed by an officer or attorney thereof duly authorized.
2. This Form of Proxy must be dated and the signature hereon should be exactly the same as the name in which the shares are registered.
3. Persons signing in a representative capacity such as executors, administrators or trustees, should so indicate and give their full title as such.
4. This Form of Proxy will not be valid and not be acted upon or voted unless it is completed as outlined as set forth in the Information Circular. A proxy is valid only at the meeting in respect of which it is given or any adjournment(s) of that meeting.
5. This Form of Proxy should be completed, dated and signed, and sent in the enclosed envelope or otherwise to CST Trust Company, P.O. Box 721, Agincourt, ON, M1S 0A1, fax number (416) 368-2502 (in the Greater Toronto Area) or 1-866-781-3111 (toll free) or delivered in person to 320 Bay Street, Basement Level (B1 Level), Toronto, ON M5H 4A6.
6. If not dated, this Form of Proxy shall be deemed to bear the date on which it was received by the Corporation or its trustee.