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 Toronto, Ontario M5J 2Y1  
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**Security Class**

**Holder Account Number**

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## Form of Proxy - Annual Meeting to be held on May 7, 2009 (the "Meeting")

**This Form of Proxy is solicited on behalf of Management of Macquarie Power & Infrastructure Income Fund (the "Fund")**

### Notes to proxy

1. Every holder of trust units (each a "Unitholder") of the Fund has the right to appoint some other person or company of the Unitholder's choice, other than the person whose name is printed on the reverse of this proxy, who need not be a Unitholder, to attend and act on the Unitholder's behalf at the Meeting. If you wish to attend the Meeting in person or appoint some other person or company, other than the person whose name is printed on the reverse of this proxy, please insert your name(s) or the name of your chosen proxyholder in the space provided (please see the reverse of this proxy).
2. When properly completed and delivered, the securities represented by this proxy will be voted as directed by the Unitholder. However, if such a direction is not made in respect of any matter, the proxy will direct the voting of the securities to be made as recommended in the accompanying information circular of the Fund dated March 24, 2009 (the "Circular").
3. This proxy confers discretionary authority on the proxyholder to vote as the proxyholder sees fit in respect of amendments or variations to matters identified in the accompanying Notice of Annual Meeting of Unitholders dated March 24, 2009 or other matters as may properly come before the Meeting or any adjournment thereof.
4. This proxy should be signed in the exact manner as the name(s) appearing above on the proxy.
5. If securities are registered in the name of more than one owner, then all registered owners should sign this proxy. If this proxy is being signed on behalf of a corporation or another person, documentation may be required evidencing the authority of the person signing this proxy. Unitholders should refer to the Circular for further information regarding the completion and use of this proxy and other information pertaining to the Meeting. Non-registered (beneficial) Unitholders should, in particular, refer to the section entitled "Voting by Beneficial Unitholders" in the Circular and follow the instructions of the intermediaries through which their trust units of the Fund are held.
6. If this proxy is not dated in the space provided, it will be deemed to bear the date on which it is mailed on behalf of management of the Fund.
7. This proxy should be read in conjunction with the accompanying documentation provided on behalf of management of the Fund.

**Proxies submitted must be received by 10:00 a.m. (Toronto time) on May 5, 2009 or, if the Meeting is adjourned, 48 hours before any reconvened meeting.**

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## VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



### To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

**1-866-732-VOTE (8683) Toll Free**



### To Vote Using the Internet

- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)

**If you vote by telephone or the Internet, DO NOT mail back this proxy.**

**Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

**Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your **CONTROL NUMBER, HOLDER ACCOUNT NUMBER** and **ACCESS NUMBER** listed below.

**CONTROL NUMBER**

**HOLDER ACCOUNT NUMBER**

**ACCESS NUMBER**



## Appointment of Proxyholder

The undersigned Unitholder hereby appoints: Derek Brown, or failing this person, François R. Roy, each being a trustee of the Fund (the "Management Nominees"),

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, vote the securities represented by this proxy in accordance with the following direction with respect to the below-listed matters (or if no directions have been given, in favour of such matters) and to vote at the discretion of the proxyholder on any amendment or variations to such matters and on all other matters that may properly come before the Annual Meeting of the Fund to be held on May 7, 2009 at 10:00 a.m. (Toronto time) and at any adjournment thereof and to otherwise act for and on behalf of the undersigned at such Meeting.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES (FILL IN ONLY ONE BOX FOR THE ELECTION OF TRUSTEES AND THE APPOINTMENT OF AUDITORS).

As outlined in the information circular of the Fund dated March 24, 2009

### 1. Election of Trustees

Vote FOR or WITHHOLD for the election of each of Derek Brown, Patrick J. Lavelle and François R. Roy as Trustees of the Fund.

**For** Withhold

 

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### 2. Appointment of Auditors

Vote FOR or WITHHOLD for the re-appointment of PricewaterhouseCoopers LLP, Chartered Accountants as auditors of the Fund and that the Trustees of the Fund be authorized to fix PricewaterhouseCooper LLP's remuneration.

**For** Withhold

 

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### Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this proxy will be voted as recommended by management of the Fund.

Signature(s)

Date

MM / DD / YY



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MCQQ

