

**C.A. BANCORP INC.****Form of Proxy - Annual Meeting of Shareholders to be held on June 28, 2010 (the "Meeting")**

**This Form of Proxy is solicited by and on behalf of Management of C.A. Bancorp Inc. (the "Management").**

**Notes to Proxy**

1. **A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR CORPORATION (WHO NEED NOT BE A SHAREHOLDER OF C.A. BANCORP INC.) TO ATTEND AND ACT ON THE SHAREHOLDER'S BEHALF AT THE MEETING OTHER THAN THE PERSONS DESIGNATED IN THIS FORM OF PROXY. SUCH RIGHT MAY BE EXERCISED EITHER BY WRITING THE NAME OF THE PERSON TO BE APPOINTED IN THE BLANK SPACE PROVIDED ON THE REVERSE SIDE OF THIS FORM OF PROXY, IN WHICH CASE ONLY THE PERSON SO NAMED MAY VOTE THE SHARES REPRESENTED BY THIS FORM OF PROXY AT THE MEETING, OR BY SUBMITTING ANOTHER APPROPRIATE FORM OF PROXY AND, IN EITHER CASE, BY DELIVERING THE COMPLETED FORM OF PROXY AS INDICATED BELOW.**
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this form of proxy. If you are voting on behalf of a corporation or another individual you will be required to provide documentation evidencing your power to sign this form of proxy with signing capacity stated.
3. This form of proxy should be signed in the exact manner as the name appears on the proxy.
4. If this form of proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. Only shareholders of record as at the close of business on May 25, 2010 will be entitled to vote at the Meeting, except to the extent that such shareholder has transferred his, her or its shares. If the transferee of those shares establishes that the transferee owns the shares and requests not later than 10 days before the Meeting, to be included in the list of shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those shares at the Meeting.
6. The securities represented by this form of proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly. If, however, such instruction or choice is not made in respect of any matter, this proxy will be voted as recommended by Management (see reverse).
7. This form of proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Annual Meeting or other matters that may properly come before the Meeting.
8. The undersigned hereby acknowledges receipt of the Notice of the Annual Meeting and Management Information Circular dated as of May 25, 2010 and furnished herewith. This Form of Proxy should be read in conjunction with the accompanying documentation provided by Management.

**Proxies submitted must be received by Computershare Trust Company of Canada at 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, not later than 48 hours (excluding Saturdays and holidays) prior to the time set for the Meeting or any adjournment thereof.**

**Appointment of Proxyholder**

The undersigned shareholder(s) of **C.A. BANCORP INC.** (the "**Company**") hereby appoint: John Driscoll, or failing him, Paul G. Haggis, or failing him, Helen Martin

OR

**Enter the name of the person you are appointing if this person is someone other than the foregoing.**

as my/our proxyholder with full power of substitution, to attend the Meeting, and to vote in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual Meeting of the Company to be held at the Novotel Toronto North York, 3 Park Home Avenue, Toronto, Ontario M2N 6L3 on June 28, 2010 at 11:00 a.m. (Toronto time) and at any adjournment thereof.

**VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.**

**1. Set the number of Directors**

**For**  **Against**

To fix the number of Directors of the Company at five (5)

**2. Election of Directors**

**For**  **Withhold**

To elect, as directors of the Company, John F. Driscoll, Frank Potter, Timothy Unwin, Richard Zarzeczny and Paul Haggis as outlined in the Information Circular dated May 25, 2010.

**3. Appointment of Auditors**

**For**  **Withhold**

To appoint Deloitte & Touche LLP as Auditors of the Company for the ensuing year and authorize the Directors to fix their remuneration.

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

\_\_\_\_\_ Date

\_\_\_\_\_  
Signature(s)

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 Form of Proxy will be voted as recommended by Management.**

\_\_\_\_\_  
Name of Shareholder

\_\_\_\_\_  
Number of Shares Held