

Proxy Form

This proxy is solicited on behalf of management of Manulife Financial Corporation (the "Company").

The undersigned shareholder of the Company hereby appoints Dominic D'Alessandro, President and Chief Executive Officer, or failing him, Donald A. Guloien, Executive Vice President and Chief Investment Officer, or failing him, Arthur R. Sawchuk, Chairman of the Board, with full power of substitution, or instead of any of them, _____, as proxy of the undersigned, to attend, vote and act for and on behalf of the undersigned at the annual meeting of shareholders of the Company to be held at 10:00 a.m. (Toronto time) on Tuesday, April 30, 2002 at the Head Office of the Company, 200 Bloor Street East, International Room, Toronto, Ontario, Canada, and at all adjournments thereof, and are specifically directed to vote the common shares represented by this proxy:

- (1) Election of Directors

For a term of three years:	YES, FOR	WITHHOLD VOTE
01 Kevin E. Benson	<input type="checkbox"/>	<input type="checkbox"/>
02 Lino J. Celeste	<input type="checkbox"/>	<input type="checkbox"/>
03 Gail C. A. Cook-Bennett	<input type="checkbox"/>	<input type="checkbox"/>
04 Dominic D'Alessandro	<input type="checkbox"/>	<input type="checkbox"/>
05 Allister P. Graham	<input type="checkbox"/>	<input type="checkbox"/>
06 Gordon G. Thiessen	<input type="checkbox"/>	<input type="checkbox"/>

- (2) Appointment of Ernst & Young LLP as Auditors

YES, FOR	WITHHOLD VOTE
<input type="checkbox"/>	<input type="checkbox"/>

- (3) Resolution to approve a Director Equity Incentive Plan for non-employee Directors of the Company, as described in the Proxy Circular

YES, FOR	NO, AGAINST
<input type="checkbox"/>	<input type="checkbox"/>

Every properly executed proxy will be voted in accordance with the choices specified above. Where no choice is specified, this proxy will be voted YES, FOR the matters referred to above.

Proxy Information

This proxy confers discretionary authority on the proxy named above to vote in respect of any amendments or variations to the matters identified in the notice of meeting or any other matter which may properly come before the meeting in such manner as such proxy in his or her judgment may determine.

**Manulife Financial Corporation
Annual Meeting of Shareholders
to be held on Tuesday, April 30, 2002**

A shareholder has the right to appoint a person to represent him or her at the meeting other than the management representatives designated in this proxy.

Such right may be exercised by filling in the name of the other person in the blank space provided; such other person need not be a shareholder.

To be valid, this proxy must be signed and received by the proxy department of CIBC Mellon Trust Company, 200 Queen's Quay East, Unit 6, Toronto, Ontario, Canada, M5A 4K9, no later than 5:00 p.m. (Toronto time) on April 26, 2002 or, if the meeting is adjourned, no later than 5:00 p.m. (Toronto time) on the second business day preceding the day to which the meeting is adjourned.

▶ THREE WAYS TO VOTE! SEE REVERSE ▶

This proxy revokes and supersedes all proxies of earlier dates.

Dated this _____ day of _____, 2002.

Signature of Shareholder /Authorized Officer

Name of Shareholder (Please PRINT clearly)



TEAR ALONG PERFORATION

Electronic Documents Now Available from Manulife Financial

Manulife Financial Corporation ("Manulife Financial") is pleased to offer you electronic documents. Access the information whenever you want, no more waiting for the mail. If this suits your needs, we encourage you to take advantage of this service.

The Manulife Financial documents available electronically include:

- Annual Reports (including annual financial statements and management's discussion and analysis)
- Shareholder Reports (including quarterly financial statements)
- Notice of Shareholder Meetings
- Proxy Circulars and proxy related materials (where permitted by law)
- Other corporate information

These documents will be available to you on our Web site at www.manulife.com at the same time as they are mailed to other shareholders. Documents relating to the annual meeting, including annual reports will be available on the Web site until the next version is available.

We will notify you when documents will be available on the Web site by e-mail or other means and confirm the instructions for accessing the documents at the same time. In the event that the documents are not available on our Web site, or if Manulife Financial so elects, paper copies will be mailed to you.

Computer Requirements: To view, download or save the documents, you will need a personal computer with a minimum of a 486/33 processor (or MacIntosh LCIII) with at least 16 mg of RAM and Windows 3.1 and access to an Internet Service Provider with Netscape Navigator 3.0 (or higher) or Microsoft Internet Explorer 3.0 (or higher) and an Acrobat Reader 3.0 (or higher) to read the material. A link will be provided to allow downloading of Acrobat Reader if you do not already have it installed.

YOU CAN CHANGE OR REVOKE THIS CONSENT OR REQUEST A PAPER COPY OF THE DOCUMENTS BY CONTACTING MANULIFE FINANCIAL'S TRANSFER AGENT OR ITS AUTHORIZED AGENT AT THE LOCATIONS SHOWN ON THE REVERSE.

TO RECEIVE DOCUMENTS ELECTRONICALLY COMPLETE AND MAIL THE ATTACHED FORM.

DETACH AND RETURN

RETAIN FOR YOUR FILES

Consent to Receive Documents Electronically

To receive documents electronically through Manulife Financial's electronic delivery service, complete this form and return it as indicated.

I have read and understand the above and consent to receive the Manulife Financial documents listed above electronically in the manner described. I acknowledge that I have the computer requirements to access the documents that are made available on Manulife Financial's Web site. I understand that I am not required to consent to electronic delivery and that I may revoke my consent at any time.

PRINT Shareholder Name _____

PRINT Shareholder e-mail Address: _____

CONTACT PHONE NUMBER: (_____) _____

Please note: We will contact you by phone **only** if there is a problem with your e-mail address.

Shareholder Signature _____ Date _____

The information provided above is confidential and will not be used for any purpose other than that described.

Notes

- This proxy must be signed by a shareholder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your shares are registered. If the shareholder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.
- If the shares are registered in the name of an executor, administrator or trustee, please sign exactly as the shares are registered. If the shares are registered in the name of a deceased or other shareholder, the name must be printed in the space provided. This proxy must be signed by the legal representative with his or her name printed below his or her signature and evidence of authority to sign on behalf of the deceased or other shareholder must be attached to this proxy.
- In many cases, shares beneficially owned by a holder (a “Non-Registered Holder”) are registered in the name of an intermediary (for example a bank, trustee or securities broker) or in the name of a clearing agency of which the intermediary is a participant. Non-Registered Holders should, in particular, review the section of the Proxy Circular entitled “Q&A on Voting at the Annual Meeting - Voting by Non-Registered Shareholders” and carefully follow the instructions of their intermediaries.
- If a share is held by two or more persons, any one of them present or represented by proxy at the meeting may, in the absence of the other or others, vote at the meeting. However, if one or more of them are present or represented by proxy, they must vote together in respect of that share.
- All shareholders should refer to the accompanying Proxy Circular for further information regarding completion and use of this proxy and other information pertaining to the meeting.
- If not dated, this proxy is deemed to bear the date on which it was mailed on behalf of management of the Company.
- Each shareholder who is unable to attend the meeting is respectfully requested to date and sign this proxy and return it in the enclosed envelope.

Manulife Financial Corporation now offers up to three ways to cast your vote: by mail or Internet (from anywhere in the world) and by phone (in North America). Choose whichever method is easiest for you.

Voting Instructions

VOTE BY MAIL

- To vote by mail from anywhere in the world:
1. Complete the front of this form.
 2. Sign and return the form in the enclosed envelope.

Or Vote by Internet or Telephone

It's fast, convenient and your vote is immediately confirmed!

VOTE BY INTERNET

- To vote by Internet from anywhere in the world:
1. Go to the Web site www.proxyvoting.com/MFC
 2. Follow the instructions on the screen.
 3. You will be required to enter the 13-digit control number located on the front of this form.

VOTE BY TELEPHONE

- To vote by phone from Canada or the United States:
1. Using a touch-tone phone, call toll free at 1-877-290-3210.
 2. Follow the voice instructions.
 3. When prompted, enter the 13-digit control number located on the front of this form.



MANULIFE FINANCIAL CORPORATION TRANSFER AGENTS

In Canada

CIBC Mellon Trust Company
P.O. Box 7010
Adelaide Street Postal Station
Toronto, ON
Canada M5C 2W9
Local: 416-643-6268
Toll Free: 1-800-783-9495

In the United States

Mellon Investor Services
P.O. Box 3420
South Hackensack, NJ 07606-3420
U.S.A.
Tel: 1-800-783-9768

In Hong Kong

Registered shareholders
Central Registration
Shops 1712 – 1716, 17th Flr
Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Tel: 852-2862-8628

Ownership statement holders

Hongkong and Shanghai Bank
Custody and Clearing
35/F Sun Hung Kai Centre
30 Harbour Road, Wan Chai
Hong Kong
Tel: 852-2500-3201

In the Philippines

The Hong Kong and Shanghai
Banking Corporation Limited
Stock Transfer Department
30/F Discovery Suites
25 ADB Avenue
Ortigas Center, Pasig City
Philippines
Tel: 632-683-2691

Rest of the World

CIBC Mellon Trust Company
P.O. Box 7010
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Toronto, ON
Canada M5C 2W9
Tel: 416-643-6268