



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class

Holder Account Number

Form of Proxy - Annual General and Special Meeting to be held on Tuesday, June 18, 2019

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

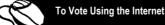
- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- 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 proxy. If you are voting
 on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this
 proxy.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
- 6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, 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.
- 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 9:00 a.m., Eastern Daylight Time, on June 14, 2019.

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



- Go to the following web site: www.investorvote.com
- Smartphone? Scan the QR code to vote now.



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 listed below.

CONTROL NUMBER

I/We, being holder(s) of common sha Corporation hereby appoint: Abrahan or failing him, Bradford A. Mills, Chair of	m Jonker, Le	dalay Reso ead Indeper	ources Ident Director,	OR	Print the name of the appointing if this pe other than the Mana Nominees listed her	rson is som gement	u are eone					
as my/our proxyholder with full power or given, as the proxyholder sees fit) and held at Goodmans LLP, 333 Bay Stree	of substitutio all other ma t, Suite 3400	n and to atte tters that ma), Toronto, (end, act and to voi ay properly come l Ontario M5H 2S7 o	te for and o before the <i>A</i> on Tuesday	n behalf of the shareho Annual General and Sp 7, June 18, 2019 at 9:00	lder in accor ecial Meeting a.m., Toron	dance with the following g of shareholders of Ma to time, and at any adjo	g direction (or if no ndalay Resources ournment or postpo	directions I Corporation nement the	have been n to be ereof.		
VOTING RECOMMENDATIONS ARE	INDICATED) by <mark>highl</mark>	IGHTED TEXT O	VER THE E	BOXES.				For	Against		
1. Number of Directors												
To set the number of Directors at s	seven.											
2. Election of Directors	For	Withhold	I		For	Withhold	I		For	Withhold	Fold	
01. Abraham Jonker			02. Amy Free	dman			03. Bradford A. Mil	ls				
04. Dominic Duffy			05. Peter R. J	ones			06. Robert Doyle					
07. Terrell Ackerman												
									For	Withhold		
3. Appointment of Auditors												
Appointment of Ernst & Young LLF	P as Audito	rs of the C	orporation for th	ie ensuing	year and authorizing	g the Direct	ors to fix their remun	eration.				
									For	Against		
4. Share Consolidation												
To consider, and if deemed advisa Management Information Circular, consolidation Common Shares.												
											Fold	
Authorized Signature(s) - Thi instructions to be executed.	s section	must be	completed fo	or your	Signature(s)			Date				
I/We authorize you to act in accordance with my/our instructions set out above. I/We hereb revoke any proxy previously given with respect to the Meeting. If no voting instructions a indicated above, this Proxy will be voted as recommended by Management.					e							
Interim Financial Statements - Mark this bu like to receive Interim Financial Statements a accompanying Management's Discussion ar mail. If you are not mailing back your proxy, you n	and nd Analysis by		like to receive the accompanying M mail.	e Annual Fina lanagement's	s - Mark this box if you wo ancial Statements and Discussion and Analysis mail at www.computersha	ру	Information Circular receive the Informatio securityholders' meeti glist.	n Circular by mail for	would like to the next) 		
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