

# RENFORTH RESOURCES INC.

65 Front Street East, Suite 200, Toronto, Ontario, M5E 1B5

## 2016 PROXY

**PROXY SOLICITED BY THE MANAGEMENT OF RENFORTH RESOURCES INC.**, for the **Annual General Meeting of Shareholders to be held on Monday, January 16, 2017 10:00 a.m.** (Toronto time). The undersigned shareholder of Renforth Resources Inc. (the "Corporation") hereby **appoints Nicole Brewster or, failing her, Kyle Appleby or instead of either of them, \_\_\_\_\_ as proxy, with power of substitution, to attend and vote for the undersigned** at the Annual and General Meeting of Shareholders of the Corporation to be held at GARDINER ROBERTS LLP Bay Adelaide Centre - East Tower, 22 Adelaide Street West, Suite 3600, Toronto, Ontario M5H, and at any adjournments thereof, and without limiting the general authority and power hereby given, the persons named above are specifically directed to vote as follows:

1. To vote (**and, if no specification is made, to vote FOR**):

FOR  or WITHHOLD VOTE FROM  the resolution electing **Nicole Brewster** as a director;

FOR  or WITHHOLD VOTE FROM  the resolution electing **Wally Rudensky** as a director;

FOR  or WITHHOLD VOTE FROM  the resolution electing **David Wahl** as a director;

FOR  or WITHHOLD VOTE FROM  the resolution electing **John Webster** as a director.

FOR  or WITHHOLD VOTE FROM  the resolution electing **Judi Wood** as a director.

2. To vote FOR  or WITHHOLD VOTE FROM  the resolution appointing McGovern Hurley Cunningham LLP Chartered Accountants, as the auditor of the Corporation for the ensuing year and authorizing the directors to fix their remuneration (**and, if no specification is made, to vote FOR**);

3. In their discretion, with respect to each matter herein before specified as to which choice has not been specified, or any amendments or variations to the matters hereinbefore specified, or on such further or other business as may properly come before the meeting or any adjournments thereof

**TO BE VALID, THIS PROXY MUST BE RECEIVED BY THE CORPORATION'S TRANSFER AGENT, CAPITAL TRANSFER AGENCY INC. VIA MAIL, FAX OR EMAIL BY 10:00AM ON THURSDAY JANUARY 12, 2017, BEING 48 BUSINESS HOURS IN ADVANCE OF THE MEETING, OR DELIVERED TO THE CHAIRMAN OF THE MEETING AT THE BEGINNING OF THE MEETING.**

**Mail: Capital Transfer Agency Inc.  
121 Richmond Street, West, Suite 401  
Toronto, ON M5H 2K1**

**Fax: (416) 350.5008**

**Email: info@capitaltransferagency.com**

This proxy revokes and supersedes all proxies of earlier date.

THIS PROXY MUST BE DATED.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 20.

Name of Shareholder (please print): \_\_\_\_\_

Signature of Shareholder: \_\_\_\_\_

Number of Common Shares Held: \_\_\_\_\_

## NOTES

1. The common shares represented by this proxy instrument will be voted. The proxy confers authority for the above named person to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of Meeting accompanying the proxy instrument or other matters which may properly come before the meeting.
2. **Each shareholder has the right to appoint a person to represent him or her at the meeting other than the person specified above.** Such right may be exercised by inserting in the blank space provided the name of the person to be appointed, who need not be a shareholder of the Corporation.
3. Please sign exactly as your name appears on the back of the proxy and date the proxy. If the shareholder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized.
4. If the form of proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the Corporation.
5. If the shareholder appoints the person designated above as his proxy to attend and act at the said meeting:
  - a) the shares represented by the proxy will be voted in accordance with the instructions of the shareholder or any ballot that may be called for;
  - b) where the shareholder specifies a choice in the proxy with respect to any matter to be acted upon, the shares represented by the proxy shall be voted accordingly; and
  - c) **IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS IDENTIFIED IN ITEMS NOS. 1-4 ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS.**

