



RED PINE EXPLORATION INC.
(the "Company")

FORM OF PROXY ("PROXY")

Annual and Special Meeting
Monday, January 30, 2017 at 10:00 a.m.
The offices of Wildeboer Dellelce LLP, Suite 800,
Wildeboer Dellelce Place, 365 Bay Street, Toronto, Ontario
(the "Meeting")

RECORD DATE: December 14, 2016

CONTROL NUMBER:

SEQUENCE #:

FILING DEADLINE FOR PROXY: 5:00 p.m. ET on Thursday, January 26, 2017

VOTING METHOD	
INTERNET	Go to www.voteproxyonline.com and enter the 12 digit control number above
FACSIMILE	416-595-9593
MAIL or HAND DELIVERY	TSX Trust Company 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Quentin Yarie, Chief Executive Officer & Director** of the Company, whom failing **Elgin Wolfe, Chairman** (the "Management Nominees"), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below.

- SEE VOTING GUIDELINES ON REVERSE -

RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES

1. Fix Number of Directors to be Elected at the Meeting

FOR ☐ **AGAINST** ☐

In the event the Arrangement is completed, Shareholders of the Company will be asked to consider and, if thought appropriate, to approve and adopt an ordinary resolution fixing the number of directors to be elected at the Meeting. At the Meeting, it will be proposed that seven (7) directors are to be elected to hold office if the Arrangement is completed.

2. Election of Directors

For the director election resolutions below, please indicate your preferences of "For" or "Withhold" for each nominee in both Director Resolution "A" and Director Resolution "B". The nominees that are elected will depend on whether the Arrangement (as defined in the Circular) is completed. Please indicate your preferences for each of the nominees under both Director Resolution "A" and Director Resolution "B" below. In the event the Arrangement is completed, seven (7) directors are to be elected at the Meeting (provided the shareholders of the Company approve such number – see "Number of Directors to be Elected" above) and the nominees in Director Resolution "A" will be put forward for election (and not those under Director Resolution "B"). In the event the Arrangement is not approved, five (5) directors will be elected and the nominees in Director Resolution "B" will be put forward for election (and not those under Director Resolution "A").

Director Resolution "A"

FOR ☐ **WITHHOLD** ☐

- a) Elgin Wolfe
- b) Quentin Yarie
- c) Brent Nykoliation
- d) Petra Decher
- e) G. Michael Newman
- f) Robert Dodds
- g) Peter Kampian

Director Resolution "B"

FOR ☐ **WITHHOLD** ☐

- a) Elgin Wolfe
- b) Quentin Yarie
- c) Brent Nykoliation
- d) Myles Johnson
- e) Petra Decher

3. Appointment of Auditors

FOR ☐ **WITHHOLD** ☐

Appointment of **MNP LLP, Chartered Accountants, of Toronto, ON** as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

4. Authority of Directors to Fix the Number of Directors

FOR ☐ **AGAINST** ☐

To consider and if deemed advisable to approve a special resolution empowering the Board of Directors to determine, from time to time, the number of directors of the Company. See the section "entitled "Authority of Directors to Fix the Number of Directors" in the Circular.

5. Approval of the Company's Stock Option Plan

FOR ☐ **AGAINST** ☐

To consider and if deemed advisable re-approve the use of the Company's 10% rolling stock option plan. See the section entitled "Approval of the Company's Stock Option Plan" in the Circular.

PLEASE PRINT NAME

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

Signature of registered owner(s)

Date (MM/DD/YYYY)

Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space labeled “*Please print appointee name*”, the name of the person to be appointed, who need not be a security holder of the Company.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of the Company.
7. To be valid, this proxy must be filed using one of the ***Voting Methods*** and ***must be received by TSX Trust Company*** before the ***Filing Deadline for Proxies***, noted on the reverse or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the security holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the security holder may be required to provide documentation evidencing the signatory’s power to sign the proxy.
9. Guidelines for proper execution of proxy available at www.stac.ca. Please refer to the Proxy Protocol

Investor inSite

TSX Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit
www.tsxtrust.com/investorinsite

Click on, “*Register Online Now*” and complete the registration form. Call us toll free at 1-866-600-5869 with any questions.

Notice-and-Access

The Canadian securities regulators have adopted rules which permit the use of notice-and-access for proxy solicitation instead of the traditional physical delivery of material. This new process provides the option to post meeting related materials including management information circulars as well as annual financial statements and management’s discussion and analysis, on a website in addition to SEDAR. Under notice-and-access, meeting related materials will be available for viewing for up to 1 year from the date of posting and a paper copy of the material can be requested at any time during this period.

Disclosure regarding each matter or group of matters to be voted on is in the Information Circular in the Section with the same title as each Resolution on the reverse. You should review the Information Circular before voting.

RED PINE EXPLORATION INC. has elected to utilize notice-and-access and provide you with the following information:

Meeting materials are available electronically at www.sedar.com and also at www.redpineexp.com

If you wish to receive a paper copy of the Meeting materials or have questions about notice-and-access, please call 1-866-600-5869 or email TMXInvestorServices@tmx.com. In order to receive a paper copy in time to vote before the meeting, your request should be received by January 19, 2017.

Request for Financial Statements

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements and MD&As.

Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at www.sedar.com.

I am currently a security holder of the Company and as such request the following:

- ☐ Annual Financial Statements with MD&A
- ☐ Interim Financial Statements with MD&A

If you are casting your vote online and wish to receive financial statements, please complete the online request for financial statements following your voting instructions.

If the cut-off time has passed, please fax this side to 416-595-9593

RED PINE EXPLORATION INC.
 2017