ROSS RIVER MINERALS INC.

Computershare

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

Security Class

Holder Account Number

Fold

Form of Proxy - Annual and Extraordinary Meeting to be held on December 30, 2015

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).**
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 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.

Fold

Proxies submitted must be received by 10:00 AM (Pacific Time) on December 24, 2015.

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

To Vote Using the Internet

- 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

Appointment of Proxyholder

I/We being holder(s) of Ross River Minerals Inc. hereby appoint: Marcus N. Foster, or failing him, Robert Jamieson, or failing him, T. Randall Saunders, or failing him, Glenn Garland,

OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder 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 and Extraordinary Meeting of shareholders of Ross River Minerals Inc. to be held at Suite 1106, 750 West Pender Street, Vancouver, BC, on December 30, 2015 at 10:00 AM (Pacific Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

	For	Against
1. **Number of Directors** To set the number of Directors at 4.	☐	☐

2. **Election of Directors**

	For	Withhold		For	Withhold		For	Withhold
01. Marcus N. Foster	☐	☐	02. Robert Jamieson	☐	☐	03. T. Randall Saunders	☐	☐
04. John Drove	☐	☐						

Fold

	For	Withhold
3. **Appointment of Auditors** Appointment of Saturna Group, Chartered Accountants LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.	☐	☐

	For	Against
4. **Consolidation of Common Shares** To approve consolidating the Company's common shares on an up to 20 for 1 basis and authorizing the Board of Directors to choose such lesser ratio as they may deem appropriate.	☐	☐
5. **Amendment of Stock Option Plan** To approve an amendment in the maximum number of stock options issuable under the Stock Option Plan from 6,484,999 to 7,501,999 prior to consolidation prior to the above mentioned share consolidation.	☐	☐
6. **Stock Option Plan** To authorize the directors to have the discretion under the amended Stock Option Plan to reserve common shares for issue upon exercise of the stock options to all optionees who are insiders in aggregate of a maximum of 10% of the issued shares of the Company.	☐	☐
7. **Other Business** To grant the proxyholder authority to vote at his or her discretion on any other business or amendment or variation to the previous resolutions.	☐	☐

Fold

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

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 Proxy will be voted as recommended by Management.**

Signature(s)

Date

DD / MM / YY

XDRQ 218560 AR0