INSTRUMENT OF PROXY

FOR THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF BANYAN GOLD CORP. (THE “COMPANY”) TO BE HELD ON MONDAY JUNE 8, 2015 AT 1:00PM (MST)

The undersigned shareholder of Banyan Gold Corp. (the "**Corporation**") hereby appoints Mark Ayranto, Chairman of the Company, or failing this person, David Rutt, the Chief Financial Officer of the Company or, instead of either of the foregoing ________________________________ as proxyholder of the undersigned, with full power of substitution, to attend, act and vote for and on behalf of the undersigned at the annual general and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of the Corporation to be held at 628, 138-4th Avenue S.E., Calgary, Alberta on Monday, June 8, 2015, at 1:00 p.m. (Calgary time), and at any adjournment or adjournments thereof, and on every ballot that may take place in consequence thereof to the same extent and with the same powers as if the undersigned were personally present at the Meeting with authority to vote at the said proxyholders' discretion, except as otherwise specified below.

Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxyholder to vote the Common Shares represented by this instrument of proxy in the following manner:

Common Shares represented by this Instrument of Proxy in the following manner:

1. **FOR ☐ or AGAINST ☐** (and, if no specification is made, FOR) fixing the number of directors to be elected at the Meeting at four (4);

2. **FOR or WITHHOLD FROM VOTING FOR** (and, if no specification is made, FOR) the election of each of the following nominees as directors of the Corporation:

	FOR	**WITHHOLD**
Richmond Graham	☐	☐
Mark Ayranto	☐	☐
Jay Collins	☐	☐
Tara Christie	☐	☐

3. **FOR ☐ or WITHHOLD FROM VOTING FOR** ☐ (and, if no specification is made, FOR) the appointment of John J. Geib, Chartered Accountant, as auditor of the Corporation for the ensuing year;

4. **FOR ☐ or AGAINST ☐** To consider, and if deemed advisable, approve the Corporation’s rolling share option plan as more particularly described in the accompanying Information Circular;

5. **FOR ☐ or AGAINST ☐** To consider, and if thought appropriate, approve a special resolution to amending the Articles of the Corporation to permit shareholder meetings to be held outside the Province of Alberta; and

6. **FOR ☐ or AGAINST ☐** To consider, and if thought appropriate, confirm the changes to the By-laws adopted by the Directors of the Corporation.

This Instrument of Proxy is solicited on behalf of management of the Corporation. The Common Shares represented by this Instrument of Proxy will be voted and, in particular, where the Shareholder has specified a choice with respect to the above matters will be voted as directed above. Unless a contrary instruction is indicated, this Instrument of Proxy will be voted at the Meeting in favour of the matters referred to above.

Each Shareholder has the right to appoint a proxyholder, other than the persons designated above, who need not be a Shareholder, to attend and act for and on behalf of the Shareholder at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

The undersigned hereby revokes any proxy previously given to vote at the Meeting.

DATED this __________ day of _______________, 2015.

____
Signature of Shareholder

____
Name of Shareholder (Please Print)

NOTES:

1. If the Shareholder is a corporation, its corporate seal must be affixed or the Instrument of Proxy must be signed by an officer or attorney thereof duly authorized.

2. This Instrument of Proxy must be dated and the signature hereon should be exactly the same as the name in which the Common Shares are registered.

3. Persons signing in a representative capacity such as executors, administrators or trustees, should so indicate and give their full title as such.

4. This Instrument of Proxy will not be valid and not be acted upon or voted unless it is completed as outlined herein and delivered to the attention of the Corporation's transfer agent Valiant Trust Company, Proxy Department, Suite 310, 606 – 4th Street SW Calgary, AB, T2P 1T1 or by facsimile at (403) 233-2857 not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment or adjournments thereof. A proxy is valid only at the meeting in respect of which it is given or any adjournment(s) of that meeting.

5. If not dated, this Instrument of Proxy shall be deemed to bear the date on which it was mailed to Shareholders by the Corporation.

VOTING BY INTERNET, PROXY

6. You may use the internet site at **https://proxy.valianttrust.com** to transmit your voting instructions. You should have this form of proxy in hand when you access the web site. You will be prompted to enter your Control Number, which is located on this Form of Proxy.