

**PORTEX MINERALS INC.**  
**FORM OF PROXY**  
 ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
 to be held on October 8, 2014

The undersigned shareholder of Portex Minerals Inc. (the **Corporation**) hereby appoints **Peter Chodos**, or failing him, **Victor Wyprysky**, OR INSTEAD OF EITHER OF THE FOREGOING, \_\_\_\_\_ as the nominee of the undersigned to attend and act for and on behalf of the undersigned at **the annual and special meeting of shareholders of the Corporation to be held on the 8<sup>th</sup> day of October, 2014**, and any adjournment or adjournment thereof.:

<b>1. Election of Directors</b>								
The election of the following directors of the Corporation as set forth in the accompanying management information circular.								
	For	Withhold		For	Withhold		For	Withhold
Victor P. Wyprysky	<input type="checkbox"/>	<input type="checkbox"/>	Peter F. Chodos	<input type="checkbox"/>	<input type="checkbox"/>	Patrick J. Raleigh	<input type="checkbox"/>	<input type="checkbox"/>
Richard Bishop	<input type="checkbox"/>	<input type="checkbox"/>	Geoffrey D. Stanley	<input type="checkbox"/>	<input type="checkbox"/>	Lawrence Segerstrom	<input type="checkbox"/>	<input type="checkbox"/>

<b>2. Appointment of Auditors</b>	For	Withhold
Appointment of Collins Barrow Toronto LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

<b>3. Resolution Approving the Stock Option Plan</b>	For	Against
To pass an ordinary resolution approving the Stock Option Plan, as more particularly described in the Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>

<b>4. Resolution Approving By-law No. 2</b>	For	Against
Ratification and confirmation of the Corporation's By-law No. 2 as described in the Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>

<b>5. Resolution Approving the Consolidation</b>	For	Against
To pass a special resolution authorizing an amendment to the articles of the Corporation to consolidate the issued and outstanding common shares as described in the Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>

DATED the \_\_\_\_\_ day of \_\_\_\_\_, 2014.

Number of Common Shares \_\_\_\_\_

Signature of the Shareholder \_\_\_\_\_

Name: \_\_\_\_\_ (Please print clearly)

NOTES:

1. A shareholder has the right to appoint a person to represent him or her and to attend and act for him or her on his or her behalf at the meeting other than the nominees designated above and may exercise such right by inserting the name of his or her nominee in the space provided above for that purpose.
2. In the event that no specification has been made with respect to voting in respect of (i) the election of directors; (ii) the appointment of auditors and authorizing the directors to fix the remuneration of the auditors; and (iii) the approval of the stock option plan, the proxy nominees are instructed to vote the shares represented by this proxy in favour of such matters.
3. If an individual, please sign exactly as your shares are registered. If the shareholder is a corporation, this proxy must be executed by a duly authorized officer or attorney of the shareholder and, if the corporation has a corporate seal, its corporate seal should be affixed.

If shares are registered in the name of an executor, administrator or trustee, please sign exactly as the shares are registered. If the shares are registered in the name of the deceased or other shareholder, the shareholder's name must be printed in the space provided, the proxy must be signed by the legal representative with his name printed below his signature and evidence of authority to sign on behalf of the shareholder must be attached to this proxy.

In many cases, shares beneficially owned by a holder (a **Non-Registered Holder**) are registered in the name of a securities dealer or broker or other intermediary, or a clearing agency. Non-Registered Holders should, in particular, review the sections entitled "Non-Registered Holders" in the accompanying Management Information Circular and carefully follow the instructions of their intermediaries.

All holders of shares should refer to the accompanying Management Information Circular for further information regarding completion and use of this proxy and other information pertaining to the meeting.

4. To be valid, this proxy must be signed and deposited with Olympia Transfer Services Inc., P.O. Box 1775, 31 Adelaide Street East, Toronto, Ontario M5C 0A2, by mail or 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, in person or faxed to 416-364-1827 at least 48 hours before the Meeting time or to the Secretary of the Corporation in time for use at the Meeting or, if the meeting is adjourned, 24 hours, (excluding Saturdays and holidays) before any adjourned meeting.
5. **In the absence of any specifications above, the said appointees shall be deemed to have been granted discretionary authority to vote the Common Shares represented by this instrument of proxy as indicated in the Management Information Circular. If any amendments, variation or new matters properly come before the Meeting, this Proxy confers discretionary authority upon the Shareholder's nominee to vote on such matters in accordance with the nominee's best judgment.**
6. If this proxy is not dated in the space provided, it is deemed to bear the date on which it is mailed.