



000001

Mr A Sample
Designation (if any)
Add1
Add2
add3
add4
add5
add6

Security Class 123

Holder Account Number
C1234567890 XXX

Fold

Form of Proxy - Annual and Special Meeting to be held on June 30, 2014

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 appears 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.

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Proxies submitted must be received by 5:00 pm, EST, on Thursday, June 26, 2014.

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.



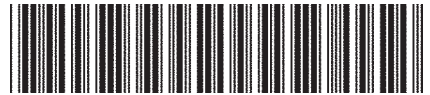
If you vote by telephone or the Internet, DO NOT mail back this proxy.

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 123456789012345



Appointment of Proxyholder

I/We being holder(s) of KWG Resources Inc. hereby appoint: Frank C. Smeenk, President and Chief Executive Officer, or failing this person Luce L. Saint-Pierre, Corporate Secretary

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

[Empty box for appointing person name]

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 Special Meeting of KWG Resources Inc. to be held at Suite 3800, Royal Bank Plaza, South Tower, 200 Bay Street, Toronto, Ontario, on June 30, 2014 at 11:00 a.m., and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Election of Directors

Table with 5 columns: Director Name, For, Withhold, Director Name, For, Withhold, Director Name, For, Withhold. Includes names like Douglas M. Flett, Thomas Pladsen, Donald A. Sheldon, Frank C. Smeenk, Cynthia Thomas.

For Withhold

2. Appointment of Auditors

Appointment of McGovern, Hurley, Cunningham LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

For [] Withhold []

For Against

3. Approval of the Capital Reorganization

To consider, and if deemed advisable, pass a special resolution, the Capital Reorganization Resolution, with or without variation, the full text of which is reproduced as Schedule "A" to the Management Proxy Circular, authorizing the Corporation to :

- (i) convert each issued and outstanding common share of the Corporation into one share of a newly-created class of share to be designated as "Subordinate Voting Shares" such Conversion to become effective concurrently with, and being subject to, the creation of the Subordinate Voting Shares ; and
(ii) amend its articles to (A) create a new class of shares to be designated as "Multiple Voting Shares" and a new class of shares to be designated as "Subordinate Voting Shares"; and (B) immediately upon the Conversion becoming effective, remove the authorized Common Shares, none of which will be issued and outstanding and to repeal the provisions regarding the rights and restrictions attaching to the Common Shares set out in the Articles.

For [] Against []

For Against

4. Approval of the Amendment to the Articles

To consider, and if deemed advisable, pass a special resolution, the "Preference Shares Resolution", with or without variation, the full text of which is reproduced in the Management Proxy Circular, authorizing the Corporation to amend the Articles to create a new class of shares, issuable in series, to be designated as "Preference Shares" and, if applicable, to repeal the existing rights and restrictions to the Common Shares and provide for new rights and restrictions attaching to the Common Shares that are substantively similar to the existing rights and restrictions attaching to the Common Shares.

For [] Against []

For Against

5. Re-Approval of the Stock Option Plan

To consider, and if deemed advisable, to pass an ordinary resolution, with or without variation, re-approving the Corporation's Rolling Share Option Plan which provides that the maximum number of Common Shares that may be reserved and set aside for issuance under the Stock Option Plan shall not exceed 10% of the aggregate number of Common Shares outstanding.

For [] Against []

For Against

6. Approval of the Amendment and Restatement of the Stock Option Plan

To consider, and if deemed advisable, pass an ordinary resolution, with or without variation, to approve the amendment and restatement of the Stock Option Plan, in the event the Capital Reorganization is completed, to provide that the maximum number of Subordinate Voting Shares which may be reserved and set aside for issuance under the Stock Option Plan, as amended and restated, shall not exceed 10% of the aggregate number of Subordinate Voting Shares outstanding calculated on the basis that all Multiple Voting Shares outstanding have been converted to Subordinate Voting Shares.

For [] Against []

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

[Signature box]

MM / DD / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

[]

Annual Financial Statements - Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

[]

Information Circular - Mark this box if you would like to receive the Information Circular by mail for the next securityholders' meeting.

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If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.