

**CMX GOLD & SILVER CORP.**

**P R O X Y**

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**June 6, 2014**

*THIS PROXY IS SOLICITED BY THE MANAGEMENT OF CMX GOLD & SILVER CORP.*

The undersigned shareholder of CMX Gold & Silver Corp. (the "Corporation") hereby appoints Jan Alston, President and Chief Executive Officer of the Corporation, or failing him, Bruce Murray, a director of the Corporation, or instead of either of them \_\_\_\_\_ as Proxyholder for the undersigned, with power of substitution, to attend, act and vote for and on behalf of the undersigned at the annual and special meeting (the "Meeting") of shareholders of the Corporation to be held on June 6, 2014 and at any adjournment thereof, in the same manner, to the same extent and with the same powers as if the undersigned were present at the said Meeting or any adjournment thereof and, without limiting the general authorization given, the person above named is specifically directed to vote on behalf of the undersigned in the following manner.

1. On the election of directors, for the nominees set forth in the Information Circular dated May 7, 2014 accompanying this form of Proxy.

**VOTE FOR** \_\_\_\_\_ **or WITHHOLD VOTE** \_\_\_\_\_  
**(and, if no specification is made, to VOTE FOR)**

2. On the appointment of MNP LLP, Chartered Accountants, as auditors of the Corporation.

**VOTE FOR** \_\_\_\_\_ **or WITHHOLD VOTE** \_\_\_\_\_  
**(and, if no specification is made, to VOTE FOR)**

3. On the ordinary resolution, with or without amendment, approving the Stock Option Plan of the Company, as set forth in the Information Circular dated May 7, 2014 accompanying the notice of Meeting.

**VOTE FOR** \_\_\_\_\_ **or VOTE AGAINST** \_\_\_\_\_

and conferring discretionary authority to vote on amendments or variations to the matters identified in the Notice of Meeting and on all other matters that may properly come before the Meeting or any adjournment thereof in such manner as the person above named may see fit.

The undersigned hereby revokes any instrument of proxy previously given and does hereby further ratify all the said Proxyholder may lawfully do in the premises.

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

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Signature of Shareholder

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Name of Shareholder (Please Print)

**NOTES:**

**1. A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON, WHO NEED NOT BE A SHAREHOLDER, TO ATTEND AND ACT ON THE SHAREHOLDER'S BEHALF AT THE ANNUAL AND SPECIAL MEETING OTHER THAN THE PERSONS DESIGNATED IN THIS FORM OF PROXY. THIS RIGHT MAY BE EXERCISED BY INSERTING SUCH OTHER PERSON'S NAME IN THE BLANK SPACE PROVIDED FOR THAT PURPOSE OR BY COMPLETING ANOTHER PROPER FORM OF PROXY AND, IN EITHER CASE, BY DELIVERING THE COMPLETED FORM OF PROXY TO CMX GOLD & SILVER CORP. AS INDICATED BELOW.**

2. This form of proxy must be dated and must be executed by the shareholder or his attorney authorized in writing or, if the shareholder is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized. A copy of such authorization should accompany this form of proxy. Persons signing as executors, administrators, trustees, etc. should so indicate.

3. In order for this form of proxy to be effective at the Meeting or any adjournment thereof, it must be signed and deposited with the Proxy Department of Olympia Trust Company at its office at 2300, 125 - 9 Avenue SE, Calgary, Alberta T2G 0P6, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the commencement of the Meeting or any adjournment thereof.