

STARREX MINING CORPORATION LTD.

PROXY

Solicited by Management for the Annual General Meeting
of Shareholders to be held on Monday, the 16th day of August 2011

The undersigned Shareholder of Starrex Mining Corporation Ltd. (the "Corporation") hereby appoints S. Donald Moore, the President and a Director, or failing him, John A. Murphy, Secretary-Treasurer and a Director, or instead of either of them,

_____ as Proxy, with power of substitution, to attend, act and vote all shares in the capital of the Corporation registered in the name of the undersigned for and on behalf of the undersigned at the Annual Meeting (the "Meeting") to be held on 16 August 2011 at 4:30 p.m. (Toronto time) in Suite 5040; 3080 Yonge Street; Toronto, Canada, and at any adjournment or adjournments thereof.

The said Proxy is instructed to vote as specified below:

1. _____ **FOR or _____ TO BE WITHHELD FROM VOTING FOR** (or if no choice is specified, **FOR**) the election of Directors for the ensuing year of those nominees proposed by management as specified in the Information Circular of the Corporation dated 20 June 2011; and
2. _____ **FOR or _____ TO BE WITHHELD FROM VOTING FOR** (or if no choice is specified, **FOR**) the appointment of MSCM LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the Directors to fix his remuneration; and
3. on any further matters that may properly come before the meeting as the said Proxy may see fit.

The shares represented by this Proxy will be voted and, in particular, will be voted in accordance with any instructions indicated on any ballot that may be called for. Unless a contrary instruction is indicated, this Proxy will be voted at the Meeting in favour of the matters referred to above.

If any amendment or variation to the matters identified in the Notice of Meeting which accompanies this Proxy is proposed at the Meeting or at any adjournment thereof, or if any others matters properly come before such meeting or any adjournment thereof, **this Proxy confers discretionary authority to vote** on any such amendment or variation or such other matters according to the best judgment of the person voting this Proxy.

The undersigned hereby revokes any instrument of Proxy previously given to vote at the Meeting or adjournments thereof.

DATED this _____ day of _____, 2011

Registered Name of Shareholder (Please Print)

Signature of Shareholder

Address of Shareholder (Please Print)

Number of Shares

NOTES:

1. This form of Proxy must be dated and signed by the appointer or his attorney in writing or, if the appointer is a body corporate, this form of Proxy must be executed under its corporate seal or by an office or attorney thereof duly authorized. If this form of Proxy is not dated, it is deemed to bear the date on which it was mailed to the Corporation.
2. **A Shareholder has the right to appoint a person, who need not be a Shareholder of the Corporation, as his nominee to attend and act for him and on his behalf at the Meeting. To exercise such right, the Shareholder should insert the name of his nominee in the blank space provided for that purpose on the page hereof or complete another form of Proxy.**

SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING ARE REQUESTED TO COMPLETE THIS FORM OF PROXY AND RETURN IT TO THE CORPORATION.