



PROXY

**FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 4, 2019**

The undersigned Shareholder of STARREX INTERNATIONAL LTD. (the “Corporation”) hereby nominates, constitutes and appoints **Scott M. Reeves** or, failing him, **Charles Burns** or, instead of any of the foregoing, _____ as nominee and attorney of the undersigned, with full power of substitution, to attend, vote and otherwise act for and on behalf of the undersigned at the **Annual and Special Meeting of Shareholders of the Corporation (the “Meeting”)** to be held on **Wednesday, the 4th day of December, 2019** at the offices of Tingle Merrett, LLP, 1250 Standard Life Building, 639-5th Avenue S.W., Calgary, Alberta T2P 0M9, at the hour of 11:00 a.m. in the forenoon (local time) and at any adjournment thereof, to the same extent and with the same power as if the undersigned were personally present at the said meeting or such adjournment or adjournments thereof and, without limiting the generality of the power hereby conferred, the nominees are specifically directed to vote the shares represented by this proxy as follows:

1. **VOTE FOR** or **WITHHOLD FROM VOTING ON** the re-appointment of UHY McGovern Hurley LLP, Chartered Professional Accountants, as auditors of the Corporation, and the authorization of the Directors to fix the remuneration and terms of engagement of the auditors.

2. **VOTE** on the election of the following nominees for director:

	FOR	WITHHOLD
P. Garrett Clayton	<input type="checkbox"/>	<input type="checkbox"/>
Charles Burns	<input type="checkbox"/>	<input type="checkbox"/>
Scott M. Reeves	<input type="checkbox"/>	<input type="checkbox"/>
Garfield J. Last	<input type="checkbox"/>	<input type="checkbox"/>
Matthew D. Hill	<input type="checkbox"/>	<input type="checkbox"/>

3. **VOTE FOR** or **AGAINST** a resolution to ratify and approve the Corporation’s “rolling” stock option plan and the shares issuable thereunder.

Where no choice is specified above, this Proxy will be voted for each of the matters enumerated above.

This Proxy is solicited by or on behalf of management and confers discretionary authority as to any amendments proposed at the Meeting in respect of matters identified in the Notice of Annual and Special Meeting of Shareholders dated October 1, 2019 and as to any other matters that may properly come before the Meeting or any adjournment thereof. As of the date hereof, management of the Corporation knows of no such amendment or other matters. The shares represented by this Proxy will be voted or withheld from voting in accordance with the specification, if any, of the undersigned in respect of any ballot that may be called for at the meeting or any adjournment thereof. The undersigned hereby revokes all prior proxies given with respect to the shares of the undersigned and authorizes the person using this proxy to inform holders of any prior proxy of such revocation.

DATED the ____ day of _____, 2019.

_____ Common Shares
 [Please insert number of shares held
 - if blank, this proxy will represent all
 of the shares held by the undersigned]

Per: _____
 Signature of Shareholder

 Please print name of signatory

 Please print corporate or trust name of
 shareholder
 (if applicable)

Please sign your name exactly as it appears on your share certificate in respect of shares of the Corporation. Unless this Proxy is dated in the space above provided for that purpose, it shall be deemed to bear the date on which it was sent by the Corporation. **A shareholder may appoint a proxyholder (who need not be a shareholder) other than the persons designated in this form of Proxy to attend and act on his or her behalf at the meeting. To exercise this right, the shareholder should either (i) insert such person's name in the space provided, or (ii) submit another appropriate proxy.** This form of Proxy must be signed by the shareholder or his or her attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. If the shares are held in the name of one or more owners (e.g. joint ownership, trustees, executors, etc.), then all those registered should sign this Proxy. If a shareholder's shares are registered in the name of a broker or other intermediary, a proxy will not be valid unless signed by the registered holder. If you are a shareholder and received this proxy from a broker or other intermediary, in whose name the shares are registered, follow the instructions from the broker or other intermediary enclosed with this proxy.

Proxies to be exercised at the Meeting must be mailed to or deposited with the Corporation's registrar and transfer agent, Reliable Stock Transfer Inc., 100 King Street West, Suite 5700, Toronto, Ontario M5X 1C7 Attention: Proxy Department, such that they are received at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the commencement of the Meeting or any adjournment thereof, in default of which they may be treated as invalid, although the Chairman of the Meeting has the discretion to accept proxies filed less than 48 hours prior to the commencement of the Meeting, or any adjournment thereof.

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.