

**Security Class**

**Holder Account Number**

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## Form of Proxy - Annual and Special Meeting to be held on December 20, 2011

### 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(s) appear(s) 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 11:00 am, Pacific Time, on Friday, December 16, 2011.**

### 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](http://www.investorvote.com)

**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**



## Appointment of Proxyholder

I/We being holder(s) of PLANET EXPLORATION INC. hereby appoint: Christopher Taylor, President and CEO of the Corporation, or failing him, Antonio Ricci, CFO of the Corporation

OR

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

As my/our proxyholder with full power of substitution to attend, act and 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 in all other matters that may properly come before the Annual and Special Meeting of shareholders of PLANET EXPLORATION INC. to be held at McMillan LLP, Suite 1500 - 1055 West Georgia St., Vancouver, BC, on Tuesday, December 20, 2011 at 11:00 am (Pacific Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

### 1. Election of Directors

	<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>
01. Christopher Taylor	<input type="checkbox"/>	<input type="checkbox"/>	02. Antonio M. Ricci	<input type="checkbox"/>	<input type="checkbox"/>	03. Darold H. Parken	<input type="checkbox"/>	<input type="checkbox"/>
04. Patrick McAndless	<input type="checkbox"/>	<input type="checkbox"/>						

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2. **Appointment of Auditors** - To appoint Cinnamon Jang Willoughby as Auditors of the Corporation for the ensuing year and authorize the Directors to fix their remuneration.

<b>For</b>	<b>Withhold</b>
<input type="checkbox"/>	<input type="checkbox"/>

3. **Continuance and Name Change** - To approve the special resolution under Section 189 of the Business Corporations Act (Alberta) to continue the Corporation under the new name "Planet Mining Exploration Inc." or such other name as the directors may approve, from the Province of Alberta to the Province of British Columbia, and in the process adopt new Articles for the Corporation, all as more particularly set out in the Management Proxy Circular.

<b>For</b>	<b>Against</b>
<input type="checkbox"/>	<input type="checkbox"/>

4. **Preferred Shares** - To approve, subject to continuance of the Corporation, the special resolution to cancel the existing First Preferred Shares and Second Preferred Shares, and to adopt a new form of Preferred Shares without par value and without a maximum number, issuable in series, and the directors be authorized to affix the specific rights and restrictions to each series when issued.

<b>For</b>	<b>Against</b>
<input type="checkbox"/>	<input type="checkbox"/>

5. **Share Option Plan** - To ratify and approve adoption of the new form of 10% rolling share option plan as more particularly described in the Management Proxy Circular.

<b>For</b>	<b>Against</b>
<input type="checkbox"/>	<input type="checkbox"/>

6. **Inspection of Records, Documents or Instruments** - To authorize the inspection of records, documents or instruments at the records office of the Corporation by persons other than directors of the Corporation, as more particularly set out in the Management Proxy Circular.

<b>For</b>	<b>Against</b>
<input type="checkbox"/>	<input type="checkbox"/>

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### 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

DD / MM / YY

