



9th Floor, 100 University Avenue  
 Toronto, Ontario M5J 2Y1  
 www.computershare.com

**Security Class**

**Holder Account Number**

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## Form of Proxy - Annual General and Special Meeting to be held on June 26, 2013

**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 9:30 AM (Eastern Time) on Monday, June 24, 2013.**

### 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)
- **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**



## Appointment of Proxyholder

I/We, being holder(s) of GOLDTRAIN RESOURCES INC. hereby appoint: Brian Wright, or failing him, Donald A. Sheldon, or failing him, Johnny Oliveira,

OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

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 General and Special Meeting of Shareholders of GOLDTRAIN RESOURCES INC. to be held at Suite 1801, 180 Dundas Street West, Toronto, Ontario, M5G 1Z8, on June 26, 2013 at 9:30 AM (Eastern Time) and at any adjournment or postponement thereof.

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

### 1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. Carl McGill	<input type="checkbox"/>	<input type="checkbox"/>	02. John Siriunas	<input type="checkbox"/>	<input type="checkbox"/>	03. Frank Smeenk	<input type="checkbox"/>	<input type="checkbox"/>
04. Brian Wright	<input type="checkbox"/>	<input type="checkbox"/>						

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### 2. Appointment of Auditors

Re-Appointment of Palmer Reed as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix the remuneration and terms of engagement of the Auditors.

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

### 3. Advance Notice By-Law

To confirm by ordinary resolution, with or without variation, By-Law No. 2, the full text of which is set out in Schedule "B" to the Information Circular, being a by-law of the Corporation requiring advance notice to the Corporation in certain circumstances for the nomination of directors.

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

### 4. Subdivision of Common Shares on a Three-For-One Basis

To confirm by special resolution, with or without variation, the approval of the amendment of the Articles of the Corporation to subdivide the issued and outstanding Common Shares at a ratio to be determined by the directors of the Corporation but not greater than three (3) Post-Subdivision Common Shares for each one (1) Common Share currently outstanding.

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

### 5. Capital Re-Organization

To confirm by special resolution, with or without variation, the approval of the creation of the Subordinate Voting Shares and Multiple Voting Shares, as described in Schedule "C" of the Circular and to remove the outstanding Common Shares.

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

### 6. Amendment to Stock Option Plan

To confirm by ordinary resolution, with or without variation, subject to the Capital Reorganization being completed and to all necessary approvals being obtained, the approval of the Rolling Share Option Plan of the Corporation, as amended, attached as Schedule "E" to the Circular.

For	Against
<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

**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 like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

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](http://www.computershare.com/maillinglist).



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