



8th Floor, 100 University Avenue  
 Toronto, Ontario M5J 2Y1  
 www.computershare.com

Security Class

Holder Account Number

Fold

## Form of Proxy - Annual General and Special Meeting to be held on August 21, 2018

### 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, EST on Friday, August 17, 2018.**

### 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: Frank Smeenk, or failing him, Donald A. Sheldon,

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 199 Bay Street, Suite 2200, Toronto, Ontario, M5L 1G4, on August 21, 2018 at 11:00 AM, EST and at any adjournment or postponement thereof.

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

**For**      **Against**

#### 1. Number of Directors

To set the number of Directors at four (4).

      

#### 2. Election of Directors

**For**      **Withhold**

**For**      **Withhold**

**For**      **Withhold**

01. Frank Smeenk

      

02. Carl McGill

      

03. Donald Sheldon

      

04. Jonathan Buick

      

**For**      **Withhold**

#### 3. Appointment of Auditors

(i) To re-appoint Palmer Reed, Chartered Accountants as Auditors of the Corporation to hold office until the earlier of the Effective Date and the next annual meeting of shareholders, and

      

(ii) to appoint UHY McGovern Hurley LLP, Chartered Accountants, as auditors of the Corporation to hold office as at and from the Effective Date until the next annual meeting of shareholders and, in each case, to authorize the directors to fix their remuneration and the terms of their engagement.

**For**      **Against**

#### 4. Changing the Number of Directors between Meetings

To pass a special resolution to amend the Articles to authorize and empower the directors to fix the number of directors from time to time within the minimum and maximum provided in the Articles of the Corporation.

      

#### 5. Conversion of Debt Resolution

To approve by ordinary resolution, with or without variation, the debt settlement agreements with various creditors as detailed in the Information Circular.

      

#### 6. Share Consolidation Resolution

To consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing the consolidation of the common shares of the Corporation on a one-for-three basis.

      

#### 7. Change of Name Resolution

To consider and, if deemed advisable, pass a special resolution, with or without variation, authorizing the Corporation to change its name to "Idaho Champion Gold Mines Canada Inc." or such other name as the directors may determine.

      

#### 8. Amalgamation and Issuance of Exchange Shares Resolution

To approve by ordinary resolution, with or without variations, the Amalgamation Agreement and the issuance of the Exchange Shares on the terms set out in an Amalgamation Agreement dated July 16, 2018.

      

#### 9. Compensation Warrants Resolution

To approve by ordinary resolution, with or without variations, the payment, as at the Effective Date of the amalgamation between GT Subsidiary Inc. and Idaho Champion Gold Mines Ltd., of an advisory fee of 500,000 warrants to Sheldon Executive Services Inc.

      

#### 10. Amendment and Approval of the Stock Option Plan

To approve by ordinary resolution, with or without variation, the amended Stock Option Plan of the Corporation in the form attached to the Information Circular.

      

#### 11. Continuance into Ontario Resolution

To consider and, if deemed advisable, pass a special resolution, with or without variation, authorizing the continuance of the Corporation in the Province of Ontario at any time following the Effective Date.

      

#### 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

MM / DD / 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 NOT 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).

