

**Mount Dakota Energy Corp.
(the "Company")**

FORM OF PROXY ("PROXY")

**Annual General Meeting
November 1, 2013 at 10:00 a.m. (PST)
Suite 700 - 401 West Georgia Street, Vancouver, BC
(the "Meeting")**

RECORD DATE: September 27, 2013
CONTROL NUMBER:
SEQUENCE #:
FILING DEADLINE FOR PROXY: October 30, 2013 at 10:00 a.m. (PST)

VOTING METHODS	
INTERNET	Go to www.voteproxyonline.com and enter the 12 digit control number above
FACSIMILE	(416) 595-9593
MAIL or HAND DELIVERY	EQUITY FINANCIAL TRUST COMPANY 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Gary H. Claytens**, a director and the President of the Company, whom failing **S. John Kim**, a director and the Secretary of the Company ("Management Nominees"), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) thereof in accordance with voting instructions, if any, provided below.

*** SEE VOTING GUIDELINES ON REVERSE ***

RESOLUTIONS - MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES

1. Number of Directors	FOR	AGAINST
To Set the Number of Directors at four.	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Directors	FOR	WITHHOLD
a) Gary H. Claytens	<input type="checkbox"/>	<input type="checkbox"/>
b) Lyle Harvey	<input type="checkbox"/>	<input type="checkbox"/>
c) S. John Kim	<input type="checkbox"/>	<input type="checkbox"/>
d) Peter Kohl	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditors	FOR	WITHHOLD
Appointment of Manning Elliott LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
4. Other Business	FOR	AGAINST
To transact such further or other business as may properly come before the meeting and any adjournment thereof.	<input type="checkbox"/>	<input type="checkbox"/>

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED.**

<i>PLEASE PRINT NAME</i>	<table style="width: 100%;"> <tr> <td style="width: 70%;"><i>Signature of Registered owner(s)</i></td> <td style="width: 30%;"><i>Date (MM/DD/YYYY)</i></td> </tr> </table>	<i>Signature of Registered owner(s)</i>	<i>Date (MM/DD/YYYY)</i>
<i>Signature of Registered owner(s)</i>	<i>Date (MM/DD/YYYY)</i>		

Proxy Voting - Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each shareholder has the right to appoint a person other than Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a shareholder of the Company.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its being mailed to the shareholders of the Company.
7. To be valid, this proxy must be filed using one of the **Voting Methods** and *must be received by Equity Financial Trust Company* before the **Filing Deadline for Proxies**, noted overleaf or in the case of any adjournment of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the shareholder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the shareholder may be required to provide documentation evidencing the signatory's power to sign the proxy.

Investor inSite

Equity Financial Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit

www.tmxequitytransferservices.com/investorinsite

Click on, "Login to Investor inSite" and complete the registration form under "Register Online Now". Call us toll free at 1-866-393-4891 with any questions.