# MAJESCOR RESOURCES INC.



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

Security Class

Holder Account Number

## Form of Proxy - Annual and Special Meeting to be held on August 29, 2012

## 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).
- 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.

Proxies submitted must be received by 5:00 pm, Eastern Time, on August 27, 2012.

## 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
- Smartphone? Scan the QR code to vote now.



#### If you vote by telephone or the Internet, DO NOT mail back this proxy.

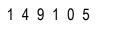
Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

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 Proxynoider The undersigned holder of common shares of Majesco hereby appoint: Daniel F. Hachey or, failing him, Marc-André Bernier					appointing other than t	rint the name of the person you are ppointing if this person is someone ther than the Management ominees listed herein.									
given, as the proxyholder sees fit) an	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 and Special Meeting of the Shareholders of Majescor to be held at 5370 Canotek Road, Unit 9, Ottawa (Ontario), on August 29, 2012 at 11:00 a.m. and at any adjournment or postponement thereof.														
VOTING RECOMMENDATIONS AR	E INDICATE	d by <mark>high</mark>	LIGHTED TEXT O	/ER THE B	OXES.										
1. Election of Directors	For	Withhold				For	Withhold	d				For	Withhold		
01. Daniel F. Hachey			02. Marc-Andr	é Bernier				03	lacques Tro	ottier					
04. Anthony Giovinazzo			05. C. Tucker	Barrie										Fold	
												For	Withhold		
2. Appointment of Auditors Appointment of Raymond Chabo	t Grant Tho	ornton LLP	as auditors and a	uthorizatio	on given to t	he direc	ctors to fix t	the rem	uneration o	f the aud	itors.				
												For	Against		
3. Resolution															
Approval of the stock option plan															
														Fold	
Authorized Signature(s) - This section must be completed for instructions to be executed.					Signa	ture(s)					late				
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.											<u>)   []</u>		YY		
Interim Financial Statements - Mai would like to receive Interim Financia and accompanying Management's Di Analysis by mail.	I Statements	5	and acc	I Financial ike to recei companying is by mail.	Statements ve the Annual g Managemer	- Mark ti I Financia ht's Discu	his box if you al Statement ussion and	u ts							
If you are not mailing back your proxy	/, you may r	egister online	e to receive the abo	ve financia	I report(s) by	mail at w	ww.compute	ershare.c	om/mailingli	st.					



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