



**Muskrat Minerals Incorporated**  
 (“Corporation”)

**FORM OF PROXY (“PROXY”)**

**Annual General and Special Meeting**  
**December 6, 2013 at 10:00 a.m. (AST – Halifax Time)**  
**380 Bedford Highway, Halifax, Nova Scotia, B3M 2L4**  
**(“Meeting”)**

**RECORD DATE:** October 29, 2013  
**CONTROL NUMBER:**  
**SEQUENCE #:**  
**FILING DEADLINE FOR PROXY:** 10:00 a.m. (AST – Halifax Time) on December 4, 2013

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

The undersigned hereby appoints **David Hennigar**, Chairman of the Corporation, whom failing **Francis MacKenzie**, President (“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**

<b>1. NUMBER OF DIRECTORS</b>		<b>FOR</b>	<b>AGAINST</b>
To Set the Number of Directors at 8.		<input type="checkbox"/>	<input type="checkbox"/>
<b>2. ELECTION OF DIRECTORS</b>			
	<b>FOR</b>	<b>WITHHOLD</b>	<b>FOR</b>
a) J. Paul Allingham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) David J. Hennigar	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) C.H. (Bert) Loveless	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Francis MacKenzie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Jean-Marc MacKenzie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f) Paul Snelgrove	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g) K. Barry Sparks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
h) E. Christopher Stait-Gardner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3. REAPPOINTMENT AND REMUNERATION OF AUDITOR</b>		<b>FOR</b>	<b>WITHHOLD</b>
Appointment of <b>Collins Barrow Toronto LLP</b> as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.		<input type="checkbox"/>	<input type="checkbox"/>
<b>4. AMENDMENT TO THE CORPORATION’S BY-LAWS</b>		<b>FOR</b>	<b>AGAINST</b>
To consider and, if agreed, pass a special resolution as more particularly described in the accompanying information circular, to amend the Corporation’s by-laws relating to the notice provisions for communications with directors and shareholders of the Corporation.		<input type="checkbox"/>	<input type="checkbox"/>
<b>5. APPROVAL AND RATIFICATION OF ACTS OF DIRECTORS AND OFFICERS</b>		<b>FOR</b>	<b>AGAINST</b>
To approve, ratify and confirm all acts, contracts, proceedings, appointments and payments of money by the directors and officers of Corporation.		<input type="checkbox"/>	<input type="checkbox"/>
<b>6. OTHER BUSINESS</b>		<b>FOR</b>	<b>AGAINST</b>
To transact any such other business as may properly come before the Meeting or any adjournment(s) thereof.		<input type="checkbox"/>	<input type="checkbox"/>

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

<b>PLEASE PRINT NAME</b>	<b>Signature of Registered owner(s)</b>
	<b>Date (MM/DD/YYYY)</b>

## Proxy Voting - Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**
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 Corporation.
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 Corporation.
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](http://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.

## Request for Financial Statements

Shareholders may elect whether to receive Annual Financial Statements, Interim Financial Statements, and MD&As.

**Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at [www.sedar.com](http://www.sedar.com).**

- Annual Financial Statement with MD&A  
(Mark this box if you would NOT like to receive the Annual Financial Statements and related MD&A)
- Interim Financial Statement with MD&A  
(Mark this box if you would like to receive the Interim Financial Statements and related MD&A)

**If you are casting your vote online and wish to receive financial statements, please fax this side to (416) 595-9593.**

MUSKRAT MINERALS INC  
FISCAL YEAR – 2013