

**SILVER SHIELD RESOURCES CORP.**  
 (“Company”)

**VOTING INSTRUCTION FORM (“VIF”)**

**Annual General and Special Meeting**  
**December 27, 2013 at 9:00 a.m. (Toronto time)**  
**The Offices of Penta Interactive**  
**313 Queen Street West, Suite 305, Toronto, Ontario**  
 (“Meeting”)

**RECORD DATE:** November 18, 2013  
**CONTROL NUMBER:**  
**SEQUENCE #:**  
**FILING DEADLINE FOR VIF:** December 23, 2013 at 9:00 a.m. (Toronto time)

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 **Timothy D. Towers**, or failing him, **Stephen G. Mlot** (“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.

The matters to be voted on at the Meeting are as follows. Unless you are appointing yourself to attend the Meeting and vote in person, please provide your voting instructions by marking the appropriate box. (see Note 1 overleaf)

**\* SEE VOTING GUIDELINES ON REVERSE \***

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

<b>1. Appointment of Auditors</b>	<b>FOR</b>	WITHHOLD
Appointment of Ross, Pope and Company LLP, Chartered Accountants, as auditor of the Company for the ensuing year and authorizing the board of directors to fix the auditor’s remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
<b>2. Election of Directors</b>	<b>FOR</b>	WITHHOLD
a) Raymond Lashbrook	<input type="checkbox"/>	<input type="checkbox"/>
b) Frank Kordy	<input type="checkbox"/>	<input type="checkbox"/>
c) John Grounds	<input type="checkbox"/>	<input type="checkbox"/>
<b>3. Creditors Shares for Debt Settlement</b>	<b>FOR</b>	AGAINST
To approve the resolution to settling of outstanding debts to named creditors to a maximum amount of \$ 369,679.76 @ \$0.05 per common share with the maximum shares to be issued 7,393,595.	<input type="checkbox"/>	<input type="checkbox"/>
<b>4. Financing</b>	<b>FOR</b>	AGAINST
To approve a resolution authorizing the Board to arrange financing of up to \$ 3,500,000 by share issue or debenture or by other means.	<input type="checkbox"/>	<input type="checkbox"/>
<b>5. Consolidation and Name Change</b>	<b>FOR</b>	AGAINST
To approve a resolution that, at the discretion of Management, a consolidation in the stock of the company of up to 10 to 1, and possible change in Name of the Company be implemented, in connection with financing activity.	<input type="checkbox"/>	<input type="checkbox"/>
<b>6. Business Review</b>	<b>FOR</b>	AGAINST
To approve a resolution authorizing Management to undertake a Fundamental Review of the Company’s business and assets and to consider various transactions including acquisition of non-mining and exploration assets.	<input type="checkbox"/>	<input type="checkbox"/>

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

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

## Voting Instructions – Guidelines and Conditions

The Company is providing you the enclosed proxy-related materials for their security holder Meeting. Your name, address and information about your security holdings have been obtained in accordance with applicable securities regulations from the intermediary holding them on your behalf (which is identified by name, code or identifier in the information on the top right corner overleaf). The Voting Instruction Form (“VIF”) is to enable your vote to be submitted on the stated matters. Please complete, sign, date and return the VIF. Unless you appoint yourself or a delegate to attend the Meeting and vote, your securities can be voted only by Management Nominees in accordance with your instructions.

We are prohibited from voting these securities on any of the matters to be acted upon at the Meeting without your specific voting instructions.

The completed VIF should be delivered to Equity Financial Trust Company, in the envelope provided or by fax to (416) 595-9593. Alternatively, if available, you may vote online at [www.voteproxyonline.com](http://www.voteproxyonline.com). The matters to be voted on at the Meeting are set out overleaf.

By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to the voting of, these securities.

**THIS VOTING INSTRUCTION FORM MUST BE READ IN CONJUNCTION WITH THE MEETING MATERIAL. YOUR VOTING INSTRUCTIONS MUST BE RECEIVED NO LATER THAN THE DEADLINE SPECIFIED OVERLEAF IN THE UPPER LEFT SECTION OF THE VIF OR THE EQUIVALENT TIME BEFORE THE TIME AND DATE OF ANY ADJOURNMENT OF THE MEETING.**

## Voting Instructions and Authority - Notes

- 1. 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 Recommendation 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.**
2. The appointment of the Management Nominees or another Appointee gives them discretion to vote on any other matters that may properly come before the Meeting.
3. If Internet voting is available, you can provide your voting instructions on the website noted overleaf.
4. To be valid, this VIF must be signed. Please date the VIF. If the VIF is not dated, it is deemed to bear the date of its being mailed to the shareholders of the Company.
5. This form does not convey any right to vote in person at the Meeting. **We urge you to read the above instructions, and the Information Circular prior to completing, signing and returning the VIF so that your securities can be voted.**

For assistance, please contact Equity Financial Trust Company:

**Mail:** Equity Financial Trust Company  
200 University Avenue, Suite 300  
Toronto, ON  
M5H 4H1

**Telephone:** (416) 361-0930

**Facsimile:** (416) 595-9593

**Email:** [investor@equityfinancialtrust.com](mailto:investor@equityfinancialtrust.com)

## Appointing yourself or someone else to vote your securities

If you want to attend the Meeting and vote in person at the Meeting or appoint another person to do so, write your name or the name of the person attending the Meeting in the space provided on the VIF and return it. Unless prohibited by law, the person whose name is written in the space provided will have full authority to present matters to the Meeting and vote on all matters that are presented at the Meeting, even if those matters are not set out in this form or the information circular. Consult a legal advisor if you wish to modify the authority of that person in any way. When you or your Appointee arrives at the Meeting, they should give their name to the scrutineers and state that they are a proxy appointee. The Appointee must attend the Meeting in order for your shares to be voted.