## MAINSTREAM MINERALS CORPORATION



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

MMXQ 000001

SAM SAMPLE 123 SAMPLES STREET SAMPLETOWN SS X9X X9X CANADA

**Security Class** 

COMMON

**Holder Account Number** 

C9999999999

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# Form of Proxy - Annual General and Special Meeting to be held on October 25, 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).
- 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.

Proxies submitted must be received by 10:00 am, Central Time, on Tuesday, October 23, 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.

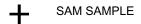
Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER 23456 78901 23456

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Appointment of Proxyholder

I/We, being holder(s) of Mainstream Minerals Corporation (the "Corporation") hereby appoint: Michael Romanik, President and Chief Executive Officer of the Corporation, or failing him, Raymond Prefontaine, Chief Financial Officer of the Corporation.

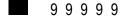
Print the name of the person you are appointing if this person is someone OR other than the Management Nominees listed herein.

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 Mainstream Minerals Corporation to be held at the offices of Taylor McCaffrey LLP, Suite 900 - 400 St Mary Avenue, Winnipeg, Manitoba, R3C 4K5 on Thursday, October 25, 2012 at 10:00 am (Central time) and at any adjournment or

postponement thereof. VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES. For Withhold

<ol> <li>Election of Directors         The election of directors from the Management proposed nominees, all as more particularly described in the accompanying Information The proposed nominees are: Michael Romanik, James Darcel, Gregory Gibson, Stephen McIntyre and David Reid.     </li> <li>Vote FOR or WITHHOLD for all nominees proposed by Management</li> </ol>	ı Circular.	For	Withhold
2. Appointment of Auditors To appoint Magnus Chartered Accountants LLP as auditors of the Corporation for the ensuing year and authorizing the Directors to remuneration as such.	fix their		
		For	Against
3. <b>Financial Statements</b> To approve the financial statements of the Corporation for the fiscal year ending November 30, 2011 and 2010.			
		For	Against
4. Stock Option Plan To approve the ordinary resolution passed by the disinterested shareholders, the Stock Option Plan originally approved by the director Corporation on June 11, 2007, the details of which are more particularly described in the accompanying Information Circular.	s of the		
Authorized Signature(s) - This section must be completed for your  Signature(s)	Date		
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.		\/\\\ <u> </u>	<u> </u>
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 NOT like 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/mailinglist.



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## MAINSTREAM MINERALS CORPORATION



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

MMXQ 000002

SAM SAMPLE 123 SAMPLES STREET SAMPLETOWN SS X9X X9X AUSTRALIA

**Security Class** 

COMMON

**Holder Account Number** 

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312-588-4290 Direct Dial



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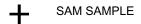
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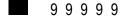
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