



PROXY

PROXY, SOLICITED BY THE MANAGEMENT OF THE CORPORATION, for the Annual General and Special Meeting of Shareholders to be held on the 25TH day of October, 2012. The undersigned Shareholder of Copper Reef Mining Corporation. (the "Corporation") hereby appoints Stephen L. Masson, the President and Chief Executive Officer of the Corporation, or failing him, David Kennedy, Director of the Corporation, or instead of either of them, _____, as proxy, with power of substitution, to attend and vote for the undersigned at the Annual General and Special Meeting of Shareholders of the Corporation to be held at **12 Mitchell Road, Flin Flon, Manitoba at 4:00 p.m. (CST)**, on the 25th of October, 2012, and at any adjournments thereof, and without limiting the general authorization and power hereby given, the persons named above are specifically directed to vote as follows:

1. FOR To set the number of directors at seven
AGAINST

2. FOR Election of the directors as nominated by management;
WITHHOLD

3. FOR Re-Appointment of McGovern Hurley Cunningham LLP, Chartered
WITHHOLD Accountants, as auditor of the Corporation for the ensuing year and authorizing the directors to fix the auditor's remuneration;

TO BE VALID, THIS PROXY MUST BE RECEIVED BY THE CORPORATION'S TRANSFER AGENT, EQUITY FINANCIAL TRUST COMPANY, 200 UNIVERSITY AVENUE, SUITE #400, TORONTO, ONTARIO, M5H 4H1, AT LEAST 48 HOURS (excluding Saturdays, Sundays and holidays) PRIOR TO COMMENCEMENT OF THE MEETING OR ANY ADJOURNMENT THEREOF.

This proxy revokes and supersedes all proxies of earlier date.

THIS PROXY MUST BE DATED.

DATED this __day of _____, 2012.

Name of Shareholder (please print)

Signature of Shareholder

(SEE NOTES ON REVERSE)

NOTES

1. The shares represented by this proxy instrument will be voted. This proxy confers authority for the above named to vote in his discretion with respect to amendments or variations to the matters identified in the Notice of Meeting accompanying this proxy instrument or other matters which may properly come before the meeting.
2. **Each shareholder has the right to appoint a person to represent him/her at the meeting other than the persons specified above. Such right may be exercised by inserting in the blank space provided the name of the person to be appointed, who need not be a shareholder of the Corporation.**
3. Please sign exactly as your name appears on the back of the proxy and date the proxy. If the shareholder is a corporation, the proxy must be executed under its corporate seal by an officer or attorney thereof duly authorized.
4. If the form of proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Corporation.
5. If the shareholder appoints the persons designated above as his proxy to attend and act at the said meeting:
 - (a) The shares represented by the proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for;
 - (b) Where the shareholder specifies a choice in the proxy with respect to any matter to be acted upon, the shares represented by the proxy shall be voted accordingly; and
 - (c) **IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS IDENTIFIED IN ITEM NOS. 1 TO 4 ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS.**