SCORPION RESOURCES INC.



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class

Holder Account Number

Fold

Voting Instruction Form ("VIF") - Annual General Meeting to be held on September 25, 2015

NON-REGISTERED (BENEFICIAL) SECURITYHOLDERS

- 1. We are sending to you the enclosed proxy-related materials that relate to a meeting of the holders of the series or class of securities that are held on your behalf by the intermediary identified above. Unless you attend the meeting and vote in person, your securities can be voted only by management, as proxy holder of the registered holder, in accordance with your instructions.
- 2. We are prohibited from voting these securities on any of the matters to be acted upon at the meeting without your specific voting instructions. In order for these securities to be voted at the meeting, it will be necessary for us to have your specific voting instructions. Please complete and return the information requested in this VIF to provide your voting instructions to us promptly.
- 3. If you want to attend the meeting and vote in person, please write your name in the place provided for that purpose in this form. You can also write the name of someone else whom you wish to attend the meeting and vote on your behalf. 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. If you require help, please contact the Registered Representative who services your account.
- 4. This VIF should be signed by you in the exact manner as your name appears on the VIF. If these voting instructions are given on behalf of a body corporate set out the full legal name of the body corporate, the name and position of the person giving voting instructions on behalf of the body corporate and the address for service of the body corporate.
- 5. If this VIF is not dated, it will be deemed to bear the date on which it is mailed by management to you.
- 6. When properly signed and delivered, securities represented by this VIF will be voted as directed by you, however, if such a direction is not made in respect of any matter, the VIF will direct the voting of the securities to be made as recommended in the documentation provided by Management for the meeting.
- 7. This VIF confers discretionary authority on the appointee to vote as the appointee sees fit in respect of amendments or variations to matters identified in the notice of meeting or other matters as may properly come before the meeting or any adjournment thereof.
- 8. Your voting instructions will be recorded on receipt of the VIF.
- 9. 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.
- 10. If you have any questions regarding the enclosed documents, please contact the Registered Representative who services your account.
- 11. This VIF should be read in conjunction with the information circular and other proxy materials provided by Management.

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VIFs submitted must be received by 10:00 AM (Pacific Time) on September 23, 2015.

VOTE USING THE INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



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 the Internet, DO NOT mail back this VIF.

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 choose an appointee other than the Management appointees named on the reverse of this VIF. Instead of mailing this VIF, you may choose you may choose to vote using the Internet.

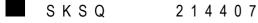
To vote by the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

+			+
Appointee(s) Management Appointees are: LAARA SHAFFER, or failing her, TANYA VAN BOEYEN, ("Management's Nominees") OR If you wish to attend in person or appoint someone else to attend on your behalf, print your name or the name of your appointee in this space (see Note #3 on reverse).			
come before the Annual General Me	nd to vote in accordance with the following direction (or if no directing of securityholders of SCORPION RESOURCES INC. (the and at any adjournment or postponement thereof.	ections have been given, as the appointee sees fit) and all other r "Company") to be held at 608, 1199 West Pender Street, Vancou	natters that may properly uver, B.C., on September
VOTING RECOMMENDATIONS AF	RE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.		
			For Against
Number of Directors To set the number of Directors a	at Four.		
2. Election of Directors	For Withhold	∓o r Withhold	For Withhold Fold
01. JOSHUA BLEAK	02. JOHN ECKERSLEY	03. LAARA SHAFFER	
04. COREY DIAS			
			For Withhold
3. Appointment of Auditors To appoint DALE MATHESON of fix their remuneration for the ensurement of	CARR-HILTON LABONTE, LLP as Auditors of the Compa	any for the ensuing year and to authorize the Directors to	
			For Against
4. Adoption of Stock Option P To pass an ordinary resolution, wore fully described in the account	with or without variation, to ratify and approve the adoptio	on of the new Stock Option Plan dated August 21, 2015, as	s <u> </u>
			Fold
Authorized Signature(s) - T instructions to be executed		Signature(s) Date	
If you are voting on behalf of a corpordocumentation evidencing your pow	oration or another individual you may be required to provide er to sign this VIF with signing capacity stated.	100g	INMIYY

If you are not mailing back your VIF, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.

Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by



Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by





DD/WM/YY