

Proxy

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
OF
ROCKLAND MINERALS CORP.
TO BE HELD AT **1620 - 1185 WEST GEORGIA STREET, VANCOUVER,**
BRITISH COLUMBIA
ON **FRIDAY, NOVEMBER 2, 2012, AT 10:00 A.M. (VANCOUVER TIME)**

I/We being shareholder(s) of the Company hereby appoint:

Ravinder S. Mlait, an officer and director of the Company, or failing this person, **Bryan E. Loree**, an officer and director of the Company, or in the place of the foregoing, **(print the name)** _____ as my/our proxyholder with full power of substitution to attend, act and vote for and on my/our behalf in respect of all matters that may properly come before the aforesaid meeting of the holders of the Company (the "Meeting") and at every adjournment thereof, to the same extent and with the same powers as if I/we were present at the said Meeting and at any adjournment thereof.

I/We hereby direct the proxyholder to vote the securities of the Company recorded in my/our name as specified herein.

I/We hereby revoke any proxy previously given to attend and vote at said Meeting.

SECURITYHOLDER SIGN HERE: _____

PLEASE PRINT NAME: _____

DATE SIGNED: _____

**THIS PROXY FORM IS NOT VALID UNLESS IT IS SIGNED AND DATED.
SEE IMPORTANT INFORMATION AND INSTRUCTIONS ON REVERSE.**

SEE IMPORTANT VOTING INSTRUCTIONS ON REVERSE.

Resolutions

(For full details of each resolution, please see the enclosed Information Circular)

	For	Against	Withhold
1. To appoint Saturna Group Chartered Accountants LLP as the auditors of the Company for the financial year ending December 31, 2012		N/A	
2. To authorize the directors of the Company to fix the remuneration to be paid to the auditors for the financial year ending December 31, 2012		N/A	
3. To set the number of directors of the Company for the ensuing year at five (5)			N/A
4. To elect as Director, Ravinder S. Mlait		N/A	
5. To elect as Director, Bryan E. Loree		N/A	
6. To elect as Director, George F. Sanders		N/A	
7. To elect as Director, Brian Johnston		N/A	
8. To elect as Director, Kanwar Herr		N/A	
9. To consider and, if thought fit, to approve an ordinary resolution to approve the Company's rolling stock option plan, as described in the Information Circular			N/A

INSTRUCTIONS FOR COMPLETION OF PROXY

1. **This Proxy is solicited by the Management of the Company.**
2. This form of proxy ("Instrument of Proxy") ***must be signed by you, the holder***, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and ***if executed by an attorney, officer, or other duly appointed representative***, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany the Instrument of Proxy.
3. ***If this Instrument of Proxy is not dated*** in the space provided, authority is hereby given by you, the holder, for the proxyholder to date this proxy seven (7) calendar days after the date on which it was mailed to you, the holder, by Equity Financial Trust Company.
4. ***A holder who wishes to attend the Meeting and vote on the resolutions in person*** may simply register with the scrutineers before the Meeting begins.
5. ***A holder who is not able to attend the Meeting in person but wishes to vote on the resolutions***, may do the following:
 - (a) ***appoint one of the management proxyholders*** named on the Instrument of Proxy, by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxyholders shown and do not complete the blank space provided for the appointment of an alternate proxyholder). **Where no choice is specified by a holder with respect to a resolution set out in the Instrument of Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on this Instrument of Proxy and, if applicable, for the nominees of management for directors and auditors as identified in this Instrument of Proxy; OR**
 - (b) ***appoint another proxyholder***, who need not be a holder of the Company, to vote according to the holder's instructions, by striking out the management proxyholder names shown and inserting the name of the person you wish to represent you at the meeting in the space provided for an alternate proxyholder.
6. ***The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the holder on any ballot*** of a resolution that may be called for and, if the holder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. If a holder has submitted an Instrument of Proxy, ***the holder may still attend the Meeting and may vote in person***. To do so, the holder must record his/her attendance with the scrutineers before the commencement of the Meeting and revoke, in writing, the prior votes.
7. Further, the securities will be voted by the appointed proxyholder with respect to any amendments or variations to matters identified in the Notice of Meeting or other matters which may properly come before the Meeting, as the proxyholder in its sole discretion sees fit.
8. **To be represented at the Meeting, proxies must be submitted no later than forty-eight ("48") hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or adjournment thereof.**

VOTING METHODS

INTERNET VOTING 24 Hours a Day, 7 days a week

If a HOLDER ID and HOLDER CODE appear on the face of this proxy in the address box, holders may complete internet voting at <http://www.voteproxyonline.com>.

RETURN YOUR PROXY BY MAIL OR FAX to EQUITY FINANCIAL TRUST COMPANY

200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1. Fax number (416) 595-9593.

Voting by mail or fax may be the only method for holdings held in the name of a corporation or holdings voted on behalf of another individual. Do not mail the printed proxy or VIF if you have voted by internet.