



**FAIRMONT RESOURCES INC**  
 (“Corporation”)

**FORM OF PROXY (“PROXY”)**

**Annual General and Special Meeting**  
**April 16, 2013, at 11:00 a.m. EST**  
**195 Park Avenue, Thunder Bay, ON**  
 (“Meeting”)

**RECORD DATE:** March 13, 2013

**SEQUENCE #:**

**FILING DEADLINE FOR PROXY:** 5:00 pm (Toronto time) on April 12, 2013

**VOTING METHODS**

<b>FACSIMILE</b>	(416) 595-9593
<b>MAIL or HAND DELIVERY</b>	EQUITY FINANCIAL TRUST COMPANY 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1

The undersigned, being a shareholder of **Fairmont Resources Inc.** hereby appoints, **Neil Pettigrew, CEO of the Corporation**, or failing him, **Michael Thompson, Director**, (“Management Nominees”), or instead of any of them, the following Appointee

*Please print appointee name*

as proxyholder for and 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 annual special meeting** of the shareholders of the Corporation to be held on April 16, 2013, and at any adjournment or adjournments thereof, to the same extent and with the same power as if the undersigned were personally present at the said meeting or such adjournment or adjournments thereof. The undersigned hereby directs the proxyholder to vote the securities of the Corporation recorded in the name of the undersigned as specified herein.

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

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

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

<b>1. NUMBER OF DIRECTORS</b>	<b>FOR</b>	<b>AGAINST</b>
To set the number of directors at four (4).	<input type="checkbox"/>	<input type="checkbox"/>
<b>2. ELECTION OF DIRECTORS</b>	<b>FOR</b>	<b>WITHHOLD</b>
a. Neil Pettigrew	<input type="checkbox"/>	<input type="checkbox"/>
b. Greg Ball	<input type="checkbox"/>	<input type="checkbox"/>
c. Michael Thompson	<input type="checkbox"/>	<input type="checkbox"/>
d. John Bevilacqua	<input type="checkbox"/>	<input type="checkbox"/>
<b>3. APPOINTMENT OF AUDITORS</b>	<b>FOR</b>	<b>WITHHOLD</b>
Appointment of <b>Davidson &amp; Company LLP</b> as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
<b>4. STOCK OPTION PLAN</b>	<b>FOR</b>	<b>AGAINST</b>
To ratify and approve the Company's 10% rolling Stock Option Plan.	<input type="checkbox"/>	<input type="checkbox"/>
<b>5. SHARE CONSOLIDATION</b>	<b>FOR</b>	<b>AGAINST</b>
To approve the consolidation of the issued and outstanding shares of the Company on a 1 for 4 basis.	<input type="checkbox"/>	<input type="checkbox"/>

Signature of Registered owner(s) \_\_\_\_\_ Date (MM/DD/YYYY) \_\_\_\_\_

## Proxy Voting - Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**
2. **The shares represented by this proxy will be voted. Where a choice is specified, the proxy will be voted as directed.** Where no choice is specified, this proxy will be voted in favour of the matters listed on the proxy. **The proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.**
3. **Each shareholder has the right to appoint a person other than Management Designees specified herein to represent them at the Meeting or any adjournment or postponement thereof. Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a shareholder of the Corporation.**
4. **To be valid, each shareholder must sign this proxy. Please date the proxy. If the 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 is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the shareholder may be required to provide documentation evidencing the signatory's power to sign the proxy.**
6. **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 the proxy.**
7. **If the shareholder appoints any of the persons designated, including persons other than Management Designees, as proxy to attend and act at the said Meeting:**
  - 7.1. 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;
  - 7.2. 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
  - 7.3. **IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS LISTED ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS.**
8. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**

## Investor inSite

Equity Financial Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit [www.equityfinancialtrust.com/onlineservices](http://www.equityfinancialtrust.com/onlineservices)

Click on, "*Login to Investor inSite*" and complete the registration form under "*Register Online Now*". Call us toll free at 1-866-393-4891 with any questions.

## Request for Financial Statements

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements and MD&As.

**Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at [www.sedar.com](http://www.sedar.com).**

I HEREBY CERTIFY that I am a security holder of the Corporation, and as such, request that you provide me with the following:

Annual Financial Statements & MD&A     Interim Financial Statements & MD&A

**If you wish to receive financial statements, please fax this side to (416) 595-9593.**

FAIRMONT RESOURCES INC.  
FISCAL YEAR 2013