



FAIRMONT RESOURCES INC
 (“Corporation”)

VOTING INSTRUCTION FORM (“VIF”)

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

FACSIMILE	(416) 595-9593
MAIL or HAND DELIVERY	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 VIF revokes and supersedes all earlier dated VIF and **MUST BE SIGNED**.

The matters to be voted on at the Meeting are as follows. Unless you are appointing yourself to attend the Meeting and vote in person, please provide your voting instructions by marking the appropriate box. (see Note 1 overleaf)

*** SEE VOTING GUIDELINES ON REVERSE ***

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

	FOR	AGAINST
1. NUMBER OF DIRECTORS		
To set the number of directors at four (4).	<input type="checkbox"/>	<input type="checkbox"/>
2. ELECTION OF DIRECTORS	FOR	WITHHOLD
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"/>
3. APPOINTMENT OF AUDITORS	FOR	WITHHOLD
Appointment of Davidson & Company LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
4. STOCK OPTION PLAN	FOR	AGAINST
To ratify and approve the Company's 10% rolling Stock Option Plan.	<input type="checkbox"/>	<input type="checkbox"/>
5. SHARE CONSOLIDATION	FOR	AGAINST
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 Beneficial owner(s) _____ Date (MM/DD/YYYY) _____

Voting Instructions – Guidelines and Conditions

The Corporation is providing you the enclosed proxy-related materials for their security holder Meeting. Your name, address and information about your security holdings have been obtained in accordance with applicable securities regulations from the intermediary holding them on your behalf (which is identified by name, code or identifier in the information on the top right corner overleaf). The Voting Instruction Form (“VIF”) is to enable your vote to be submitted on the stated matters. Please complete, sign, date and return the VIF. Unless you appoint yourself or a delegate to attend the meeting and vote, your securities can be voted only by Management Nominees in accordance with your instructions.

We are prohibited from voting these securities on any of the matters to be acted upon at the meeting without your specific voting instructions.

The completed VIF should be delivered to Equity Financial Trust Company, in the envelope provided or by fax to (416) 595-9593. The matters to be voted on at the meeting are set out overleaf.

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.

THIS VOTING INSTRUCTION FORM MUST BE READ IN CONJUNCTION WITH THE MEETING MATERIAL. YOUR VOTING INSTRUCTIONS MUST BE RECEIVED NO LATER THAN THE DEADLINE SPECIFIED OVERLEAF IN THE UPPER LEFT SECTION OF THE VIF OR THE EQUIVALENT TIME BEFORE THE TIME AND DATE OF ANY ADJOURNMENT OF THE MEETING.

Voting Instructions and Authority - Notes

1. If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendation highlighted for each Resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.
2. The appointment of the Management Nominees or another Appointee gives them discretion to vote on any other matters that may properly come before the meeting.
3. If Internet voting is available, you can provide your voting instructions on the website noted overleaf.
4. To be valid, this VIF must be signed. Please date the VIF. If the VIF is not dated, it is deemed to bear the date of its being mailed to the shareholders of the Corporation.
5. This form does not convey any right to vote in person at the meeting. We urge you to read the above instructions, and the Information Circular prior to completing, signing and returning the VIF so that your securities can be voted.

For assistance, please contact Equity Financial Trust Company:

Mail: Equity Financial Trust Company
200 University Avenue, Suite 400
Toronto, ON
M5H 4H1
Telephone: (416) 361-0152
Facsimile: (416) 595-9593
Email: investor@equityfinancialtrust.com

Appointing yourself or someone else to vote your securities

If you want to attend the meeting and vote in person at the meeting or appoint another person to do so, write your name or the name of the person attending the meeting in the space provided on the VIF and return it. 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. When you or your Appointee arrives at the meeting, they should give their name to the scrutineers and state that they are a proxy appointee. The Appointee must attend the meeting in order for your shares to be voted.

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.

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 Statement with MD&A Interim Financial Statements with MD&A

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

FAIRMONT RESOURCES INC
FISCAL YEAR 2013