

**SGX RESOURCES INC.**

**PROXY FORM**

**FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 20, 2012.**

**THIS PROXY IS SOLICITED ON BEHALF OF THE MANAGEMENT OF THE CORPORATION. IN THE ABSENCE OF INSTRUCTIONS, THE COMMON SHARES REPRESENTED HEREBY WILL BE VOTED FOR ALL RESOLUTIONS BROUGHT BEFORE THE MEETING.**

The undersigned, being a shareholder of SGX Resources Inc. (the "Corporation"), hereby appoints Hugh Wynne, Executive Chairman and a director of the Corporation or, failing him, Gary McDonald, Chief Financial Officer of the Corporation, or, alternatively, \_\_\_\_\_, as proxyholder, to attend the Annual and Special Meeting of the Corporation to be held at the Victoria Inn, located at 1808 Wellington Avenue, Winnipeg, Manitoba, at 10:00 a.m., on June 20, 2012 and at any adjournment thereof (the "Meeting") and to vote the common shares in the capital of the Corporation held by the undersigned with respect to the matters set forth below as follows:

- 1. Election of the following individuals to the Board of Directors:  

Hugh Wynne	<input type="checkbox"/> VOTE FOR	<input type="checkbox"/> WITHHOLD VOTE
Michael Power	<input type="checkbox"/> VOTE FOR	<input type="checkbox"/> WITHHOLD VOTE
George Pirie	<input type="checkbox"/> VOTE FOR	<input type="checkbox"/> WITHHOLD VOTE
William Ferreira	<input type="checkbox"/> VOTE FOR	<input type="checkbox"/> WITHHOLD VOTE
Dale Ginn	<input type="checkbox"/> VOTE FOR	<input type="checkbox"/> WITHHOLD VOTE
  
- 2. Appointment of Scarrow & Donald LLP as auditors of the Corporation and authorization of the Board of Directors to fix the auditors' remuneration.  

<input type="checkbox"/> VOTE FOR	<input type="checkbox"/> WITHHOLD VOTE
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- 3. Re-approval of the stock option plan of the Corporation.  

<input type="checkbox"/> VOTE FOR	<input type="checkbox"/> VOTE AGAINST
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- 4. To transact such further business as may properly come before the Meeting or any adjournment thereof.

**THE UNDERSIGNED HEREBY REVOKES ANY PROXY PREVIOUSLY GIVEN.**

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2012.

Signature(s) of  
Shareholder(s): \_\_\_\_\_

Name(s)  
(Please Print): \_\_\_\_\_

**NOTES AND GENERAL INSTRUCTIONS FOR SHAREHOLDERS:**

- 1. If the shareholder or an intermediary holding shares and acting on behalf of an unregistered shareholder has specified a choice with respect to any of the items above by marking an "X" in the space provided for that purpose the shares will be voted on any poll in accordance with that choice. *If no choice is specified, the proxyholder, if nominated by management, intends to vote the shares represented by the proxy as if the shareholder had specified an affirmative vote.* If any amendments or variations to matters identified in the Notice of Meeting are proposed at the Meeting or if any other matters properly come before the Meeting, discretionary authority is hereby conferred with respect thereto.
  
- 2. A shareholder or an intermediary holding shares and acting on behalf of an unregistered shareholder has the right to appoint a person (who need not be a shareholder) to attend and act on his behalf at the Meeting other than the persons named in the proxy as proxyholders. To exercise this right, the shareholder or intermediary must strike out the names of the persons named in the proxy as proxyholders and insert the name of his nominee in the space provided, or complete another proxy.
  
- 3. This proxy will not be valid unless it is dated and signed by the intermediary or by the shareholder or his attorney authorized in writing. In the case of a corporation, this proxy must be dated and executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation. If the proxy form is not dated in the space provided, it is deemed to bear the date on which it is mailed by management of the Corporation.
  
- 4. To be effective, the proxy together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof must be deposited with the Corporation's transfer agent, CIBC Mellon Trust Company at Proxy Department, PO Box 721, Agincourt, Ontario, M1S 0A1 at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting. You may also fax your proxy to CIBC Mellon Trust Company at (416) 368-2502. Unregistered shareholders who received the proxy through an intermediary must deliver the proxy in accordance with the instructions given by such intermediary. Canadian Stock Transfer Company Inc. acts as the administrative agent for CIBC Mellon Trust Company.
  
- 5. This proxy is solicited on behalf of the management of the Corporation.
  
- 6. Your name and address are registered as shown. Please notify CIBC Mellon Trust Company of any change in your address. Canadian Stock Transfer Company Inc. acts as the administrative agent for CIBC Mellon Trust Company.
  
- 7. If you have any questions with respect to the delivery of this proxy, please call Canadian Stock Transfer Company Inc. at (800) 387-0825 in Toronto, Ontario.