

FORM OF PROXY (“PROXY”)

Annual and Special Meeting
April 24, 2014 at 7:00 a.m. (Vancouver time)
Suite 1010 – 789 West Pender Street,
Vancouver, BC V6C 1H2
 (“Meeting”)

RECORD DATE: March 3, 2014

SEQUENCE #:

FILING DEADLINE FOR PROXY: April 22, 2014 at 7:00 a.m. (Vancouver time)

VOTING METHODS	
FACSIMILE	(416) 595-9593
MAIL or HAND DELIVERY	TMX EQUITY TRANSFER SERVICES 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Basil Botha, President and CEO** of the Company, whom failing **Grant T. Smith, CFO** of the Company (“Management Nominees”), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder 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 Meeting and at any adjournment(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) thereof in accordance with voting instructions, if any, provided below.

*** SEE VOTING GUIDELINES ON REVERSE ***

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

1. Election of Directors	FOR	WITHHOLD	4. Amendment to By-law No. 1 – Advance Notice Provision	FOR	AGAINST
a) Basil Botha	<input type="checkbox"/>	<input type="checkbox"/>	1. By-Law No. 1A of the Company, substantially in the form as set forth in Schedule “C” to the management information circular of the Company dated March 3, 2014 is hereby confirmed, ratified and approved; and	<input type="checkbox"/>	<input type="checkbox"/>
b) Paul Sarjeant	<input type="checkbox"/>	<input type="checkbox"/>	2. any one officer or director of the Company be and is hereby authorized for and on behalf of the Company to execute and deliver all such instruments and documents and to perform and do all such acts and things as may be deemed advisable in such individual's discretion for the purpose of giving effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.		
c) Alberto Hassan	<input type="checkbox"/>	<input type="checkbox"/>			
d) Annie Storey	<input type="checkbox"/>	<input type="checkbox"/>			
2. Appointment of Auditors	FOR	WITHHOLD	5. Creation of New Control Person	FOR	AGAINST
Re-Appointment of MNP LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	1. the creation of the Potential Placee as a new Control Person (as defined in the policies of the TSX Venture Exchange), be and is hereby approved, ratified and confirmed; and	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of Current Stock Option Plan	FOR	AGAINST	2. any one officer or director of the Corporation be and is hereby authorized for and on behalf of the Corporation to execute and deliver all such instruments and documents and to perform and do all such acts and things as may be deemed advisable in such individual's discretion for the purpose of giving effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination		
1. the stock option plan, in the form attached as Schedule “B” to the management information circular of the Company dated March 3, 2014, is hereby authorized and approved; and	<input type="checkbox"/>	<input type="checkbox"/>			
2. any one officer or director of the Company be and is hereby authorized for and on behalf of the Company to execute and deliver all such instruments and documents and to perform and do all such acts and things as may be deemed advisable in such individual's discretion for the purpose of giving effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination					

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

PLEASE PRINT NAME

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

Proxy Voting - Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your shares, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution overleaf. If you appoint someone else to vote your shares, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This 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.
5. **Each shares holder has the right to appoint a person other than the Management Nominees 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 shares holder of the Company.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its being mailed to the shares holders of the Company.
7. To be valid, this proxy must be filed using one of the **Voting Methods** and *must be received by TMX Equity Transfer Services* before the **Filing Deadline for Proxies**, noted overleaf or in the case of any adjournment of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. 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.

Investor inSite

TMX Equity Transfer Services offers at no cost to shareholders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable shareholder forms and Frequently Asked Questions.

To register, please visit

www.tmxequitytransferservices.com/investorinsite

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

Request for Financial Statements

In accordance with securities regulations, shareholders 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 am a shareholder of the Company, and as such request the following:

- Annual Financial Statement with MD&A
(Mark this box if you would like to receive the Annual Financial Statements and related MD&A)
- Interim Financial Statement with MD&A
(Mark this box if you would like to receive the Interim Financial Statements and related MD&A)

If you are casting your vote online and wish to receive financial statements, please complete the online request for financial statements following your voting instructions.

If the cut-off time has passed, please fax this side to 416-595-9593.

NORTHERN IRON CORP.
FISCAL YEAR – 2014