MORGAN RESOURCES CORP.



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class

Holder Account Number

Form of Proxy - Annual and Special Meeting to be held on March 22, 2018

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

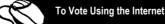
- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- 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 this proxy. If you are voting
 on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this
 proxy.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
- 6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 10:00 AM (Eastern Time) on March 20, 2018.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.
 - 1-866-732-VOTE (8683) Toll Free



- Go to the following web site: www.investorvote.com
- Smartphone? Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

Appointment of Proxyhold I/We being holder(s) of Morgan Resour Corsini, or failing him, Chris Carmichael,		. hereby app	oint: Raniero	OR	Print the name appointing if th other than the Meeting.	nis pers	son is som	u are eone				
as my/our proxyholder with full power of s given, as the proxyholder sees fit) and all 250 The Esplanade, Toronto, Ontario M5I	ubstitutior other mat H 4J6, on	າ and to atten ters that may March 22, 20	d, act and to vo properly come 18 at 10:00 AM	ote for and o before the I (Eastern T	on behalf of the sh Annual and Speci Fime), and at any a	areholo al Meet adjourn	ler in accor ing of share ment or pos	dance v eholder stponen	vith the follov s of Morgan nent thereof.	ving directior Resources C	n (or if no directior orp. to be held at	ns have been Suite 116,
VOTING RECOMMENDATIONS ARE IN	DICATED	BY HIGHLIC	HTED TEXT	OVER THE	BOXES.							
											For	Against
1. Number of Directors To set the number of Directors at 3.												
2. Election of Directors	For	Withhold			Ĩ	or	Withhold	1			For	Withhold
01. Raniero Corsini			02. Richard F	Rogers	[hil Kelly			
											For	Withhold
3. Appointment of Auditors Appointment of MNP LLP as Auditors	s of the C	Corporation f	for the ensuin	ig year and	d authorizing the	Direct	tors to fix t	their re	muneration			
4. Name Change Approval To approve change of the name of th	e Corpor	ation, as m	ore particular	ly describe	ed in the Circular	r.						
instructions to be executed. I/We authorize you to act in accordance w	section must be completed for yo				Signature(s)					Date		
revoke any proxy previously given with re indicated above, this Proxy will be vote 	ed as reco	ommended b	Annual Financ	ial Statemen	re hts - Mark this box if ancial Statements a 's Discussion and Ar	nd						<u> </u>

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.

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