

DEEPROCK MINERALS INC.

**INSTRUMENT OF PROXY FOR
ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

This proxy is solicited by the management of DeepRock Minerals Inc. (the “**Corporation**”) for use at the Annual General and Special Meeting (the “**Meeting**”) of the holders of Common Shares of the Corporation (the “**Shareholders**”) to be held on June 5, 2018 at 10:00 AM (Vancouver time) at 410 - 885 Dunsmuir Street, Vancouver, British Columbia, V6C 1N5.

The undersigned Shareholder hereby appoints **Matthew Reams**, Chief Executive Officer of the Corporation, or failing him, **Geoff Balderson**, Chief Financial Officer of the Corporation, or instead of either of them, _____, as proxyholder of the undersigned, with full power of substitution, to attend and act and vote for and on behalf of the undersigned at the Meeting and at any adjournment(s) thereof and on every ballot that may take place in connection therewith and with the same powers as if the undersigned were personally present at the Meeting with authority to vote at the said proxyholder's discretion, except as otherwise specified below. Without limiting the general power conferred, the undersigned hereby directs the said proxyholder and alternate proxyholder to vote the shares represented by this proxy in the manner as indicated below:

	Voting Instructions (please check one)	Business to be Considered at the Meeting
1.	<input type="checkbox"/> For <input type="checkbox"/> Against	Ordinary resolution fixing the number of directors to be elected at the Meeting at five members
2(a)	<input type="checkbox"/> For <input type="checkbox"/> Withhold from Voting	Ordinary resolution appointing Matthew Reams for election as a director of the Corporation until the next annual meeting of Shareholders
2(b)	<input type="checkbox"/> For <input type="checkbox"/> Withhold from Voting	Ordinary resolution appointing Craig Watters for election as a director of the Corporation until the next annual meeting of Shareholders
2(c)	<input type="checkbox"/> For <input type="checkbox"/> Withhold from Voting	Ordinary resolution appointing Geoff Balderson for election as a director of the Corporation until the next annual meeting of Shareholders
2(d)	<input type="checkbox"/> For <input type="checkbox"/> Withhold from Voting	Ordinary resolution appointing Alexander McAulay for election as a director of the Corporation until the next annual meeting of Shareholders
2(e)	<input type="checkbox"/> For <input type="checkbox"/> Withhold from Voting	Ordinary resolution appointing Richard Shatto for election as a director of the Corporation until the next annual meeting of Shareholders
3.	<input type="checkbox"/> For <input type="checkbox"/> Against	Ordinary resolution the full text of which is set forth in the Management Information Circular provided with respect to the Meeting (the “ Circular ”), confirming, ratifying and approving the previous additions of the directors and waiving any irregularities in the means of their appointments
4.	<input type="checkbox"/> For <input type="checkbox"/> Withhold from Voting	Ordinary resolution appointing Adam Sung Kim Ltd. as auditors of the Corporation until the next annual meeting of Shareholders, at a remuneration to be determined by the board of directors of the Corporation
5.	<input type="checkbox"/> For <input type="checkbox"/> Against	Ordinary resolution, the full text of which is set forth in the Circular, confirming ratifying and approving the Corporation’s Stock Option Plan
6.	<input type="checkbox"/> For <input type="checkbox"/> Against	Special resolution, the full text of which is set forth in the Circular, confirming ratifying and approving the division of the issued and outstanding Common Shares in the capital of the Corporation on a two for one basis effective September 11, 2017

With respect to any permitted amendment or variation of the above matters or the transaction of such other business as may properly come before the Meeting the proxyholder or alternate proxyholder, in his sole discretion, shall vote as (s)he may see fit.

WHERE THE SHAREHOLDER HAS SPECIFIED A CHOICE WITH RESPECT TO THE ABOVE MATTERS, THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED ABOVE OR, IF NO DIRECTION IS GIVEN OR CHOICE SPECIFIED, THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED IN FAVOUR OF THE PROPOSED RESOLUTIONS.

THE UNDERSIGNED HEREBY REVOKES ANY PROXIES HERETOFORE GIVEN.

In addition to any other manner permitted by law, a Shareholder who has given a proxy may revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by it by completing another proxy bearing a later date or by signing in person, or by attorney authorized in writing, a written revocation and depositing same at the registered office of the Corporation, at any time up to and including the close of business on the business day immediately preceding the day of the Meeting or with the Chairman of the Meeting immediately prior to the commencement of the Meeting or any adjournment(s) thereof. In addition, an instrument of proxy may be revoked: (i) by the Shareholder personally attending the Meeting and voting the securities represented thereby or, if the Shareholder is a corporation, by a duly authorized representative of the corporation attending at the Meeting and voting such securities; or (ii) in any other manner permitted by law.

Each Shareholder has the right to appoint a person or persons, who need not be a Shareholder, other than the persons designated above, to attend as proxyholder or as alternate proxyholder and to act for him and on his behalf at the Meeting. To exercise such right, the name of the Shareholder's nominee(s) should be legibly printed in the blank spaces provided or another proxy in proper form should be completed.

DATED this ____ day of _____ 2018

(Signature of Shareholder)

(Name of Shareholder - please print)

Instructions:

1. If the appointer is a corporation, its corporate seal must be affixed or it must be signed by an officer or attorney thereof duly authorized.
2. This proxy must be dated and the signature hereon should be exactly the same as the name in which the shares are registered. If the proxy is not dated in the above space, it is deemed to bear the date on which it is mailed or delivered to the person making the solicitation.
3. Persons signing as executors, administrators, trustees, etc., should so indicate and give their full title as such.
4. This proxy will not be valid and not be acted upon or voted unless it is completed as outlined herein and delivered to the offices of Olympia Trust Company at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the day of the Meeting, or any adjournment(s) thereof.
5. Proxies may be deposited at the offices of Integral Transfer Agency Shareholder Services, 203 - 100 Queen Street East, Toronto, Ontario, M5C 1S6; (ii) by facsimile at ●; or (iii) by email at ●. Alternatively you can complete internet voting by logging on at ● and entering your WEB VOTING ID NUMBER (located on the address box on this proxy). **Do not mail the printed proxy if you have voted via the Internet.**

YOUR NAME AND ADDRESS AS LISTED ON THE ENVELOPE ARE SHOWN AS REGISTERED - PLEASE NOTIFY INTEGRAL TRANSFER AGENCY SHAREHOLDER SERVICES OF ANY CHANGES IN YOUR ADDRESS.