

# IMC INTERNATIONAL MINING CORP.

## Form of Proxy – Annual and Special Meeting to be held on June 18, 2020



### Appointment of Proxyholder

I/We being the undersigned holder(s) of **IMC International Mining Corp.** (the “**Company**”) hereby appoint **Brian Thurston, Chief Executive Officer and a director of the Company,** or failing this person, **Thomas E. Gregory Hawkins, a director of the Company,** or failing this person, **David Charlton, Chief Financial Officer of the Company,**

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein:

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the **Annual and Special Meeting of IMC International Mining Corp.** to be held at **Suite 2710, 200 Granville Street, Vancouver, British Columbia, Canada,** at 10:00 a.m., Pacific Time, or at any adjournment thereof.

<b>1. Number of Directors.</b> To set the number of directors to be elected at the Meeting at four (4).	<b>For</b>	<b>Against</b>
	<input type="checkbox"/>	<input type="checkbox"/>
<b>2. Election of Directors.</b>	<b>For</b>	<b>Withhold</b>
<b>a. Brian E. Thurston</b>	<input type="checkbox"/>	<input type="checkbox"/>
<b>b. Thomas E. Gregory Hawkins</b>	<input type="checkbox"/>	<input type="checkbox"/>
<b>c. Faizaan Lalani</b>	<input type="checkbox"/>	<input type="checkbox"/>
<b>d. Andreas (Andy) Graetz</b>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3. Appointment of Auditor.</b> To appoint D&H Group LLP, Chartered Professional Accountants, as auditor of the Company to hold office until the next annual meeting of the shareholders of the Company, or until a successor is appointed, and to authorize the directors of the Company to fix the auditor’s remuneration.	<b>For</b>	<b>Withhold</b>
	<input type="checkbox"/>	<input type="checkbox"/>
<b>4. Equity Incentive Plan.</b> To consider and, if deemed appropriate, to pass an ordinary resolution to ratify, confirm and approve the existing equity incentive plan of the Company, as more particularly described in the accompanying management information circular of the Company dated April 30, 2020.	<b>For</b>	<b>Against</b>
	<input type="checkbox"/>	<input type="checkbox"/>

**Authorized Signature(s) – This section must be completed for your instructions to be executed.**

**Signature(s):**

**Date:**

I/we authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, **this Proxy will be voted as recommended by Management.**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_ / \_\_\_\_ / \_\_\_\_  
**MM / DD / YY**

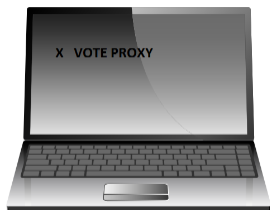
**This form of proxy is solicited by and on behalf of Management.**

**Proxies must be received by 10:00 a.m., Pacific Time, on June 16, 2020.**

**Notes to Proxy**

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the **Annual and Special Meeting**. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears 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 or withheld from voting, 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 to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

**INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:**



**To Vote Your Proxy Online please visit:**

<http://odysseytrust.com/Transfer-Agent/Login> and click

**VOTE**

on **VOTE**. You will require the **CONTROL NUMBER** printed with your address to the right. If you vote by Internet, **do not mail** this proxy.

**To request the receipt of future documents via email, you may do so online when voting your proxy.**

**Registered shareholders may request access to Securityholder Online services at [www.odysseycontact.com](http://www.odysseycontact.com).**

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. A return envelope has been enclosed for voting by mail.