

Security Class

Holder Account Number

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Form of Proxy - Special Meeting to be held on Tuesday, May 8, 2018 (the "Meeting")

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

Notes to proxy

1. Every shareholder has the right to appoint some other person or company of their choice, who need not be shareholder, 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).
2. If the common shares 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 shareholder.
5. The common shares represented by this proxy will be voted as directed by the shareholder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
6. The common shares 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 shareholder, on any ballot that may be called for and, if the shareholder has specified a choice with respect to any matter to be acted on, the common shares 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.

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Proxies submitted must be received by 11:00 AM (Pacific Time) on Friday, May 4, 2018.

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



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site: [www.investorvote.com](http://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 common shares held in the name of a corporation or common shares being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a shareholder 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 Proxyholder

I/We being registered shareholder(s) of Almadex Minerals Limited ("Almadex") hereby appoint: J. Duane Poliquin, or failing him, Morgan Poliquin (the "Nominees"),

OR

Print the name of the person you are appointing if this person is someone other than the Nominees.

as my/our proxyholder with full power of substitution to attend, act and vote for and on my/our behalf in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Meeting of shareholders of Almadex to be held at the offices of Borden Ladner Gervais LLP, 1200 Waterfront Centre, 200 Burrard Street, in Vancouver, British Columbia, on Tuesday, May 8, 2018 at 11:00 AM (Pacific Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

**For** **Against**

### 1. Arrangement Resolution

To consider and, if thought fit, to pass, with or without variation, a special resolution to approve a statutory plan of arrangement under Section 288 of the *Business Corporations Act* (British Columbia) which involves, among other things, the distribution of common shares of 1154229 B.C. Ltd. ("Spinco") to current shareholders of Almadex on a basis of one Spinco share per common share of Almadex outstanding, all as more particularly described in the accompanying Information Circular.

 

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

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.**

Signature(s)

Date

DD / MM / YY



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