PROXY

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF

CANADIAN MINING COMPANY INC. (the "Company")

TO BE HELD AT SUITE 2300 – 1066 WEST HASTINGS STREET, VANCOUVER, BRITISH COLUMBIA ON OCTOBER 31, 2014, AT 10:00 A.M.

The undersigned member ("Registered Shareholder") of the Company hereby appoints Ray Paquette, the President, CEO and a director of the Company, or failing this person, Dianne Szigety, the Corporate Secretary of the Company, or in the place of the foregoing _____ (*print the name*), as proxyholder for and on behalf of the Registered Shareholder with the power of substitution to attend, act and vote for and on behalf of the Registered Shareholder in respect of all matters that may properly come before the aforesaid meeting of the Registered Shareholders of the Company (the "Meeting") and at every adjournment thereof, to the same extent and with the same powers as if the undersigned Registered Shareholder were present at the said Meeting, or any adjournment thereof.

The Registered Shareholder hereby directs the proxyholder to vote the securities of the Company recorded in the name of the Registered Shareholder as specified herein.

The undersigned shareholder hereby revokes any proxy previously given to attend and vote at said Meeting.

SIGN HERE: _____

Please Print Name: _____

Date: _____

Number of Shares Represented by Proxy: _____

THIS PROXY IS NOT VALID UNLESS IT IS SIGNED. IF THIS PROXY IS NOT DATED, IT WILL BE DEEMED TO BE DATED.

SEE IMPORTANT INFORMATION AND INSTRUCTIONS ON REVERSE

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Resolutions (For full details of each item, please see the enclosed Notice of Meeting and Information Circular)

	For	Against	Withhold
1. Appoint MacKay LLP, Chartered Accountants, as auditors of the Company:		**N/A**	
2. Authorize the Directors to fix the Auditors' remuneration:			**N/A**
3. Fix the number of Directors at three (3):			**N/A**
4. Elect as Director, RAY PAQUETTE:		**N/A**	
5. Elect as Director, EDWARD SKODA:		**N/A**	
6. Elect as Director, DAVID KEPKAY:		**N/A**	
7. To approve an ordinary resolution of the disinterested shareholders authorizing the Company to re-price incentive stock options previously granted to Insiders and others:			**N/A**
8. Approve an ordinary resolution approving the Company's Stock Option Plan:			**N/A**
9. To grant the proxyholder authority to vote at his/her discretion on any other business or amendment or variation to the previous resolutions:			**N/A**

INSTRUCTIONS FOR COMPLETION OF PROXY

1. **This Proxy is solicited by the Management of the Company.**

2. **If you are a registered shareholder and you wish to attend the Meeting to vote on the resolutions in person**, please register your attendance with the Company's scrutineers at the Meeting.

3. **If you cannot attend the Meeting but wish to vote on the resolutions, you have the right to appoint a person or company other than the designees of management named herein,** who need not be a shareholder of the Company, to vote according to your instructions. To appoint someone other than the designees of management named, please insert your appointed proxyholder's name in the space provided, sign and date and return the proxy. Where you do not specify a choice on a resolution shown on the proxy, this proxy confers discretionary authority upon your appointed proxyholder.

4. **If you cannot attend the Meeting but wish to vote on the resolutions and to appoint one of the management appointees named**, please leave the wording appointing a nominee as shown, sign and date and return the proxy. Where you do not specify a choice on a resolution shown on the proxy, a nominee of management acting as proxyholder will vote the securities as if you had specified an affirmative vote.

5. **The securities represented by this proxy will be voted or withheld from voting in accordance with your instructions** on any ballot of a resolution that may be called for and, if you specify a choice with respect to any matter to be acted upon, the securities will be voted accordingly. With respect to any amendments or variations in any of the resolutions shown on the proxy, or any other matters which may properly come before the Meeting, the securities will be voted by the appointed nominee as he or she in their sole discretion sees fit.

6. If you vote on the resolutions and return your proxy, you may still attend the Meeting and vote in person should you later decide to do so. To attend the Meeting and vote, you must revoke your former proxy. If you are a registered shareholder and you wish to revoke your proxy, you may do so by depositing a letter to that effect and delivering it to the offices of **Canadian Stock Transfer, PO Box 721 Agincourt, Ontario, M1S 0A1 or via Fax to (416) 368-2502**, at any time up to and including the last business day preceding the day of the Meeting, or to the Chairman of the Meeting on the day of the Meeting.

7. **In order to be entitled to vote or to have its shares voted at the Meeting, a shareholder which is a corporation (a "Corporate Shareholder") must** either (a) attach a certified copy of the directors' resolution authorizing a representative to attend the Meeting on the Corporate Shareholder's behalf, or (b) attach a certified copy of the directors' resolution authorizing the completion and delivery of the proxy. Only a Corporate Shareholder of record on August 22, 2013, the authorized representative of which attends the Meeting pursuant to a certified copy of the directors' resolution authorizing such representative, or which has completed and delivered a proxy as authorized by a certified directors' resolution, in the manner and subject to the provisions set forth herein, will be entitled to vote or to have its shares voted at the Meeting.

To be represented at the Meeting, this proxy must be received at the office of CST Trust Company by mail, by hand, by email (scan and send your signed proxy to proxy@canstockta.com) or by fax (1-866-781-3111 toll free in North America, or 416-368-2502) **no later than forty eight (48) hours** (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or adjournment thereof. The Chairman of the Meeting may waive the proxy cut-off without notice. The mailing address of CST Trust Company is **Proxy Department, PO Box 721, Agincourt, Ontario, M1S 0A1, or the address for delivery by hand is 320 Bay Street, Banking Hall Level, Toronto, Ontario.**