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**PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD JULY 19, 2019**

**THIS PROXY IS SOLICITED ON BEHALF OF THE MANAGEMENT OF THE COMPANY**

The undersigned shareholder ("Registered Shareholder") of Highbank Resources Ltd. (the "Company") hereby appoints **James H. Place**, a director of the Company, or failing him **Gary Musil**, a director of the Company, or instead of the foregoing \_\_\_\_\_ 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 Meeting of the Registered Shareholders of the Company 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 registered in the name of the **Registered Shareholder** as specified herein.

- To appoint Crowe MacKay LLP, Chartered Accountants, of Vancouver, British Columbia, as auditors for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the auditor.

VOTE FOR \_\_\_ WITHHELD \_\_\_

- To fix the number of directors at five (5).

VOTE FOR \_\_\_ AGAINST \_\_\_

- Election of the following persons to the Board of Directors of the Company.

James H. Place	VOTE FOR ___	WITHHELD ___
Victor N. Bryant	VOTE FOR ___	WITHHELD ___
Gary Musil	VOTE FOR ___	WITHHELD ___
Luard J. Manning	VOTE FOR ___	WITHHELD ___
William (Bill) Loucks	VOTE FOR ___	WITHHELD ___

- To consider and, if thought fit, to pass an ordinary resolution to ratify, confirm and approve the Company's 2019 Stock Option Plan, as described in the Information Circular.

VOTE FOR \_\_\_ AGAINST \_\_\_

- To consider and, if thought fit, to pass an ordinary resolution ratifying and approving the Company's Advance Notice Policy, as described in the Information Circular.

VOTE FOR \_\_\_ AGAINST \_\_\_

- Approval of such other business as may properly come before the meeting as the proxyholder, in his sole discretion, may see fit.

VOTE FOR \_\_\_ AGAINST \_\_\_

The shares represented by this proxy may be voted on the above items by marking an "X" in the space provided for that purpose.

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

DATED and SIGNED this \_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
NAME (Please Print)

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
Address of Shareholder

\_\_\_\_\_  
Number of shares held