

# FORM OF PROXY

## HOUSTON IRON ROYALTIES LIMITED

### Annual and Special Meeting of Shareholders December 18, 2017

The undersigned shareholder of Houston Iron Royalties Limited (the "Corporation") hereby appoints

\_\_\_\_\_ or in the alternative, the Chairman of the Meeting,  
*(insert name of Proxyholder and strike out Chairman as applicable),*

as proxy of the undersigned to attend and act at the Annual Meeting of Shareholders of Houston Iron Royalties Limited to be held at the offices of the Corporation at 55 University Avenue, Suite 1805, Toronto, Ontario on **Monday, December 18, 2017, at 11:30 a.m.** in the forenoon (Toronto time), and at any adjournment or adjournments thereof, and to vote the number of shares in the Corporation's capital that the undersigned would be entitled to vote if personally present.

The undersigned directs that all of the shares owned by the undersigned and represented by this Proxy shall be:

- (a) VOTED FOR or WITHHELD FROM VOTING in respect of the election of the following directors:

		For	Withhold
1.	John F. Kearney	(    )	(    )
2.	Richard Pinkerton	(    )	(    )
3.	Brendan Lynch	(    )	(    )
4.	Kenneth MacLean	(    )	(    )

- (b) VOTED FOR (    ) OR AGAINST (    ) passing a special resolution exempting the Corporation from the statutory requirement to appoint an auditor for the financial year ended March 31, 2018; and
- (c) VOTED on any amendments or variation of the above matters, or any other matter that may properly brought before the Meeting or any adjournment thereof, at the discretion of the said Proxyholder.

**Each shareholder has the right to appoint a person, who need not be a shareholder, to attend and to act for and on behalf of such shareholder at the Annual Meeting.**

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2017

\_\_\_\_\_  
**Signature of Shareholder**

\_\_\_\_\_  
**Shareholder's Name (Please Print)**

#### NOTES

1. Your shares will be voted FOR, AGAINST, or WITHHELD from voting on each item listed on the Proxy in accordance with your instructions. If you do not specify how you want to vote on any item listed on the Proxy, the shares represented by the Proxy will be voted FOR the approval of that item. If you choose to appoint a Proxy to vote on your behalf at the Meeting, he or she may vote your shares in accordance with your instructions. On items for which you do not specify how you want to vote, your proxyholder will vote your shares as he or she sees fit. The Proxy also gives discretionary authority to the proxyholder, to vote your shares as he or she sees fit on any other matter that may properly come before the Meeting.
2. This Proxy will not be valid unless it is signed and delivered to **Houston Iron Royalties Limited, Investor Communications – AGM Proxy, PO Box 1178 Stn Toronto Dominion, Toronto, Ontario, M5K 1P2 no later than December 15, 2017**, or delivered to the Chairman of the Meeting at the time of the Meeting.
3. A Proxy may be revoked by instrument in writing executed by the shareholder or his attorney duly authorized in writing or, if the shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized and deposited either at the registered office of the Corporation, at any time up to and including 11:00 a.m. on the last Business Day preceding the day of the Meeting, or any adjournment thereof, at which the Proxy is to be used, or with the Chairman at the Meeting on the date of the Meeting, or any adjournment thereof, and upon such deposit the Proxy is revoked.
4. If the shareholder is a corporation, the Form of Proxy must be executed under its corporate seal or signed by an officer or attorney duly authorized. Persons signing as executors, administrators, trustees, etc. should so indicate.