



Security Class

Holder Account Number

Fold

Form of Proxy - Annual General and Special Meeting to be held on Wednesday, May 10, 2017

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

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, 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 securities 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 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 in favour or withheld from voting or voted against each of the matters described herein, as applicable, 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 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.

Fold

Proxies submitted must be received by 9:30 AM (Mountain Time) on Monday, May 8, 2017.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



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
- **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 securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder 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 holder(s) of Yellowhead Mining Inc. hereby appoint: T. Gregory Hawkins, or failing him, Ryan Jennings,

OR

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

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder 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 General and Special Meeting of shareholders of Yellowhead Mining Inc. to be held at Suite 4900, Eighth Avenue Place, 525 – 8th Avenue SW, Calgary, Alberta, on Wednesday, May 10, 2017 at 9:30 AM (Mountain Time) and at any adjournment or postponement thereof.

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

For **Against**

1. Number of Directors

To set the number of Directors at four (4).

2. Election of Directors

For **Withhold**

For **Withhold**

For **Withhold**

01. T. Gregory Hawkins

02. Ryan Jennings

03. Ronald Mathison

04. Glen Emerson Swail

For **Withhold**

3. Appointment of Auditors

Appointment of Smythe LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

4. Approve Amendments to the Stock Option Plan

RESOLVED that:

1. the amended Incentive Stock Option Plan, in the form attached as Schedule A to the Management Proxy Circular of Yellowhead Mining Inc. ("Yellowhead") dated April 4, 2017, is hereby approved and adopted as the incentive stock option plan of Yellowhead until May 10, 2018, of Yellowhead; and

2. any officer of Yellowhead is authorized and directed, for an on behalf of Yellowhead, to do, or cause to be done, all such acts and things and execute, and deliver, or cause to be delivered, such other documents, agreements, certificates and statements, as any such officer may deem necessary or desirable in order to carry out the foregoing resolutions.

For **Against**

5. Approval of Share Consolidation

BE IT RESOLVED as a special resolution that:

1. The issued and outstanding common shares in the capital of the Company (the "Common Shares") be consolidated on the basis of one (1) new Common Share for up to every twelve (12) Common Shares presently issued and outstanding (the "Consolidation");

2. the board of directors of the Company is hereby authorized to determine the ratio for the Consolidation within the range of one (1) new Common Share for up to every twelve (12) Common Shares, to proceed or not proceed with the Consolidation, and to abandon the Consolidation at any time prior to the implementation of the Consolidation; and

3. any officer of Yellowhead is authorized and directed, for an on behalf of Yellowhead, to do, or cause to be done, all such acts and things and execute, and deliver, or cause to be delivered, such other documents, agreements, certificates and statements, as any such officer may deem necessary or desirable in order to carry out the foregoing.

For **Against**

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.**

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

