

**GOD'S LAKE RESOURCES INC.  
FORM OF PROXY  
SPECIAL MEETING OF SHAREHOLDERS  
To be held on November 23, 2018 at 2:00 p.m. (Eastern time)**

**THIS PROXY IS SOLICITED BY THE MANAGEMENT OF  
GOD'S LAKE RESOURCES INC.**

The undersigned shareholder of **GOD'S LAKE RESOURCES INC.** (the "Corporation") hereby nominates, constitutes and appoints **Blair Driscoll, Chief Executive Officer**, or failing him, **Edward Merchand, Chief Financial Officer and Corporate Secretary**, or instead of any of them, \_\_\_\_\_, as nominee of the undersigned to attend and vote for and on behalf of the undersigned at the special meeting of shareholders of the Corporation to be held on the 23<sup>rd</sup> day of November 2018 at 2:00 p.m. at the offices of Norton Rose Fulbright Canada LLP, Royal Bank Plaza, South Tower, Suite 3800, 200 Bay Street, Toronto, Ontario, M5J 2Z4 and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said meeting or such adjournment or adjournments thereof, and without limiting the generality of the power hereby conferred, the nominees are specifically directed to vote the shares represented by this proxy as indicated on the reverse side hereof.

**THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AND WHERE A CHOICE IS SPECIFIED WILL BE VOTED AS DIRECTED. WHERE NO CHOICE IS SPECIFIED, THIS PROXY WILL CONFER DISCRETIONARY AUTHORITY AND WILL BE VOTED IN FAVOUR OF THE RESOLUTIONS REFERRED TO BELOW.**

**THIS PROXY ALSO CONFERS DISCRETIONARY AUTHORITY TO VOTE IN RESPECT OF ANY AMENDMENTS OR VARIATIONS TO THE MATTERS IDENTIFIED IN THE NOTICE OF MEETING OR ANY OTHER MATTER WHICH MAY PROPERLY COME BEFORE THE MEETING AND IN SUCH MANNER AS SUCH NOMINEE IN HIS JUDGMENT MAY DETERMINE.**

**A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON TO ATTEND AND ACT FOR HIM AND ON HIS BEHALF AT THE MEETING OTHER THAN THE PERSONS DESIGNATED IN THIS FORM OF PROXY. SUCH RIGHT MAY BE EXERCISED BY FILLING THE NAME OF SUCH PERSON IN THE BLANK SPACE PROVIDED AND STRIKING OUT THE NAMES OF MANAGEMENT'S NOMINEES, OR BY COMPLETING ANOTHER PROPER FORM OF PROXY AND, IN EITHER CASE, DEPOSITING THE PROXY AS INSTRUCTED BELOW.**

**TO BE VALID, THIS PROXY MUST BE RECEIVED BY THE TRANSFER AGENT AT THE ADDRESS INDICATED ON THE ENCLOSED ENVELOPE NOT LATER THAN 48 HOURS (EXCLUDING SATURDAYS AND HOLIDAYS) BEFORE THE TIME OF HOLDING THE MEETING OR ADJOURNMENT THEREOF, OR DELIVERED TO THE CHAIRMAN ON THE DAY OF THE MEETING OR ADJOURNMENT THEREOF.**

The nominees are directed to vote the shares represented by this proxy as follows:

1. To Vote **FOR** \_\_\_\_\_ or **AGAINST** \_\_\_\_\_ with or without variation, an ordinary resolution approving a change of the Corporation's business from mineral exploration to that of an investment holding company, as more particularly described in the accompanying amended and restated management information circular of the Corporation dated October 23, 2018 (the "Circular").
2. To Vote **FOR** \_\_\_\_\_ or **AGAINST** \_\_\_\_\_ with or without variation, a special resolution to amend the articles of the Corporation in order to create a new class of convertible shares in the capital of the Corporation to be classified as "multiple voting shares" in an unlimited number and to change the classification of each common share in the capital of the Corporation into a "subordinate voting share", as more particularly described in the Circular.

3. To Vote **FOR** \_\_\_\_\_ or **AGAINST** \_\_\_\_\_ with or without variation, an ordinary resolution approving the issuance of multiple voting shares in the capital of the Corporation to a “related party” of the Corporation, as more particularly described in Circular.

4. To Vote **FOR** \_\_\_\_\_ or **AGAINST** \_\_\_\_\_ with or without variation, an ordinary resolution approving, confirming and ratifying a new general by-law of the Corporation, being By-Law No. 2018-1, as more particularly described in the Circular.

5. To Vote **FOR** \_\_\_\_\_ or **AGAINST** \_\_\_\_\_ with or without variation, an ordinary resolution approving, confirming and ratifying an advance notice by-law of the Corporation, being By-Law No. 2018-2, as more particularly described in the Circular.

6. To Vote **FOR** \_\_\_\_\_ or **AGAINST** \_\_\_\_\_ electing one (1) director, as more particularly described in the Circular;

7. To Vote **FOR** \_\_\_\_\_ or **AGAINST** \_\_\_\_\_ with or without variation, a special resolution to amend the articles of the Corporation to consolidate the share capital of the Corporation, as more particularly described in the Circular.

8. To Vote **FOR** \_\_\_\_\_ or **AGAINST** \_\_\_\_\_ with or without variation, a special resolution to amend the articles of the Corporation, to increase the maximum number of directors of the Corporation from five (5) to 11 and to allow the directors, between annual meetings, to appoint one or more additional directors of the Corporation to serve until the next annual meeting, as more particularly described in the Circular.

9. At the nominee's discretion, upon any amendments or variations to matters specified in the notice of the special meeting or upon any other matters as may properly come before the meeting or any adjournments or postponement thereof.

**THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE INSTRUCTIONS GIVEN ON ANY VOTE OR BALLOT CALLED AT THE MEETING. UNLESS A SPECIFIC INSTRUCTION IS INDICATED, THE SAID SHARES WILL BE VOTED “FOR” THE MATTERS SPECIFIED IN ITEMS 1, 2, 3, 4,5, 6, 7 and 8 ALL OF WHICH ARE SET FORTH IN FURTHER DETAIL IN THE CIRCULAR, RECEIPT OF WHICH IS HEREBY ACKNOWLEDGED.**

This proxy revokes and supersedes all proxies of earlier date.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2018

PRINT NAME: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_

Notes:

1. This proxy must be signed by the shareholder or his attorney duly authorized in writing, or if the shareholder is a corporation, by the proper officers or directors under its corporate seal, or by an officer or attorney thereof duly authorized.

2. A person appointed as nominee to represent a shareholder need not be a shareholder of the Corporation.

3. If not dated, this proxy is deemed to bear the date on which it was mailed on behalf of management of the Corporation.

4. Each shareholder who is unable to attend the meeting is respectfully requested to date and sign this form of proxy and return it using the self-addressed envelope provided.