

**49 North Resources Inc.**  
**Proxy for Annual and Special Meeting of Shareholders**

The undersigned holder, or authorized proxy of a holder, of common shares in the capital of 49 North Resources Inc. (the “**Company**”) hereby appoints **Tom MacNeill, President and Chief Executive Officer of the Company, or, failing him, Andrew Davidson, the Chief Financial Officer and Secretary of the Company**, or instead of either of the foregoing \_\_\_\_\_ as proxyholder of the undersigned, with full power of substitution, to attend and vote for and on behalf of the undersigned at the **Annual and Special Meeting of the Shareholders of the Company (the “Meeting”), to be held on Wednesday, October 25, 2017** and at any adjournment or adjournments thereof, and on every ballot that may take place in consequence thereof to the same extent and with the same power as if the undersigned were personally present at the Meeting with authority to vote at the said proxyholder's discretion, except as otherwise specified below. Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxyholder to vote the shares represented by this Proxy in the following manner:

1. To votes as follows with respect to the election of directors, as proposed in the Company’s Management Information Circular dated September 19, 2017 (the “**Circular**”):  

Tom MacNeill	<b>TO VOTE FOR (___) or WITHHOLD FROM VOTING FOR (___)</b>
Andrew Davidson	<b>TO VOTE FOR (___) or WITHHOLD FROM VOTING FOR (___)</b>
Norman Betts	<b>TO VOTE FOR (___) or WITHHOLD FROM VOTING FOR (___)</b>
Andrew Cook	<b>TO VOTE FOR (___) or WITHHOLD FROM VOTING FOR (___)</b>
2. **FOR (\_\_\_) or WITHHOLD (\_\_\_)** with respect to the appointment of Davidson and Company LLP, as auditors of the Company for the ensuing year and authorizing the directors to fix their remuneration;
3. **FOR (\_\_\_) or AGAINST (\_\_\_)** an ordinary resolution granting the continuation of the existing stock option plan of the Company; and
4. To vote in the discretion of the proxyholder on any amendments or variations to matters identified in the Notice of Meeting accompanying the Circular or other matters which may properly come before the Meeting or any adjournment thereof.

**This Proxy is solicited on behalf of the management of the Company. The shares represented by this Proxy will be voted by the management nominees above on any ballot called for and, where the shareholder has specified a choice with respect to the above matters, will be voted as directed above or, if no direction is given, will be voted FOR the respective resolutions by the management nominees.**

**Each shareholder has the right to appoint a proxyholder other than the management nominees above, who need not be a shareholder of the Company, to attend and to act for the shareholder and on the shareholder’s behalf at the Meeting. To exercise such right, the names of the nominees of management above should be crossed out and the name of the shareholder’s nominee should be legibly printed in the blank space provided for that purpose.**

The undersigned hereby revokes any proxies heretofore given.

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

\_\_\_\_\_  
Name of person giving this Proxy (*please print*)  
(see Notes)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
(see Note 1)

**Notes:**

1. If the person granting this Proxy is a corporation, this Proxy must be signed by an officer or attorney thereof duly authorized who should indicate, below his name, his title or position and, if signed by an attorney of a corporation, must be accompanied by proof satisfactory to the Company that such attorney has been duly appointed and is authorized to sign this Proxy. Likewise, persons signing as executors, administrators, trustees or in some similar capacity should so indicate and give their title as such.
2. Proxies will not be valid unless deposited at the offices of the Company's registrar and transfer agent, Alliance Trust Company at #1010, 407 – 2<sup>nd</sup> Street SW, Calgary, Alberta, T2P 2Y3, in the enclosed self-addressed envelope, by not later than 10:00 a.m. (Calgary time) on Monday, October 23, 2017 (or, in the case of an adjournment of the Meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned Meeting).
3. No Proxy shall be valid after the expiration of twelve (12) months from the date of its execution.
4. If this Proxy is not dated in the space provided, it will be deemed to be dated as of the date on which it was received by or on behalf of the Company.
5. Reference is made to the Circular for further information regarding completion and use of this Proxy and other information pertaining to the Meeting.