

**Providence Gold Mines Inc.**  
(the "Company")

**FORM OF PROXY ("PROXY")**

Annual Meeting  
10:00 a.m. PST on October 23, 2017  
Suite 750, 580 Hornby St.,  
Vancouver, BC V6C 3B6  
(the "Meeting")

**RECORD DATE:** September 8, 2017  
**CONTROL NUMBER:**  
**SEQUENCE #:**  
**FILING DEADLINE FOR PROXY:** 10:00 a.m. PST on October 19, 2017

VOTING METHOD	
<b>INTERNET</b>	Go to <a href="http://www.voteproxyonline.com">www.voteproxyonline.com</a> and enter the 12 digit control number above
<b>FACSIMILE</b>	416-595-9593
<b>MAIL or HAND DELIVERY</b>	TSX Trust Company 301 - 100 Adelaide Street West, Toronto, ON M5H 4H1

The undersigned hereby appoints **Robert Eadie, Chairman** of the Company, or failing him, **Gary Arca, CFO** of the Company (the "Management Nominees"), or instead of any of them, the following Appointee

*Please print appointee name*

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting 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(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below.

**- SEE VOTING GUIDELINES ON REVERSE -**

**RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES**

<b>1. Number of Directors</b>	<b>FOR</b>	<b>AGAINST</b>
To Set the Number of Directors at four (4)	<input type="checkbox"/>	<input type="checkbox"/>
<b>2. Election of Directors</b>	<b>FOR</b>	<b>WITHHOLD</b>
a) Gary Arca	<input type="checkbox"/>	<input type="checkbox"/>
b) Ronald Allan Coombes	<input type="checkbox"/>	<input type="checkbox"/>
c) Robert Eadie	<input type="checkbox"/>	<input type="checkbox"/>
d) John Kowalchuk	<input type="checkbox"/>	<input type="checkbox"/>
<b>3. Appointment of Auditors</b>	<b>FOR</b>	<b>WITHHOLD</b>
Re-appointment of Wolrige Mahon LLP, Chartered Accountants as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
<b>4. Amendment to Articles of the Company</b>	<b>FOR</b>	<b>AGAINST</b>
To amend the Articles of the Company to allow for the Direct Registration System ("DRS") of the Company's securities.	<input type="checkbox"/>	<input type="checkbox"/>
<b>5. Stock Option Plan</b>	<b>FOR</b>	<b>AGAINST</b>
To ratify and approve the rolling Stock Option Plan of the Company	<input type="checkbox"/>	<input type="checkbox"/>

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

*PLEASE PRINT NAME*

*Signature of registered owner(s)*

*Date (MM/DD/YYYY)*

## Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space labeled “*Please print appointee name*”, the name of the person to be appointed, who need not be a security holder of the Company.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of the Company.
7. To be valid, this proxy must be filed using one of the **Voting Methods** and **must be received by TSX Trust Company** before the **Filing Deadline for Proxies**, noted on the reverse or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the security holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the security holder may be required to provide documentation satisfactory to the Chairman evidencing the signatory’s power to sign the proxy.
9. If a Corporation is appointed as proxyholder, the individual representing the proxyholder at the meeting must provide documentation evidencing his/her power to act on behalf of such proxyholder, such documentation to be acceptable to the Chairman of the meeting. Instructions for completing the proxy are more fully set out in the accompanying Information Circular, which should be carefully followed in order that your shares are validly voted at the meeting.
10. 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, such documentation to be acceptable to the Chairman of the meeting.
11. Guidelines for proper execution of the proxy are available at [www.stac.ca](http://www.stac.ca). Please refer to the Proxy Protocol.

## Investor inSite

TSX Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit [www.tsxtrust.com/investorinsite](http://www.tsxtrust.com/investorinsite)

Click on, “*Register Online Now*” and complete the registration form. Call us toll free at 1-866-600-5869 with any questions.