

**Melior Resources Inc.**  
(the "Corporation")

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

Annual General and Special Meeting  
November 27, 2018 at 10:00 a.m. (EST)  
Wildeboer Dellelce LLP, 365 Bay Street, Suite 800,  
Toronto, Ontario, M5H 2V1  
(the "Meeting")

**RECORD DATE:** October 19, 2018  
**CONTROL NUMBER:**  
**SEQUENCE #:**  
**FILING DEADLINE FOR PROXY:** November 23, 2018 at 10:00 a.m. (EST)

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, Ontario, M5H 4H1

The undersigned hereby appoints **Mark McCauley, Chief Executive Officer** of the Corporation, whom failing **Jonathan Mattiske, Chief Financial Officer** of the Corporation (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. Election of Directors</b>	<b>FOR</b>	<b>WITHHOLD</b>
a) Martyn Buttenshaw	<input type="checkbox"/>	<input type="checkbox"/>
b) Mark McCauley	<input type="checkbox"/>	<input type="checkbox"/>
c) Rishi Tibriwal	<input type="checkbox"/>	<input type="checkbox"/>
d) George Lloyd	<input type="checkbox"/>	<input type="checkbox"/>
<b>2. Appointment of Auditors</b>	<b>FOR</b>	<b>WITHHOLD</b>
To approve the appointment of <b>MNP LLP</b> as the auditor of the Corporation for the ensuing year and to authorize the Directors to fix the remuneration of the auditor.	<input type="checkbox"/>	<input type="checkbox"/>
<b>3. Stock Option Plan</b>	<b>FOR</b>	<b>AGAINST</b>
To consider and, if deemed advisable, approve, with or without variation, an ordinary resolution to confirm the Corporation's stock option plan, as amended and restated, for the directors, senior officers, employees and consultants of the Corporation and its affiliated entities, as more particularly set out in Appendix "K" to the accompanying management information circular of the Corporation dated October 25, 2018 (the "Circular").	<input type="checkbox"/>	<input type="checkbox"/>
<b>4. Arrangement Resolution</b>	<b>FOR</b>	<b>AGAINST</b>
To consider, and if deemed advisable, pass, with or without variation, a special resolution, the full text of which is set out in Appendix "A" to the accompanying Circular, to approve a plan of arrangement with Metallica Minerals Limited ("Metallica") under Part 9, Division 5 of the <i>Business Corporations Act</i> (British Columbia), all as more particularly described in the Circular.	<input type="checkbox"/>	<input type="checkbox"/>
<b>5. Exemptive Relief Resolution</b>	<b>FOR</b>	<b>AGAINST</b>
To consider, and, if deemed advisable, to pass with or without variation, an ordinary resolution, the full text of which is set out in the Circular, to approve an application by Metallica to the Ontario Securities Commission which, if the plan of arrangement with Metallica is completed (the "Arrangement"), will be Metallica's principal regulator under the procedures described under Multilateral Instrument 11-102 – <i>Passport System</i> , for exemptive relief to permit Metallica, immediately upon the completion of the Arrangement, to report as a "designated foreign issuer" pursuant to National Instrument 71-102 – <i>Continuous Disclosure and Other Exemptions Relating to Foreign Issuers</i> , notwithstanding that Metallica may not otherwise meet the conditions to so report as a "designated foreign issuer", which application if approved by Melior shareholders is expected to be submitted by Metallica promptly upon the closing of the Arrangement.	<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 CORPORATION.**
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 Corporation.
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 Corporation.
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 evidencing the signatory’s power to sign the proxy.
9. 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.

## Request for Financial Statements

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements and MD&As.

**Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at [www.sedar.com](http://www.sedar.com).**

**I am currently a security holder of the Corporation and as such request the following:**

- Annual Financial Statements with MD&A
- Interim Financial Statements with MD&A

If you are casting your vote online and wish to receive financial statements, please complete the online request for financial statements following your voting instructions.

If the cut-off time has passed, please fax this side to 416-595-9593

Melior Resources Inc.  
2018