



PROXY

**ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF
FREEPORT RESOURCES INC. (THE “COMPANY”)**

TO BE HELD AT

**8711 ELSMORE ROAD, RICHMOND, BRITISH COLUMBIA
ON THURSDAY, JANUARY 31, 2019 AT 9:00 A.M. (PACIFIC TIME)**

The undersigned member (“Registered Shareholder”) of the Company hereby appoints, Brenda Clark, President and Chief Executive Officer of the Company, or failing this person, Shervin Teymouri, Director of the Company, or in the place of the foregoing, _____ (*print the name*), as proxyholder for and on behalf of the Registered Shareholder with the power of substitution to attend, act and vote for and on behalf of the Registered Shareholder in respect of all matters that may properly come before the aforesaid meeting of the Registered Shareholders of the Company (the “Meeting”) and at every adjournment thereof, to the same extent and with the same powers as if the undersigned Registered Shareholder were present at the said Meeting, or any adjournment thereof.

The Registered Shareholder hereby directs the proxyholder to vote the securities of the Company recorded in the name of the Registered Shareholder as specified herein.

The undersigned Registered Shareholder hereby revokes any proxy previously given to attend and vote at said Meeting.

SIGN HERE: _____

DATE SIGNED: _____

Resolutions (For full details of each item, please see the enclosed Notice of Meeting and Information Circular).

	For	Against	Withhold
1. To appoint Dale Matheson Carr-Hilton Labonte, Chartered Accountants as auditors of the Company.		N/A	
2. To authorize the Directors to fix the Auditor’s remuneration.			N/A
3. To elect as Director, Brenda Clark		N/A	
4. To elect as Director, Shervin Teymouri		N/A	
5. To elect as Director, Martin MacKinnon		N/A	
6. To approve all acts of directors and officers of the Company.			N/A

THIS PROXY MUST BE SIGNED AND DATED.

SEE IMPORTANT INSTRUCTIONS ON REVERSE.



F R E E P O R T

R E S O U R C E S I N C .

FINANCIAL STATEMENTS REQUEST FORM

To registered and non-registered shareholders:

Shareholders have the opportunity to elect annually to receive the Company’s annual financial statements and management discussion and analysis (“MD&A”) and the interim financial statements and MD&A, if they so request. **Copies of all previously issued annual and quarterly financial statements and related MD&A are available for review under the Company’s profile on the SEDAR website at www.sedar.com. Please note, you will not automatically receive copies of the financial statement(s) unless this card is completed and returned.** If you wish to receive such mailings this year, please complete and return this form by mail to:

FREPORT RESOURCES INC.
8711 Elsmore Road
Richmond, British Columbia, V7C 2A4

OR BY FAX TO: 1 (888) 275-8549
OR BY EMAIL TO: info@freeportresources.com

- Please send audited financial statements and corresponding MD&A.
- Please send quarterly interim financial statements and corresponding interim MD&A.
- Please email press releases.

I confirm that I am an owner of _____ common shares of the Company and request that my name be placed on the Company’s Mailing List in respect of its quarterly and/or annual financial statements and MD& A for the **current financial year**.

DATED: _____

Signature

Name of Registered/Non-Registered Shareholder - Please Print

Address

Postal Code

Fax Number **E-mail***

Name and title of person signing if different from name above.

Note: The Board encourages use of electronic mail to reduce mailing costs. By providing an e-mail address, you are consenting to the delivery of Company information and interim reports in PDF electronic format to the provided e-mail address. In the event that electronic delivery fails, financial statements and corresponding MD&A documents will be sent by ordinary mail.

In order to remove yourself from this list at any time (either e-mail or ordinary mail) please send your written request to the Company at the address above.

INSTRUCTIONS FOR COMPLETION OF PROXY

1. **This Proxy is solicited by the Management of the Company.**
2. This form of proxy ("Instrument of Proxy") ***must be signed by you, the holder***, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and ***if executed by an attorney, officer, or other duly appointed representative***, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany the Instrument of Proxy.
3. ***If this Instrument of Proxy is not dated*** in the space provided, authority is hereby given by you, the holder, for the proxyholder to date this proxy seven (7) calendar days after the date on which it was mailed to you, the holder.
4. ***A holder who wishes to attend the Meeting and vote on the resolutions in person*** may simply register with the scrutineers before the Meeting begins.
5. ***A holder who is not able to attend the Meeting in person but wishes to vote on the resolutions***, may do the following:
 - (a) ***appoint one of the management proxyholders*** named on the Instrument of Proxy, by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxyholders shown and do not complete the blank space provided for the appointment of an alternate proxyholder). **Where no choice is specified by a holder with respect to a resolution set out in the Instrument of Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on this Instrument of Proxy and, if applicable, for the nominees of management for directors and auditors as identified in this Instrument of Proxy; OR**
 - (b) ***appoint another proxyholder***, who need not be a holder of the Company, to vote according to the holder's instructions, by striking out the management proxyholder names shown and inserting the name of the person you wish to represent you at the meeting in the space provided for an alternate proxyholder.
6. ***The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the holder on any ballot*** of a resolution that may be called for and, if the holder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. If a holder has submitted an Instrument of Proxy, ***the holder may still attend the Meeting and may vote in person***. To do so, the holder must record his/her attendance with the scrutineers before the commencement of the Meeting and revoke, in writing, the prior votes.
7. Further, the securities will be voted by the appointed proxyholder with respect to any amendments or variations to matters identified in the Notice of Meeting or other matters which may properly come before the Meeting, as the proxyholder in its sole discretion sees fit.
8. **To be represented at the Meeting, proxies must be submitted no later than forty-eight ("48") hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or adjournment thereof.**

VOTING METHODS

To be represented at the Meeting, this proxy form must be received at the office of the Company, by mail or by fax no later than forty eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof or may be accepted by the Chairman of the Meeting prior to the commencement of the Meeting. The mailing address is:

**FREEPORT RESOURCES INC.
8711 Elsmore Road
Richmond, British Columbia Canada V7C 2A4
Fax: 1-888-275-8549**