

RLYQ 000001

SAM SAMPLE
123 SAMPLES STREET
SAMPLETOWN SS X9X X9X
CANADA

Security Class
COMMON SHARES

Holder Account Number
C9999999999 IND



Fold

Form of Proxy - Annual General Meeting to be held on Thursday, November 29, 2018

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please **strikeout** the names of management's proxy nominees and insert the name of your chosen proxyholder in the space provided (see reverse).
2. 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.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 9:30 am, Pacific Time, on Tuesday, November 27, 2018

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your **CONTROL NUMBER** listed below.

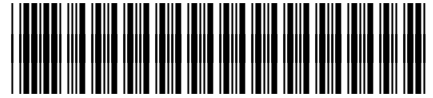
CONTROL NUMBER 23456 78901 23456



SAM SAMPLE

C9999999999

IND C01

**Appointment of Proxyholder**

I/We being holder(s) of **Riley Resources Corp.** (the "Company") hereby appoint(s): **Todd L. Hilditch**, Chief Executive Officer of the Company, or failing him, **Bryan McKenzie**, Chief Financial Officer and Corporate Secretary of the Company ("Management Nominees")

OR

Strikeout the foregoing names and print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, in favour of all matters described in this proxy) and all other matters that may properly come before the **Annual General Meeting** of shareholders of **Riley Resources Corp.** to be held in the Company's Boardroom at 2390 - 1055 West Hastings St., Vancouver, BC V6E 2E9 on Thursday, November 29, 2018 at 9:30 am (Pacific Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For

Against

1. Number of Directors

To set the number of Directors at **four (4)**.

2. Election of Directors**For** Withhold**For** Withhold**For** Withhold

01. Todd L. Hilditch

02. Cyndi Laval

03. William Lamb

04. Bryan McKenzie

For

Withhold

3. Appointment of Auditors

Appointment of **D&H Group LLP** as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

For

Against

4. Stock Option Plan

To pass an ordinary resolution approving the Company's Stock Option Plan, reserving up to a maximum of 10% of the total number of issued and outstanding shares at the date of the stock option grant, as more particularly described in the accompanying Information Circular dated October 25, 2018.

Authorized Signature(s) - This section must be completed for your instructions to be executed.

Signature(s)

Date

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.



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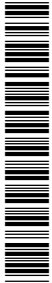


RLYQ 000002

SAM SAMPLE
123 SAMPLES STREET
SAMPLETOWN SS X9X X9X
AUSTRALIA

Security Class
COMMON SHARES

Holder Account Number
C9999999999 IND



Fold

Form of Proxy - Annual General Meeting to be held on Thursday, November 29, 2018

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312-588-4290 Direct Dial



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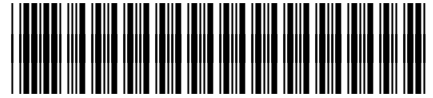
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CONTROL NUMBER 23456 78901 23456



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IND C01

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For **Against**

1. Number of Directors☐ ☐

To set the number of Directors at **four (4)**.

2. Election of Directors**For** **Withhold****For** **Withhold****For** **Withhold**

01. Todd L. Hilditch

☐ ☐

02. Cyndi Laval

☐ ☐

03. William Lamb

☐ ☐

04. Bryan McKenzie

☐ ☐

For **Withhold**

3. Appointment of Auditors☐ ☐

Appointment of **D&H Group LLP** as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

For **Against**

4. Stock Option Plan☐ ☐

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