

# VALENCIA VENTURES INC. ("Corporation")

## FORM OF PROXY ("PROXY")

Annual and Special Meeting Monday, May 26, 2014 at 10:00 a.m. (Toronto time) 65 Queen Street West, Suite 805, Toronto, Ontario M5H 2M5 ("Meeting")

RECORD DATE: April 14, 2014

CONTROL NUMBER: <CONTROL NUMBER>

SEQUENCE #: <SEQ#> - <CUSIP> - <ACCT#>

FILING DEADLINE FOR PROXY: May 22, 2014 at 10:00 a.m. (Toronto time)

VOTING METHODS						
T						
INTERNET	Go to <u>www.voteproxyonline.com</u> and enter the 12 digit					
	control number above					
FACSIMILE	(416) 595-9593					
	( -)					
MAIL or HAND DELIVERY	TMX EQUITY TRANSFER SERVICES					
	200 University Avenue, Suite 300,					
	Toronto, Ontario, M5H 4H1					
	Toronto, Ontario, M5H 4H1					

The undersigned hereby appoints John Rak, President & Chief Executive Officer of the Corporation, whom failing Christine Gallo, Corporate Secretary ("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.

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

Date (MM/DD/YYYY)

Signature of Registered owner(s)

<MS#>
<HOLDER REGISTRATION1>
<HOLDER ADDRESS1>
<HOLDER ADDRESS2>
<HOLDER ADDRESS3>
<CITY>, <PROV> <POSTAL CODE>
<COUNTRY>

<SECURITIES>
\*<PROXY #>\*
(<BAR CODE>)

PLEASE PRINT NAME

* SEE VOTING GUIDELINES ON REVERSE *							
RESOLUTIONS - MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES							
1. Number of Directors	FOR	AGAINST	5. Share Consolidation	FOR	AGAINST		
To Set the Number of Directors at 4.			The Corporation is hereby authorized to amend its articles of incorporation to provide that:				
2. Election of Directors a) Bernard Wilson	FOR	WITHHOLD	a. the authorized capital of the Corporation is altered by consolidating all of the issued and outstanding common shares of the Corporation ("Common Shares") without par value on the basis of one (1) post-consolidation Common Share for				
b) Fred Leigh c) Dave Antony			up to every eight pre-consolidation Common Shares; b. in the event that the consolidation would otherwise result in the issuance of a fractional Common Share, no fractional Common Share shall be issued and such fraction will be rounded down to the nearest whole number; and				
d) John Rak  3. Appointment of Auditors	FOR	WITHHOLD	c. the effective date of such consolidation shall be the date shown in the certificate of amendment issued by the Director appointed under the Business Corporations Act (Ontario) or such other date indicated in the articles of				
Appointment of McGovern Hurley Cunningham LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.  4. Continuance	FOR	AGAINST	amendment provided that, in any event, such date shall be prior to the next annual meeting of Shareholders.  2. Any director or officer of the Corporation is hereby authorized and directed for and in the name of and on behalf of the Corporation to execute, or to cause				
1. the continuance of the Corporation to Ontario is hereby authorized and approved and therefore the Corporation is hereby authorized to apply to Quebec's Registrar of Enterprises for authorization to be continued as if it had been constituted under the Business Corporations Act (Ontario), R.S.O. 1990, c.B.16 (the "OBCA"), and to continue its existence under said law;  2. The form of articles of continuance attached as Schedule "D" to the Management Information Circular of the Corporation dated April 14, 2014 (the "Circular") is hereby approved, and following receipt of authorization to continue pursuant to the Business Corporations Act (Quebec), the Corporation is hereby authorized to file the articles of continuance with the Director together with any notices and other documents prescribed by the OBCA necessary to continue the Corporation as if it had been incorporated under the laws of Ontario;  3. subject to such continuance becoming effective, and without affecting			to be executed, whether under the corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered all such other documents and instruments, and to do or cause to be done all such other acts and things as, in the opinion of such director or officer, may be necessary or desirable in order to carry out the intent of this special resolution, including, without limitation, the determination of the effective date of the consolidation and the delivery of articles of amendment in the prescribed form to the Director appointed under the Business Corporations Act (Ontario), the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.  3. Notwithstanding the foregoing, the directors of the Corporation are hereby authorized, without further approval of or notice to the Shareholders of the Corporation, to revoke this special resolution at any time before a certificate of amendment is issued by the Director.  6. Stock Option Plan	FOR	AGAINST		
the validity of any act of the Corporation done under its existing by-laws (the "Existing By-Laws"), the Existing By-Laws are hereby repealed and replaced with the new By-Law No. 2 of the Corporation in the form of attached as Schedule "E" to the Circular (the "New By-Laws"), together with such changes or amendments thereto as any director or officer of the Corporation determines appropriate, the conclusive evidence of such determination being the execution of the New By-Laws by a director or officer of the Corporation; 4. the Board of Directors of the Corporation is hereby authorized to, at its discretion, not proceed with the application for continuance under the			1. the current Stock Option Plan of Valencia Ventures Inc. (the "Corporation"), as described in the Circular; and 2. any director or officer of the Corporation is hereby authorized to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable to give effect to the true intent of these resolutions."				
OBCA authorized by this special resolution without further approval of the shareholders at any time prior to the continuance becoming effective.				10T DE 010			



## **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 INFORMATION CIRCULAR 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 overleaf. 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, 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 provided the name of the person to be appointed, who need not be a security holder of the Corporation.
- 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 being mailed to the security holders of the Corporation.
- 7. To be valid, this proxy must be filed using one of the Voting Methods and before the Filing Deadline for Proxies, noted overleaf 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.

### Investor inSite

TMX Equity Transfer Services 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.tmxequitytransferservices.com/investorinsite

Click on, "Register Online Now" and complete the registration form. Call us toll free at 1-866-393-4891 with any questions.

### **Notice-and-Access**

The Canadian securities regulators have adopted new rules, effective for meetings held on or after March 1, 2013, which permit the use of notice-and-access for proxy solicitation instead of the traditional physical delivery of material. This new process provides the option to post meeting related materials including management information circulars as well as annual financial statements and management's discussion and analysis, on a website in addition to SEDAR. Under notice-and-access, meeting related materials will be available for viewing for up to 1 year from the date of posting and a paper copy of the material can be requested at any time during this period.

Disclosure regarding each matter or group of matters to be voted on is in the Information Circular in the Section with the same title as each Resolution overleaf. You should review the Information Circular before voting.

**VALENCIA VENTURES INC.** has elected to utilize notice-and-access and provide you with the following information:

Meeting materials are available electronically at <a href="www.sedar.com">www.sedar.com</a> and also at

http://noticeinsite.equityfinancialtrust.com/ValenciaVenturesASM2014/.

If you wish to receive a paper copy of the Meeting materials or have questions about notice-and-access, please call 1-866-393-4891. In order to receive a paper copy in time to vote before the meeting, your request should be received by May 14, 2014.