



**Appointment of Proxyholder**

I/We, being holders of common shares of Karnalyte Resources Inc. (the "Corporation"), hereby nominates, constitutes and appoints Robin L. Phinney, President of the Corporation, OR

Print the name of the person you are appointing if this person is someone other than the individuals listed above

as proxy of the undersigned, to attend, act and vote in respect of all registered in the name of the undersigned at the Annual and Special Meeting of Shareholders of the Corporation to be held at 1:00 p.m. (Saskatoon time) on Friday, August 26<sup>th</sup>, 2016, at the Sheraton Cavalier, 612 Spadina Crescent East, Saskatoon, Saskatchewan S7K 3G9 (the "Meeting"), and at any and all adjournments or postponements thereof in the same manner, to the same extent and with the same powers as if the undersigned were personally present, with full power of substitution. Without limiting the general powers and authority hereby conferred on the form of proxy, the holdings represented by this proxy are specifically directed to be voted or withheld from being voted as follows:

**Directors and Management recommend voting FOR Resolutions 1, 2, 3, and 4.**

*Please use dark black pencil or pen.*

	<i>FOR</i>	<i>AGAINST</i>
1. The fixing of the number of directors of the Corporation at six (6).	<input type="checkbox"/>	<input type="checkbox"/>
	<i>FOR</i>	<i>WITHHOLD</i>
2. The election of the following as Directors of the Corporation		
1. Robin Phinney	<input type="checkbox"/>	<input type="checkbox"/>
2. Henry Kerkhoven	<input type="checkbox"/>	<input type="checkbox"/>
3. Sokuen Sue Ng	<input type="checkbox"/>	<input type="checkbox"/>
4. Vishvesh D. Nanavaty	<input type="checkbox"/>	<input type="checkbox"/>
5. Sanjeev Varma	<input type="checkbox"/>	<input type="checkbox"/>
6. Mukund B. Purohit	<input type="checkbox"/>	<input type="checkbox"/>

	<i>FOR</i>	<i>WITHHOLD</i>
3. The appointment of KPMG LLP, as auditor of the Corporation for the ensuing year and to authorize the Board of Directors of the Corporation to fix the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>

	<i>FOR</i>	<i>AGAINST</i>
4. The approval of the unallocated stock options under the Corporation's stock option plan as further described in the accompanying Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>

5. To transact such other or further business as may properly come before the Meeting or any adjournment or adjournments thereof.

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 by Management's appointees as set out above for each item, or if you appoint another proxyholder, as that other proxyholder sees fit. On any amendments or variations proposed or any new business submitted properly before the Meeting, I/We authorize you to vote as you see fit.**

Signature(s) \_\_\_\_\_ Date \_\_\_\_\_

Please sign exactly as your name(s) appear on your certificate or statement. Please see reverse for instructions. **All proxies must be received by 1:00 p.m. (Saskatoon time) on Wednesday, August 24<sup>th</sup>, 2016.**

## Proxy Form – Annual and Special Meeting of Shareholders of Karnalyte Resources Inc. to be held on August 26<sup>th</sup>, 2016

### Notes to Proxy

1. This proxy must be signed by a securityholder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your holdings are registered. If the securityholder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.

2. If the position is registered in the name of an executor, administrator or trustee, please sign exactly as the position is registered. If the position is registered in the name of a deceased or other securityholder, the proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other securityholder must be attached to this proxy.

3. Some investors may own holdings as both a registered and a beneficial securityholder; in which case you may receive more than one Circular and will need to vote these positions separately. Beneficial securityholders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of holdings they beneficially own. Beneficial securityholders should follow instructions for voting conveyed to them by their intermediaries.

4. If a position is held by two or more persons, any one of them present or represented by proxy at the meeting may, in the absence of the other or others, vote at the meeting. However, if one or more of them are present or represented by proxy, they must vote together in respect of that position.

All investors should refer to the Information Circular for further information regarding completion and use of this proxy and other information pertaining to the meeting.

This proxy is solicited by and on behalf of Management of the Company.



## How to Vote

### INTERNET

- Go to [www.cstvotemyproxy.com](http://www.cstvotemyproxy.com)
- Cast your vote online

To vote using your smartphone,  
please scan this QR Code →



To vote by Internet you will need your control number. If you vote by Internet, do not return this proxy.

### MAIL, FAX or EMAIL

- Complete and return your signed proxy in the envelope provided or send to:

CST Trust Company  
P.O. Box 721  
Agincourt, ON M1S 0A1

- You may alternatively fax your proxy to 416-368-2502 or toll free in Canada and United States to 1-866-781-3111 or scan and email to [proxy@canstockta.com](mailto:proxy@canstockta.com).

An undated proxy is deemed to be dated on the day it was received by CST.

**All proxies must be received by 1:00 p.m. (Saskatoon time) on Wednesday, August 24<sup>th</sup>, 2016.**