

PROXY
Solicited by Management

PEMBROOK MINING CORP.
Annual General Meeting of Shareholders
May 27, 2014

Resolutions:
(for full details of each item, please see the enclosed Notice of Meeting)

Annual General Meeting of Shareholders of PEMBROOK MINING CORP., to be held at the Shangri La Hotel, 1128 West Georgia Street, Vancouver, B.C. on the 27th day of May, 2014 at 1:00 p.m. (Pacific time).

The undersigned shareholder ("Registered Shareholder") of the Company hereby appoints Brian Booth, President and CEO, or Angela Betteridge, Corporate Secretary of the Company, or in place of the foregoing,

_____ (print name) as proxy holder 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 on behalf of the registered Shareholder as specified herein.

SIGN HERE: _____

Please Print Name: _____

Date: _____

Number of Shares Represented by Proxy: _____

(*if the number of shares represented by this proxy form is not indicated by the shareholder, then it shall be deemed to represent that number indicated in the Company's Central Securities Register)

THIS PROXY FORM IS NOT VALID UNLESS IT IS SIGNED AND DATED.

SEE IMPORTANT INFORMATION AND INSTRUCTIONS ON REVERSE.

		For	Against	Withhold
1.	To set the number of Directors at eight (8)	_____	_____	N/A
2.	To elect Brian Booth as Director	_____	N/A	_____
3.	To elect John Black as Director	_____	N/A	_____
4.	To elect Daniel G. Innes as Director	_____	N/A	_____
5.	To elect as Stephen Kurtz Director	_____	N/A	_____
6.	To elect Tony Makuch as Director	_____	N/A	_____
7.	To elect Alan Moon as Director	_____	N/A	_____
8.	To elect C. Richard Petersen as Director	_____	N/A	_____
9.	To elect Wang Dongbo as Director	_____	N/A	_____
10.	To appoint Deloitte LLP as Auditors for the ensuing year and to authorize the Directors to fix their remuneration	_____	N/A	_____
11.	To approve the rolling 10% Stock Option Plan for the Company	_____	_____	N/A
12.	To approve the extension all stock option lives to 10 years	_____	_____	N/A
13.	To transact such other business as may properly come before the Meeting	_____	_____	N/A

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 Registered Shareholder***, or by your attorney duly authorized by you in writing, or, in the case of a Company, by a duly authorized officer or representative of the Company; 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, the Proxy is deemed to be dated on the date it was mailed out by Management.
4. **A Registered Shareholder who wishes to attend the Meeting and vote on the resolutions in person**, may do as follows
 - (a) **If the Shareholders is registered as such on the Books of the Company**, simply register with the Scrutineer at the Meeting before it commences;
 - (b) **If the Securities of the Shareholder are held by a Financial Institution** (i) cross out the management appointee's names and insert your name in the blank space provided; (ii) indicate a voting choice for each resolution, or alternatively leave the choices blank if you wish to vote in favour of all of the resolutions; (iii) sign, date and return the Proxy to the Financial Institution or its agent. At the Meeting, a vote will be taken on each resolution and your vote will be counted at that time.
5. **A Registered Shareholder 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 Registered Shareholder with respect to a resolution set out in the Instrument of Proxy, a management appointee acting as a proxyholder will vote in favour of each matter identified on this Instrument of Proxy and for the nominees of management for directors and auditor as identified in this Instrument of Proxy; **OR**
 - (b) **appoint another proxyholder**, who need not be a Registered Shareholder of the Company, to vote according to the Registered Shareholder'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. If no choice is specified, the proxyholder has discretionary authority to vote as the proxyholder sees fit.
6. **The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any poll** of a resolution that may be called for and, if the Registered Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. Further, the securities will be voted by the appointed proxyholder with respect to any amendments or variations of any of the resolutions set out on the Instrument of Proxy or matters which may properly come before the Meeting as the proxyholder in its sole discretion sees fit.

If a Registered Shareholder has submitted an Instrument of Proxy, the Registered Shareholder may still attend the Meeting and may vote in person. To do so, the Registered Shareholder must record his/her attendance with the scrutineers before the commencement of the Meeting and revoke, in writing, the prior votes.

To be represented at the Meeting, a proxy form must be DEPOSITED at the registered office of the Company 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. Deposit may be made by mail, delivery, fax or scanned email.

**The MAILING address for the Company is 1160 – 1040 West Georgia Street, Vancouver B.C. V6E 4H1
and its FAX # is: (778) 327 6546, or EMAIL: info@pembrookmining.com**