

PROXY

For use at the ANNUAL AND SPECIAL MEETING of the SHAREHOLDERS of the COMMON SHARES of **MILLSTREAM MINES LTD.** to be held on May 31, 2016.

The UNDERSIGNED SHAREHOLDER of the COMMON SHARES of **MILLSTREAM MINES LTD.** hereby appoints Ernest W. Harrison, Chairman and Chief Executive Officer, whom failing, Ronald Haller, Secretary, or instead of either of them,, as nominee of the undersigned with full power of substitution, to attend, vote, act for the undersigned as if personally present at the ANNUAL AND SPECIAL MEETING of the SHAREHOLDERS of the COMMON SHARES of **MILLSTREAM MINES LTD.** to be held on May 31, 2016 and any adjournment thereof, without limiting the general authorization and full power thereby given to such nominee, the shares represented by this proxy are specifically directed to be voted, withheld from voted or voted against as indicated below.

This proxy will be voted, withheld from being voted or voted against in accordance with the instructions specified. WHERE NO CHOICE IS SPECIFIED, THIS PROXY WILL CONFER DISCRETIONARY AUTHORITY AND WILL BE VOTED IN FAVOUR OF THE MATTERS REFERRED TO HEREIN. THIS PROXY CONFERS AUTHORITY FOR THE ABOVE NAMED TO VOTE IN HIS DISCRETION WITH RESPECT TO ANY AMENDMENTS OR VARIATIONS TO THE MATTERS IDENTIFIED IN THE NOTICE OF MEETING ACCOMPANYING THIS PROXY AND ANY OTHER MATTER WHICH MAY PROPERLY COME BEFORE THE MEETING.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON, WHO NEED NOT BE A SHAREHOLDER, TO ATTEND AND ACT ON HIS BEHALF AT THE MEETING OTHER THAN THE PERSONS DESIGNATED IN THIS FORM OF PROXY. SUCH RIGHT MAY BE EXERCISED BY INSERTING THE NAME OF SUCH PERSON IN THE BLANK SPACE PROVIDED.

1. For or, Withhold from voting for the election of the nominees for directors identified in the information circular or vote individually as follows:

- | | | |
|-----|-----------------------|--|
| (a) | Ernest W. Harrison | For <input type="checkbox"/> or, Withhold from voting <input type="checkbox"/> |
| (b) | Robert J. Chase | For <input type="checkbox"/> or, Withhold from voting <input type="checkbox"/> |
| (c) | Fred Sharpley, P. Geo | For <input type="checkbox"/> or, Withhold from voting <input type="checkbox"/> |
| (d) | Stephen Mlot, P. Eng. | For <input type="checkbox"/> or, Withhold from voting <input type="checkbox"/> |

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2. For or, Withhold from voting for the appointment of ABRAHAM CHAN LLP, CHARTERED ACCOUNTANTS, as auditors of Company and the authorization of the directors to fix their remuneration.
3. For or, Against a resolution approving the existing stock option plan enacted in 1995 in accordance with the policies of the TSX Venture Exchange for the directors, officers, employees and consultants of the Company.
4. For or, Against for the approval and confirmation of all previous directors meetings, minutes of all previous shareholders' meetings and all the acts of the directors of the Company since the last shareholder meeting.

If this proxy is not dated, it will be deemed to be dated on the date upon which it is mailed to the company.

DATED at _____, this _____ day of May, 2016.

SIGNATURE OF SHAREHOLDER

(PRINT YOUR NAME AND ADDRESS)

(First Name and Surname)

(Number and Street)

(Apartment) (City)

(Province) (Postal Code)

(Number of Shares)