



Appointment of Proxyholder

I/We, being holders of common shares of Karnalyte Resources Inc. (the “Company”), hereby nominates, constitutes and appoints Robin L. Phinney, President of the Company, 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 Meeting of Shareholders of the Company to be held at 1:00 p.m. (Saskatoon time) on May 5, 2017, at the Hampton Inn and Suites by Hilton Saskatoon Airport, at -110 Gateway Boulevard, Saskatoon, Saskatchewan, S7L 1S4 (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:

Management voting recommendations are indicated by highlighted text above the boxes. Management makes no recommendation regarding the nominees listed in 4 through 9 (the “Shareholder Nominees”) under Item 1 below.

Please use dark black pencil or pen.

1. The election of the following as Directors of the Company

A shareholder must indicate a FOR vote only with respect to six of the nine Director nominees below.

	FOR	WITHHOLD
1. Robin Phinney.....	<input type="checkbox"/>	<input type="checkbox"/>
2. Vishvesh D. Nanavaty	<input type="checkbox"/>	<input type="checkbox"/>
3. Sanjeev Varma	<input type="checkbox"/>	<input type="checkbox"/>
4. Robert D. Banman	<input type="checkbox"/>	<input type="checkbox"/>
5. Peter Matson	<input type="checkbox"/>	<input type="checkbox"/>
6. Donald A. Parfitt.....	<input type="checkbox"/>	<input type="checkbox"/>
7. W. Todd Rowan.....	<input type="checkbox"/>	<input type="checkbox"/>
8. Gregory Szabo	<input type="checkbox"/>	<input type="checkbox"/>
9. Mark Zachanowich.....	<input type="checkbox"/>	<input type="checkbox"/>

2. The appointment of KPMG LLP, as auditor of the Company for the ensuing year and to authorize the Board of Directors of the Company to fix the auditor’s remuneration

FOR	WITHHOLD
<input type="checkbox"/>	<input type="checkbox"/>

3. 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 in accordance with the Management voting recommendation highlighted above and will not be voted for (or withheld from voting) any of the Shareholder Nominees listed in 4 through 9 of Item 1 above. If no voting instructions are indicated above and you appoint another proxyholder, this Proxy will be voted 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, May 3rd, 2017.**

Proxy Form – Annual Meeting of Shareholders of Karnalyte Resources Inc. to be held on May 5th, 2017

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

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.

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, May 3rd, 2017.