

Mindoro Resources Ltd.

PROXY SOLICITED BY MANAGEMENT FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

June 14, 2011

The undersigned holder of common shares of Mindoro Resources Ltd. (the "Company") hereby appoints A. Robson Garden, Chairman of the Board, Jon Dugdale, President and Chief Executive Officer, or Penny Gould, Vice-President and Corporate Secretary, or, instead of any of them, _____ as proxy, to vote on behalf of the undersigned, at the annual and special meeting to be held in the Barclay Room, Westin Hotel, 320 4th Ave. SW, Calgary, Alberta, on June 14, 2011 at 10:00 a.m. (Calgary time) and at any adjournments (the "Meeting") with the same powers that the undersigned would have if they were present at the Meeting, or any adjournment:

1. Electing directors for the ensuing year

	FOR	WITHHOLD
James A. Climie.....	<input type="checkbox"/>	<input type="checkbox"/>
Jon Dugdale	<input type="checkbox"/>	<input type="checkbox"/>
Doug Frondall.....	<input type="checkbox"/>	<input type="checkbox"/>
A. Robson Garden	<input type="checkbox"/>	<input type="checkbox"/>
Christopher de Guingand.....	<input type="checkbox"/>	<input type="checkbox"/>
Oscar S. Reyes.....	<input type="checkbox"/>	<input type="checkbox"/>
John Tosney.....	<input type="checkbox"/>	<input type="checkbox"/>
Howard Walker	<input type="checkbox"/>	<input type="checkbox"/>

2. Appointing PricewaterhouseCoopers as auditors for the ensuing year FOR WITHHOLD
3. Approving the Stock Option Plan..... FOR AGAINST

On any amendments or variations to the foregoing or any other business which may properly come before the Meeting, or any adjournment thereof, the said proxy is authorized to act or vote as he or she may determine. Shares represented by this proxy will be voted or withheld from voting as specified above. **In the absence of specific direction, the shares will be voted "FOR". If any other business or amendments to matters identified in the notice properly comes before the Meeting, then discretionary authority is given to the person appointed in the proxy to vote in the manner he or she sees fit.**

The undersigned shareholder hereby revokes any proxy previously given to attend and vote at said meeting.

Dated _____, 2011

Signature of Shareholder

Name of Shareholder (Please Print)

THIS PROXY FORM IS NOT VALID UNLESS IT IS SIGNED AND DATED AND DELIVERED AS INSTRUCTED IN NOTE 4

(see page 2 for Notes).

NOTES:

1. **This proxy is solicited by the Management of the Company.**
2. **A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON, WHO NEED NOT BE A SHAREHOLDER, TO ATTEND AND ACT ON SUCH SHAREHOLDER'S BEHALF AT THE ANNUAL AND SPECIAL MEETING OTHER THAN THE PERSONS DESIGNATED IN THIS FORM OF PROXY. THIS RIGHT MAY BE EXERCISED BY INSERTING SUCH OTHER PERSON'S NAME IN THE BLANK SPACE PROVIDED FOR THAT PURPOSE OR BY COMPLETING ANOTHER PROPER FORM OF PROXY AND, IN EITHER CASE, BY DELIVERING THE COMPLETED FORM OF PROXY TO THE COMPANY AS INDICATED BELOW.**
3. This form of proxy must be dated and executed by the shareholder or his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney duly authorized. A copy of such authorization should accompany this form of proxy. Persons signing as executors, administrators, trustees, etc. should so indicate. If this form of proxy is undated, it will be deemed to bear the date on which it was mailed to the shareholder by the Company.
4. In order for this form of proxy to be effective at the Meeting or any adjournment(s) thereof, it must be signed, dated and deposited with:

**Valiant Trust Company,
Attention: Proxy Department
600 - 750 Cambie Street,
Vancouver BC V6B 0A2**

Fax: (+604) 681-3067

Email: inquiries@valianttrust.com

Signed and dated proxies must be received by mail, fax or email at the office of Valiant Trust not less than 48 hours (excluding Saturdays, Sundays and holidays) preceding the time set for holding the Meeting, or any adjournment, or with the Chairman of the Meeting prior to commencement of the Meeting.