



DIAMONDS CORP

FOR AGAINST WITHHOLD

APPOINTMENT OF PROXYHOLDER

I/We, being holder(s) of common shares of Pangolin Diamonds Corp. (the "Company") hereby appoint Graham Warren, Chief Financial Officer, or, failing him, Thomas A. Fenton, Director OR

4. Share consolidation

Approval of the Company's proposed share consolidation as more fully described in the Circular furnished in connection with the meeting.

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

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 on behalf of the undersigned in accordance with the below direction (or if no directions have been given, as the proxy sees fit) on all the following matters and any other matter that may properly come before the **Annual and Special Meeting of Shareholders of the Company to be held at 10:00 a.m. (Toronto time) on Wednesday, December 18, 2019, at the offices of Aird & Berlis LLP, Brookfield Place, Suite 1800, 181 Bay Street, Toronto, Ontario, Canada (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.

Signature(s) _____ Date _____

Please sign exactly as your name(s) appear on this proxy. Please see reverse for instructions. **All proxies must be received by 10:00 am on Monday, December 16, 2019.**

Voting recommendations are indicated by **highlighted text** over the boxes. Please use a dark black pencil or pen.

1. Election of Directors

FOR **WITHHOLD**

- 1. Leon Daniels
- 2. Louis Péroquin
- 3. Thomas A. Fenton
- 4. Patrick A. Harford

2. Appointment of Auditors

FOR **AGAINST** **WITHHOLD**

Appointment of McGovern Hurley LLP as Auditors

3. Stock Option Plan

Approval of the Company's rolling stock option plan as more fully described in the Management Information Circular (the "Circular") furnished in connection with the meeting.

Proxy Form

Annual and Special Meeting of Shareholders of Pangolin Diamonds Corp. to be held on Wednesday, December 18, 2019 (the "Meeting")

Notes to Proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).

2. This proxy must be signed by a holder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your name appears on this proxy. If the holder 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.

3. If the securities are registered in the name of an executor, administrator or trustee, please sign exactly as your name appears on this proxy. If the securities are registered in the name of a deceased or other holder, 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 holder must be attached to this proxy.

4. Some holders may own securities as both a registered and a beneficial holder; in which case you may receive more than one Circular and will need to vote separately as a registered and beneficial holder. Beneficial holders 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 securities they beneficially own. Beneficial holders should follow instructions for voting conveyed to them by their intermediaries.

5. If a security is held by two or more individuals, 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 the number of securities indicated on the proxy.

6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.

7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting or any adjournment or postponement thereof.

All holders should refer to the Circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

All proxies must be received by 10:00 am on Monday, December 16, 2019.

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:

AST Trust Company (Canada)
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 proxyvote@astfinancial.com.

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