

OPTA MINERALS INC.

PROXY

THIS PROXY IS SOLICITED BY MANAGEMENT OF OPTA MINERALS INC. (the “Corporation”) for use at the annual and special meeting of shareholders of the Corporation (the “Meeting”) to be held at The National Club – Tudor Room, 303 Bay Street, Toronto, Ontario at 9:00 a.m. (Toronto time) on Tuesday, June 7, 2011.

The undersigned, being a registered shareholder of the Corporation, hereby appoints, Jeremy N. Kendall, Chairman of the Corporation, or failing him, David J. Kruse, President and Chief Executive Officer of the Corporation, or instead of either of them, _____, as proxyholder for and on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting, or at any adjournment or postponement thereof, to the same extent and with the same power as if the undersigned were personally present at the Meeting, or any adjournment or postponement thereof. The undersigned hereby directs the proxyholder to vote the common shares of the Corporation recorded in the name of the undersigned as follows:

1.	FOR <input type="checkbox"/> WITHHOLD <input type="checkbox"/>	in respect of the election of <u>Jeremy Kendall</u> as a director of the Corporation
2.	FOR <input type="checkbox"/> WITHHOLD <input type="checkbox"/>	in respect of the election of <u>David Kruse</u> as a director of the Corporation
3.	FOR <input type="checkbox"/> WITHHOLD <input type="checkbox"/>	in respect of the election of <u>Steven Bromley</u> as a director of the Corporation
4.	FOR <input type="checkbox"/> WITHHOLD <input type="checkbox"/>	in respect of the election of <u>Victor Hepburn</u> as a director of the Corporation
5.	FOR <input type="checkbox"/> WITHHOLD <input type="checkbox"/>	in respect of the election of <u>Donald Loeb</u> as a director of the Corporation
6.	FOR <input type="checkbox"/> WITHHOLD <input type="checkbox"/>	in respect of the election of <u>Austin Beutel</u> as a director of the Corporation
7.	FOR <input type="checkbox"/> WITHHOLD <input type="checkbox"/>	in respect of the election of <u>Bernhard Rumbold</u> as a director of the Corporation
8.	FOR <input type="checkbox"/> WITHHOLD <input type="checkbox"/>	in respect of the re-appointment of RSM Richter LLP, Chartered Accountants, as auditors of the Corporation and the authorization of the board of directors to fix the remuneration of the auditors
9.	FOR <input type="checkbox"/> AGAINST <input type="checkbox"/>	the resolution approving an amendment to the stock option plan of the Corporation to amend the number of common shares of the Corporation reserved for issuance under the plan to that number of common shares as is equal to 10% of the total number of common shares of the Corporation outstanding from time to time.

To be valid, this proxy must be deposited at the office of the registrar and transfer agent of the Corporation, Equity Financial Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1 (Attention: Proxy Department), facsimile #: 416-595-9593, on or before 5:00 p.m. (Toronto time) on Friday, June 3, 2011, or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment or postponement of the Meeting at which the proxy is to be used. This proxy may also be deposited with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment or postponement thereof.

DATED this ____ day of _____, 2011

Name of Shareholder (Please Print)

Signature of Shareholder
(See Notes on Reverse Side)

NOTES:

- (1) This form of proxy (“**Instrument of Proxy**”) must be signed by you, the registered holder of common shares of the Corporation, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; 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.
- (2) **A shareholder may appoint as proxy a person (who need not be a shareholder) other than the persons designated in this Instrument of Proxy to attend and act on the shareholder’s behalf at the Meeting or at any adjournments or postponements thereof by striking the names of the persons designated on this Instrument of Proxy and inserting the name of such other person in the space provided or by completing another proper form of proxy. The proxyholder must attend the Meeting to vote on your behalf.**
- (3) **The common shares of the Corporation represented by this Instrument of Proxy will, on any ballot that may be called for, be voted in accordance with the instructions given by the shareholder. In the absence of any instructions as to voting on this Instrument of Proxy, the proxyholder will vote “FOR” all matters to come before the Meeting.**
- (4) This Instrument of Proxy must be deposited at the office of the registrar and transfer agent of the Corporation, Equity Financial Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1 (Attention: Proxy Department), facsimile #: 416-595-9593, on or before 5:00 p.m. (Toronto time) on Friday, June 3, 2011, or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment or postponement of the Meeting at which the proxy is to be used. The Instrument of Proxy may also be deposited with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment or postponement thereof.
- (5) If this Instrument of Proxy is not dated in the space above, it will be deemed to bear the date on which it is mailed by the Corporation.
- (6) 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 scrutineer before the commencement of the Meeting and revoke, in writing, prior Instruments of Proxy.

PLEASE COMPLETE AND RETURN IN THE ENVELOPE PROVIDED