

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 St., Toronto Ontario, Canada, at 9:00 a.m. (Toronto time) on Friday, May 11, 2007.

The undersigned holder of common shares of the Corporation hereby appoints Jeremy N. Kendall, Chairman, or failing him, David J. Kruse, President & Chief Executive Officer, or instead of either of them, _____, as proxy, with full power of substitution, to attend, vote and otherwise act for the undersigned at the Meeting, and at any and all adjournments thereof, to the same extent and with the same power as if the undersigned were personally present at the Meeting, or any such adjournments or postponements, and without limiting the general authorization and power hereby given, the persons named above are specifically directed to vote the common shares of the Corporation registered in the name of the undersigned shareholder as follows:

- 1. FOR () or WITHHOLD () in respect of the election of Jeremy Kendall, David Kruse, Steven Bromley, Victor Hepburn, Donald Loeb, Antonio Tavares and Austin Beutel as directors of the Corporation.**
- 2. FOR () or WITHHOLD () in respect of the re-appointment of PricewaterhouseCoopers LLP as auditors of the Corporation and the authorization of the Board to fix their remuneration.**
- 3. FOR () or AGAINST () in respect of the resolution approving certain amendments to the Corporation’s Stock Option Plan.**

TO BE VALID, THIS PROXY MUST BE DEPOSITED AT THE OFFICE OF THE REGISTRAR AND TRANSFER AGENT OF THE CORPORATION, EQUITY TRANSFER & TRUST COMPANY, 200 UNIVERSITY AVENUE, SUITE 400, TORONTO, ONTARIO, M5H 4H1 (ATTENTION: PROXY DEPARTMENT), ON OR BEFORE 5:00 P.M. (TORONTO TIME) ON TUESDAY, MAY 8, 2007, OR AT LEAST 48 HOURS, EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS, BEFORE ANY ADJOURNMENT OR POSTPONEMENT OF THE MEETING.

This proxy revokes and supersedes all proxies of earlier date.

DATED this _____ day of _____, 2007

Name of Shareholder (Please Print)

Signature of Shareholder

Please see Notes on reverse

NOTES:

- (1) If the shareholder is an individual, please sign exactly as your shares are registered. If the shareholder is a Corporation, this proxy must be executed by a duly authorized officer or attorney of the shareholder and, if the Corporation has a corporate seal, its corporate seal should be affixed. If shares are registered in the name of an executor, administrator or trustee, please sign exactly as the shares are registered. If the shares are registered in the name of a deceased shareholder, the shareholder's name must be printed in the space provided, the proxy must be signed by the legal representative with his name printed below his signature and evidence of authority to sign on behalf of the shareholder must be attached to this proxy.
- (2) **A shareholder may appoint as proxy a person (who need not be a shareholder) other than the persons designated in this form 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 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 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 proxy, this proxy will be voted "FOR" all matters to come before the Meeting.**
- (4) A duly completed proxy must be deposited at the office of the registrar and transfer agent of the Corporation, Equity Transfer & Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1 (Attention: Proxy Department), on or before 5:00 p.m. (Toronto time) on Tuesday, May 8, 2007, 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. Proxies 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 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) To be valid, this proxy must be dated and signed by you, as the registered holder of common shares of the Corporation, or as a person named as a proxyholder in respect of the Meeting in an omnibus proxy containing a power of substitution, or your attorney.

PLEASE COMPLETE AND RETURN IN THE ENVELOPE PROVIDED