



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

**Security Class** 

**Holder Account Number** 

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# Form of Proxy - Annual General Meeting to be held on May 5, 2016

# This Form of Proxy is solicited by and on behalf of Management.

### 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. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
- 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.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 4:00 pm, Eastern Time, on May 3, 2016.

### VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



#### To Vote Using the Telephone

Call the number listed BELOW from a touch tone telephone

1-866-732-VOTE (8683) Toll Free



#### To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- Smartphone?
  Scan the QR code to vote now.



#### To Receive Documents Electronically

 You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com and clicking at the bottom of the page.

#### If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

### **CONTROL NUMBER**

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## **Appointment of Proxyholder**

I/We, being holder(s) of Dundee Precious Metals Inc. hereby appoint: Jonathan Goodman, Executive Chair of the Corporation, or failing him Richard Howes, President and Chief Executive Officer of the Corporation

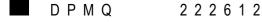
Print the name of the person you are appointing if this person is someone other than the Management OR Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General Meeting of shareholders of Dundee Precious Metals Inc. to be held at the TMX Broadcast Centre Gallery, 130 King Street West, Toronto, Ontario M5X 1J2 on May 5, 2016 at 4:00 pm (Toronto time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.							

1. Election of Directors	For	Withhold	I	For	Withhold			For	Withhold
01. R. Peter Gillin			02. Jonathan Goodman			03. Richard Howes			
04. Murray John			05. Jeremy Kinsman			06. Garth A.C. MacRad	е		
07. Peter Nixon			08. Marie-Anne Tawil			09. Anthony P. Walsh			
10. Donald Young									
remuneration.  3. Advisory Resolution To consider, and if deemed appropri compensation, as more particularly of					ration's a	oproach to executive		For	Against
Authorized Signature(s) - This instructions to be executed.  I/We authorize you to act in accordance revoke any proxy previously given with reindicated above, this Proxy will be vot	with my/ou	ır instructior ne Meetina.	ns set out above. I/We hereby	Signature(s)			Date		YY
Interim Financial Statements - Mark this box like to receive Interim Financial Statements an accompanying Management's Discussion and mail.	d		Annual Financial Statements - Mar NOT like to receive the Annual Finar accompanying Management's Discu mail.	icial Statements and					

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.



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