

**MACDONALD MINES EXPLORATION LTD.
Form of Proxy**

Type of Meeting: Annual General and Special Meeting (the "Meeting")
 Name of Company: **MACDONALD MINES EXPLORATION LTD.** (the "Company")
 Meeting Date: Thursday, June 11, 2009
 Meeting Time: 11:00 a.m. (local time)
 Meeting Location: Suite 3700 – 800 Place Victoria, Stock Exchange Tower, Montreal, Quebec H4Z 1E9

The undersigned Shareholder of the Company hereby appoints [**J.A. Kirk McKinnon, President and a director**] of the Company, or in his absence, [**Richard Schler, Vice-President and a director**] of the Company,

or instead of the foregoing, _____ (please print the name) 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 Shareholder in respect of all matters that may properly come before the Meeting and at every adjournment thereof, to the same extent and with the same powers as if the undersigned Shareholder were present at the Meeting, or any adjournment thereof.

Resolutions (for full details of each item, please see the accompanying Notice of Annual General Meeting and Information Circular, dated May 4, 2009):

	For	Withhold
1. To appoint Moore Stephens Cooper, Molyneux LLP, Chartered Accountants, as Auditors	_____	_____
2. (a) To elect Hadyn Butler as a director	_____	_____
(b) To elect Julie Lassonde-Gray as a director	_____	_____
(c) To elect J.A. Kirk McKinnon, as a director	_____	_____
(d) To elect John P. Sanderson, as a director	_____	_____
(e) To elect Richard Schler as a director	_____	_____
(f) To elect Alex Iannone as a director	_____	_____
(g) To elect Robin Chisholm as a director	_____	_____
	For	Against
3. To authorize the directors to fix the Auditors' remuneration	_____	_____
4. To approve continuation of implementation of the Stock Option Plan as currently instituted.	_____	_____
5. To approve share issuances in lieu of cash remuneration to Directors and Officers with respect to services rendered to a maximum limit of \$100,000 collectively.	_____	_____
6. To approve Stock Option re-pricing.	_____	_____

TO BE VAILD, THIS PROXY MUST BE RECEIVED BY THE CORPORATION, OR ITS AGENT, EQUITY TRANSFER AND TRUST COMPANY, 200 UNIVERSITY AVENUE, SUITE 400, TORONTO, ONTARO M5H 4H1, NOT LATER THAN 11:00AM ON JUNE 9, 2009.

This proxy revokes and supersedes all proxies of earlier date.

THIS PROXY MUST BE DATED.

DATED this _____ day of _____ 2009

Name of shareholder

Signature of Shareholder