

PROXY

FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 27, 2010

The undersigned Shareholder of ROCKEX LIMITED (the "Corporation") hereby nominates, constitutes and appoints Pierre Gagné or, failing him, Thomas Atkins or, instead of any of the foregoing, _____ as nominee and attorney of the undersigned, with full power of substitution, to attend, vote and otherwise act for and on behalf of the undersigned at the Annual and Special Meeting of Shareholders of the Corporation to be held on Thursday, the 27th day of May, 2010 at Valhalla Inn, 1 Valhalla Inn Road, Thunder Bay, Ontario, Boardroom #2 at the hour of 2:30 p.m. in the afternoon (local time) and at any adjournment thereof, to the same extent and with the same power as if the undersigned were personally present at the said meeting or such adjournment or adjournments thereof and, without limiting the generality of the power hereby conferred, the nominees are specifically directed to vote the shares represented by this proxy as follows:

- 1. VOTE FOR [] or WITHHOLD FROM VOTING ON [] the appointment of Grant Thornton LLP, Chartered Accountants, as accountants/auditors of the Corporation, and the authorization of the Directors to fix the remuneration and terms of engagement of the auditors.
2. VOTE FOR [] or AGAINST [] amending the Articles of the Corporation to increase the minimum number and the maximum number of directors, to fix the number of directors at six (6) and thereafter to empower the directors to fix the number of directors within the minimum and maximum as provided in the Articles.
3. VOTE FOR [] or AGAINST [] amending the Articles of the Corporation to increase the authorized capital of the Corporation by creating an unlimited number of special shares issuable in series.
4. VOTE FOR [] or AGAINST [] amending the Articles of the Corporation to change the name of the Corporation to Rockex Mining Limited.
5. VOTE on the election of the following nominees for director:

Table with 2 columns: FOR, WITHHOLD. Rows list nominees: Thomas Atkins, Chris Dougherty, Gilles Filion, Pierre Gagné, Donald A. Sheldon, Jon Tondeur.

- 6. VOTE FOR [] or AGAINST [] approving, ratifying and confirming the stock option plan passed by the director of the Corporation on February 1, 2010.
7. VOTE FOR [] or AGAINST [] ratifying all resolutions, contracts, acts and proceedings of the director and officers of the Corporation.

Where no choice is specified above, this Proxy will be voted for each of the matters enumerated above.

This Proxy confers discretionary authority as to any amendments proposed at the Meeting in respect of matters identified in the Notice of Annual and Special Meeting of Shareholders dated Wednesday, May 12, 2010 and as to any other matters that may properly come before the Meeting or any adjournment thereof. As of the date hereof, management of the Corporation knows of no such amendment or other matters. The shares represented by this Proxy will be voted or withheld from voting in accordance with the specification, if any, of the undersigned in respect of any ballot that may be called for at the meeting or any adjournment thereof. The undersigned hereby revokes all prior proxies given with respect to the shares of the undersigned and authorizes the person using this proxy to inform holders of any prior proxy of such revocation.

DATED the ___ day of May, 2010.

Common Shares
[Please insert number of shares held]

Per: Signature of Shareholder

Please print name of signatory

Please print corporate or trust name of shareholder (if applicable)

Please sign your name exactly as it appears on your share certificate in respect of shares of the Corporation. Unless this Proxy is dated in the space above provided for that purpose, it shall be deemed to bear the date on which it was sent by the Corporation, namely, May 12, 2010. A shareholder may appoint a proxyholder (who need not be a shareholder) other than the persons designated in this form of Proxy to attend and act on his or her behalf at the meeting. To exercise this right, the shareholder should either (i) insert such person's name in the space provided, or (ii) submit another appropriate proxy. This form of Proxy must be signed by the shareholder or his or her attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. If the shares are held in the name of one or more owners (e.g. joint ownership, trustees, executors, etc.), then all those registered should sign this Proxy. If a shareholder's shares are registered in the name of a broker or other intermediary, a proxy will not be valid unless signed by the registered holder. If you are a shareholder and received this proxy from a broker or other intermediary, in whose name the shares are registered, follow the instructions from the broker or other intermediary enclosed with this proxy.

Proxies submitted must be received at 580 New Vickers Street, Thunder Bay, Ontario P7E 6P1 by 12:00 noon (local time) on Thursday, May 27, 2010 in default of which they may be treated as invalid, although the Chairman of the Meeting has the discretion to accept proxies filed after that time.