

Security Class

Holder Account Number

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Form of Proxy - Annual General and Special Meeting to be held on June 8, 2010

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 Management Information Circular (the "Circular").

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Proxies submitted must be received by 10:00 am, Eastern Time, on June 4, 2010.

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



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.computershare.com/eDelivery and clicking on "eDelivery Signup".

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



Appointment of Proxyholder

The undersigned holder(s) of Breakwater Resources Ltd. hereby appoint(s) Garth A.C. MacRae, the Chairman of the Board or failing him, David M. Petroff, the President and Chief Executive Officer

OR

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

as my/our proxyholder, with full power of substitution, to attend, act at and vote for and on my/our behalf the common shares of the Corporation held of record on April 29, 2010 by the undersigned in accordance with the following direction (and if no directions have been given, as the proxyholder determines appropriate) and all other matters that may properly come before the Annual General and Special Meeting of the Corporation to be held at The Hockey Hall of Fame, Brookfield Place, 30 Yonge St. on June 8, 2010 at 10:00 a.m. (Toronto time) and at any adjournment thereof and including, without limiting the general authorization and power hereby given.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

For **Withhold**

1. Election of Directors

Management recommends that you vote **FOR** all of the nominees set out in the accompanying circular as directors of the Corporation.

Vote FOR or WITHHOLD for all nominees proposed by Management

For **Withhold**

2. Appointment of Auditors

Appointment of PricewaterhouseCoopers LLP as Auditors

For **Against**

3. Amendment to the Share Incentive Plan

To authorize an amendment to the Share Incentive Plan, as fully described in the accompanying Management Information Circular.

For **Against**

4. Amendment to the Deferred Share Unit Plan

To authorize an amendment to the Deferred Share Unit Plan, as fully described in the accompanying Management Information Circular.

For **Against**

5. Amendment to the Articles

To authorize an amendment of the Articles of the Company consolidating the Company's issued and outstanding Common Shares on the basis of one (1) Common Share for every ten (10) issued and outstanding Common Shares, as fully described in the accompanying Management Information Circular.

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Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive interim financial statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

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/maillinglist.



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