

**VOTING INSTRUCTION FORM  
BREAKWATER RESOURCES LTD.**

**SEE VOTING INSTRUCTIONS ON REVERSE  
WE NEED TO RECEIVE YOUR VOTING INSTRUCTIONS AT LEAST  
ONE BUSINESS DAY BEFORE THE PROXY DEPOSIT DATE.**

**INTERNET VOTE: WWW.PROXYVOTE.COM  
TELEPHONE VOTE: 1-800-474-7493**

MEETING TYPE: ANNUAL AND SPECIAL MEETING  
MEETING DATE: TUESDAY, JUNE 08, 2010 AT 10:00 A.M. EDT  
RECORD DATE: FOR HOLDERS AS OF APRIL 29, 2010  
PROXY DEPOSIT DATE: JUNE 04, 2010  
ACCOUNT NUMBER:  
CUSIP: 106902307 CUID: P95588 E CONTROL NO. :

APPOINTEE(S) **GARTH A.C. MACRAE, DAVID M. PETROFF**  
IF YOU WISH TO ATTEND THE MEETING OR DESIGNATE ANOTHER PERSON TO ATTEND, VOTE AND ACT ON YOUR BEHALF AT THE MEETING, OR ANY ADJOURNMENT THEREOF, OTHER THAN THE PERSON(S) SPECIFIED ABOVE, PRINT YOUR NAME OR THE NAME OF THE PERSON ATTENDING THE MEETING ON THE APPOINTEE LINE BELOW.

ITEM(S) \_\_\_\_\_ PLEASE PRINT APPOINTEE NAME \_\_\_\_\_ VOTING RECOMMENDATIONS \_\_\_\_\_

- 1 \* ELECTION OF DIRECTORS FOR ALL OF THE NOMINEES SET OUT IN THE ----->>> FOR --->>>  
ACCOMPANYING CIRCULAR AS DIRECTORS OF THE CORPORATION. 0010112
- 2 \* APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AUDITORS. ----->>> FOR --->>>  
0010200
- 3 \* TO AUTHORIZE AN AMENDMENT TO THE SHARE INCENTIVE PLAN, AS FULLY ---->>> FOR --->>>  
DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR. 0020102
- 4 \* TO AUTHORIZE AN AMENDMENT TO THE DEFERRED SHARE UNIT PLAN, AS ----->>> FOR --->>>  
FULLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION 0039900  
CIRCULAR.
- 5 \* TO AUTHORIZE AN AMENDMENT OF THE ARTICLES OF THE COMPANY ----->>> FOR --->>>  
CONSOLIDATING THE COMPANY'S ISSUED AND OUTSTANDING COMMON SHARES 0090601  
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.

\*NOTE\* THIS FORM CONFERS DISCRETIONARY AUTHORITY TO VOTE ON SUCH  
OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY  
ADJOURNMENT THEREOF.  
\*NOTE\* THIS VOTING INSTRUCTION FORM SHOULD BE READ IN  
CONJUNCTION WITH THE ACCOMPANYING INFORMATION CIRCULAR.

UNDER SECURITIES REGULATIONS, SECURITYHOLDERS MAY ELECT ANNUALLY TO  
RECEIVE THE ANNUAL, INTERIM FINANCIAL STATEMENTS OR BOTH INCLUDING RELEVANT  
MD&A BY MAIL. INDICATE YOUR PREFERENCE IN THE APPROPRIATE BOX(S) PROVIDED.

TELEPHONE VOTE AT 1-800-474-7493 OR  
INTERNET VOTE AT WWW.PROXYVOTE.COM

FOLD IN HALF - DO NOT DETACH

THIS SPACE INTENTIONALLY LEFT BLANK.

ITEM(S) (FILL IN ONLY ONE BOX "  " PER ITEM IN BLUE OR BLACK INK)

FOR	<input type="checkbox"/>	WITHHOLD	<input type="checkbox"/>	2 ITEM(S) SHARE(S)
FOR	<input type="checkbox"/>	WITHHOLD	<input type="checkbox"/>	
FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	
FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	
FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	

CONTROL NO. : →

5970 CHEADWORTH WAY  
MISSISSAUGA, ON L5R 4G5

**Broadridge™**

10 1  
2 2  
P95588

**BREAKWATER RESOURCES LTD.  
950 - 95 WELLINGTON ST. WEST  
TORONTO, ON M5J 2N7  
CANADA**

\* ISSUER CONFIRMATION COPY - INFO ONLY \*  
THIS FORM IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY  
PLEASE DO NOT USE IT FOR VOTING PURPOSES.  
SIGNATURE(S) \_\_\_\_\_ DATE (DD/MM/YY) \_\_\_\_\_  
\* INVALID IF NOT SIGNED \*

FOLD IN HALF - DO NOT DETACH

NONE  ANNUAL  INTERIM

1-1-0001  
**VOTING INSTRUCTION FORM**  
**BREAKWATER RESOURCES LTD.**

**SEE VOTING INSTRUCTION NO. 2 ON REVERSE**

**INTERNET VOTE: WWW.PROXYVOTE.COM**  
**TELEPHONE VOTE: 1-800-454-8683**

**MEETING TYPE:** ANNUAL AND SPECIAL MEETING  
**MEETING DATE:** TUESDAY, JUNE 08, 2010 AT 10:00 A.M. EDT  
**RECORD DATE:** FOR HOLDERS AS OF APRIL 29, 2010  
**PROXY DEPOSIT DATE:** JUNE 04, 2010  
 106902307

1-1-0001

**WE NEED TO RECEIVE YOUR VOTING INSTRUCTIONS AT LEAST ONE BUSINESS DAY BEFORE THE PROXY DEPOSIT DATE.**

**ITEM(S)**

- ELECTION OF DIRECTORS FOR ALL OF THE NOMINEES SET OUT IN THE ACCOMPANYING CIRCULAR AS DIRECTORS OF THE CORPORATION.
- APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AUDITORS.
- TO AUTHORIZE AN AMENDMENT TO THE SHARE INCENTIVE PLAN, AS FULLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR.
- TO AUTHORIZE AN AMENDMENT TO THE DEFERRED SHARE UNIT PLAN, AS FULLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR.
- 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.

\*NOTE\* THIS FORM CONFERS DISCRETIONARY AUTHORITY TO VOTE ON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.  
 \*NOTE\* THIS VOTING INSTRUCTION FORM SHOULD BE READ IN CONJUNCTION WITH THE ACCOMPANYING INFORMATION CIRCULAR.

UNDER SECURITIES REGULATIONS, SECURITYHOLDERS MAY ELECT ANNUALLY TO RECEIVE THE ANNUAL/INTERIM FINANCIAL STATEMENTS OR BOTH INCLUDING RELEVANT MD&A BY MAIL. INDICATE YOUR PREFERENCE IN THE APPROPRIATE BOX(S) PROVIDED.

**TELEPHONE VOTE AT 1-800-454-8683**  
**INTERNET VOTE AT WWW.PROXYVOTE.COM**

FOLD AND DETACH HERE

**VOTING RECOMMENDATIONS**

FOR --->>>  
 0010112  
 FOR --->>>  
 0010200  
 FOR --->>>  
 0020102  
 FOR --->>>  
 0039900  
 FOR --->>>  
 0080601

AQ --->>>

FOLD AND DETACH HERE

BREAKWATER RESOURCES LTD.  
 ANNUAL AND SPECIAL MEETING TO BE HELD 06/08/10 AT 10:00 A.M. EDT FOR HOLDERS AS OF 04/29/10

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**ITEM(S) (FILL IN ONLY ONE BOX " " PER ITEM IN BLUE OR BLACK INK)**

- FOR  WITHHOLD  AC \*\*\* ISSUER COPY \*\*\*
- FOR  WITHHOLD
- FOR  AGAINST
- FOR  AGAINST
- FOR  AGAINST
- FOR  AGAINST

FILL IN THE BOX " " TO THE RIGHT IF YOU PLAN TO ATTEND AND VOTE YOUR SHARES AT THE MEETING

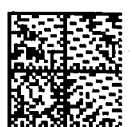


51 MERCEDDES WAY  
 EDGEWOOD NY 11717

BREAKWATER RESOURCES LTD.  
 950 - 95 WELLINGTON ST. WEST  
 TORONTO, ON M5J 2N7  
 CANADA

NONE  ANNUAL  INTERIM

\* ISSUER CONFIRMATION COPY - INFO ONLY \*  
 SIGNATURE(S) \_\_\_\_\_ DATE \_\_\_\_\_



P95587 106902307