

# HUMBER CAPITAL CORPORATION

## SOLICITATION OF PROXY MANAGEMENT FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

I, the undersigned, shareholder of Humber Capital Corporation (“Company”) hereby appoint Mr. Peter J Byrne, Chief Executive Office, or should he be absent or unable to act, [Mr. Jacques Frigon] or in their place \_\_\_\_\_ as his agent and proxy to act at the **Annual General Meeting of shareholders, to be held on [June 15, 2009 at 10:00 a.m.]**, at [15, Gamble Street East, Suite 204, Rouyn-Noranda (Québec)] and at any adjournment thereof, with authority to vote as specified below and as provided in the management proxy circular.

**FOR** or  **WITHOLD** from voting in relation to the election of the directors named in the Management Information Circular accompanying this proxy;

**FOR** or  **AGAINST** the Stock Option Plan of the Corporation.

**FOR** or  **WITHOLD** from voting in relation to the appointment of the auditors of the Corporation and to authorize the Board of directors to fix their remuneration;

**Should an amendment or change be duly brought up at the Meeting, the present proxy authorizes my representative to vote at his discretion upon said amendment or change. The management agrees to respect the shareholder’s instructions.**

The undersigned hereby revokes any proxy form previously given.

Dated this \_\_\_\_ day of \_\_\_\_\_ 2009.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name of the shareholder or name of the attorney  
(capital letters)

**A person whose shares are listed in the name of their agent will be allowed to vote only if they have a valid proxy from the agent authorizing them to vote in their name.**

### NOTE:

**Shareholders have the right to designate any person (who need not be a shareholder), other than the persons indicated herein, to attend and act on their behalf at the meeting, by inserting such other person’s name in the blank space provided.**

Please, sign and date the Proxy Form. If not dated in the space provided, the proxy form will be deemed to bear the date of which it was mailed by the Company. If the shareholder is a company, this Proxy Form must be executed by an officer or attorney thereof duly authorized.

The voting rights given by the shares represented by this proxy will be exercised during a vote, if there is any.