

PROXY

ANNUAL MEETING AND SPECIAL MEETING OF THE STOCKHOLDERS OF ROYAL MINES AND MINERALS CORP. (the "Company")

TO BE HELD AT: NORTHWEST LAW GROUP, 704-595 HOWE STREET, VANCOUVER, BC, CANADA V6C 2T5 ON AUGUST 22, 2013 AT 2:00 PM PST

The undersigned stockholder ("Registered Stockholder") of the Company hereby appoints K. Ian Matheson, Chief Executive Officer, President and a director of the Company, or failing this person, **Jason S. Mitchell**, Chief Financial Officer, Secretary, Treasurer and a director of the Company, or in place of the foregoing, _____ as proxyholder for and on behalf of the Registered Stockholder with the power of substitution to attend, act and vote for and on behalf of the Registered Stockholder in respect of all matters that may properly come before the Meeting of the Registered Stockholders of the Company and at every adjournment thereof, to the same extent and with the same powers as if the undersigned Registered Stockholder were present at the said Meeting, or any adjournment thereof.

The Registered Stockholder hereby directs the proxyholder to vote the securities of the Company registered in the name of the Registered Stockholder as specified herein

Resolutions (For full detail of each item, please see the enclosed Notice of Annual and Special Meeting and Proxy Statement)

1	Election of Directors Nominee: K. Ian Matheson Nominee: Jason S. Mitchell Nominee: Michael C. Boyko	For	Withhold	
		_____	_____	
		_____	_____	
		_____	_____	
		For	Against	Abstain
2.	Ratification of De Joya Griffith & Company LLC as the Company's Independent Registered Public Accounting Firm	_____	_____	_____
3.	Approval of 2013 Stock Option Plan	_____	_____	_____
4.	Amendment to Articles of Incorporation to increase the number of authorized shares of common stock to 900,000,000, par value \$0.001	_____	_____	_____
5.	Advisory Vote on Executive Compensation	_____	_____	_____
		Every Year	Every Second Year	Every Third Year
6.	Advisory Vote on Frequency of Vote on Executive Compensation	_____	_____	_____
		Every Year	Every Second Year	Every Third Year
		_____	_____	Abstain

The undersigned Registered Stockholder hereby revokes any proxy previously given to attend and vote at said Annual and Special Meeting.

***THIS PROXY FORM IS NOT VALID UNLESS IT IS SIGNED.
SEE IMPORTANT INFORMATION AND INSTRUCTIONS ON REVERSE***

SIGN HERE: _____

Please Print Name: _____

Date: _____

Number of Shares Represented by Proxy: _____

INSTRUCTIONS FOR COMPLETION OF PROXY

1. **This proxy is solicited by the Management of the Company.**
2. This form of proxy (the "Instrument of Proxy") ***must be signed by you, the Registered Stockholder***, or by your attorney duly authorized by you in writing, or, in the case of a company, by a duly authorized officer or representative of the company; and ***if executed by an attorney, officer, or other duly appointed representative***, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany this Instrument of Proxy.
3. ***If this Instrument of Proxy is not dated*** in the space provided, authority is hereby given by you, the Registered Stockholder, for the named proxies to date this proxy seven (7) calendar days after the date on which it was mailed to you, the Registered Stockholder.
4. ***A Registered Stockholder who wishes to attend the Meeting and vote on the resolutions in person***, may simply register with the scrutineers before the Meeting begins.
5. ***A Registered Stockholder who is not able to attend the Meeting in person but wishes to vote on the proposals set out in this Instrument of Proxy may appoint the management persons*** named on this Instrument of Proxy as proxy for the Registered Stockholder by completing and signing this Instrument of Proxy and by indicating your choice on a proposal by placing an "X" in the appropriate box. Where no choice is specified by a Registered Stockholder with respect to a proposal set out in this Instrument of Proxy, a management appointee acting as proxy will vote in favor of that proposal.
6. ***The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the Registered Stockholder on any poll*** of a resolution that may be called for and, if the Registered Stockholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. Further, the securities will be voted by the appointed proxy with respect to any amendments or variations of any of the resolutions set out on the Instrument of Proxy or matters which may properly come before the Meeting as the proxy, in its sole discretion, sees fit.

If a Registered Stockholder has submitted an Instrument of Proxy, ***the Registered Stockholder may still attend the Meeting and may vote in person***. To do so, the Registered Stockholder must record his/her attendance with the scrutineers before the commencement of the Meeting and revoke, in writing, the prior votes.

To be represented at the Annual and Special Meeting, this proxy form must be received at the office of the Company's legal counsel, Northwest Law Group, by mail or by fax no later than forty eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Annual and Special Meeting, or adjournment thereof or may be accepted by the Chairman of the Annual and Special Meeting prior to the commencement of the Annual and Special Meeting. The mailing address and fax number is:

**NORTHWEST LAW GROUP
704-595 HOWE STREET
Vancouver, British Columbia, Canada V6C 2T5
Fax No. (604) 687-6650**