

VIRGINIA MINES INC.

PROXY SOLICITED BY THE MANAGEMENT

The undersigned, shareholder of Virginia Mines Inc. (the "**Corporation**"), holding _____ common shares, hereby designates André Gaumond or failing him, André Lemire, or instead of them^{(1) (4)} _____ as proxy to act and vote for the undersigned in respect of all matters that may come before **the annual and special meeting of the shareholders of the Corporation to be held in the Dufour Room of the Clarendon Hotel, 57 Ste-Anne Street, Quebec City (Qc), on Wednesday, June 29, 2011, at 10:00 AM (local time), and at any adjournment thereof**, with authority to vote as specified below and as provided in the management proxy solicitation circular:

- | | | |
|--|--------------------------|----------------------|
| 1) To elect the directors of the Corporation | <input type="checkbox"/> | For |
| | <input type="checkbox"/> | Withhold from voting |
| 2) To appoint the auditors of the Corporation and authorize the Board of Directors to fix the auditors' remuneration | <input type="checkbox"/> | For |
| | <input type="checkbox"/> | Withhold from voting |
| 3) To approve shareholders' rights plan | <input type="checkbox"/> | For |
| | <input type="checkbox"/> | Against |

DATED _____ 2011⁽²⁾

Signature of shareholder⁽³⁾

NOTE:

- (1) Shareholders have the right to designate any other person (who needs 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.
- (2) If undated, this form of proxy shall be deemed to be dated as of the mailing date by the person making the solicitation.
- (3) This form of proxy must be signed by the shareholder or by his attorney duly authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized in writing.
- (4) The proxyholder may vote in the way he considers advisable on amendments and on new points brought before the meeting.