

Security Class

Holder Account Number

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Form of Proxy - Annual and Special General Meeting to be held on Friday, June 15, 2012

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 documentation provided by Management.

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Proxies submitted must be received by 2:00 PM, Pacific Time, on Wednesday, June 13, 2012.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone



To Vote Using the Internet

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free

- Go to the following web site:
www.investorvote.com

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 Designees 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

Management Designees are: **William J. Radvak**, President and CEO of the Corporation, or failing him, **Sandra Lee**, Corporate Secretary ("Management Designees"),

OR

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

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual and Special General Meeting of shareholders of American Vanadium Corp. to be held at Suite 1028 - 550 Burrard Street, Vancouver, BC, on Friday, June 15, 2012 at 2:00 PM Pacific Time and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. Brian E. Bayley	<input type="checkbox"/>	<input type="checkbox"/>	02. Alan D. Branham	<input type="checkbox"/>	<input type="checkbox"/>	03. George T. Hawes	<input type="checkbox"/>	<input type="checkbox"/>
04. Dr. E. Kelly Hyslop	<input type="checkbox"/>	<input type="checkbox"/>	05. William J. Radvak	<input type="checkbox"/>	<input type="checkbox"/>	06. Ronald J. Mac Donald	<input type="checkbox"/>	<input type="checkbox"/>

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For **Withhold**

2. Appointment and Remuneration of Auditors

Appointment of **Davidson & Company LLP, Chartered Accountants** as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

For **Against**

3. Stock Option Plan Renewal Resolution

To consider and, if thought fit, to pass an ordinary resolution renewing the Corporation's Stock Option Plan, as more particularly described in the Management Information Circular accompanying this Proxy.

For **Against**

4. Compensation Shares

To consider and, if thought fit, to pass an ordinary resolution of the disinterested shareholders, for the issuance of up to an aggregate of 2,600,000 common shares in the capital of the Corporation (the "Compensation Shares") to William J. Radvak and Cansource International Enterprises Inc. (50% owned by Ronald J. Mac Donald), on the basis and subject to the terms and conditions more particularly described in the Management Information Circular accompanying this Proxy.

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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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