

**PROXY**

**ANNUAL MEETING AND SPECIAL MEETING OF HOLDERS OF COMMON SHARES**

The undersigned holder of Common Shares without nominal or par value of CENTRAL FUND OF CANADA LIMITED (the "Corporation") hereby appoints J.C. Stefan Spicer of Ancaster, Ontario, or failing him, John S. Elder of Toronto, Ontario, or instead of either of the foregoing, \_\_\_\_\_ of \_\_\_\_\_

as proxyholder of the undersigned to attend and act for and on behalf of the undersigned at the annual and special meeting of shareholders of the Corporation (the "Common Meeting") to be held in Calgary, Alberta on Monday, the 28th day of February, 2005 at the hour of 11:15 o'clock a.m. (Mountain Standard Time) and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the Common Meeting or such adjournment or adjournments thereof; provided, however, that without otherwise limiting the generality of the authorization and power hereby conferred, the proxyholder named above is specifically directed, on any ballot that may be called for, to vote, or to withhold from voting, the Common Shares registered in the name of the undersigned as specified below:

TO VOTE FOR  TO WITHHOLD FROM VOTING

in respect of the election of directors;

TO VOTE FOR  TO WITHHOLD FROM VOTING

in respect of the re-appointment of the auditors and authorizing the Board to fix their remuneration;

TO VOTE FOR  AGAINST

the special resolution attached as Schedule A to the accompanying Joint Management Information Circular.

The Common Shares represented by this proxy will be voted or withheld from voting, as the case may be, in accordance with the foregoing directions on any ballot that may be called for and, if a holder specifies a choice with respect to any matter to be acted upon, the Common Shares shall be voted accordingly. IF A SHAREHOLDER DOES NOT SPECIFY THAT THE COMMON SHARES ARE TO BE WITHHELD FROM VOTING WITH RESPECT TO THE ELECTION OF DIRECTORS OR THE APPOINTMENT OF AUDITORS AND AUTHORIZING THE DIRECTORS TO FIX THE REMUNERATION OF THE AUDITORS OR TO BE VOTED FOR OR AGAINST THE APPROVAL OF THE SPECIAL RESOLUTION, SUCH COMMON SHARES WILL BE VOTED ON ANY BALLOT THAT MAY BE CALLED FOR IN RESPECT OF ANY SUCH MATTER AS SET OUT IN THE ACCOMPANYING JOINT MANAGEMENT INFORMATION CIRCULAR.

If any amendments or variations to matters identified in the notice of the Common Meeting are proposed at the Common Meeting or if any other matters properly come before the Common Meeting, this proxy confers discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the person voting the proxy at the Common Meeting.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2005

\_\_\_\_\_

(Signature of Shareholder)

NOTES:

1. A HOLDER OF COMMON SHARES HAS THE RIGHT TO APPOINT AS HIS OR HER PROXYHOLDER A PERSON (WHO NEED NOT BE A COMMON SHAREHOLDER) TO ATTEND AND TO ACT ON HIS OR HER BEHALF AT THE COMMON MEETING OTHER THAN THOSE PERSONS DESIGNATED ABOVE. A holder may do so by inserting the name of such other person in the blank space provided or by completing another proper form of proxy and, in either case, by delivering the completed form of proxy by postal or other delivery to the Secretary of the Corporation, for receipt not later than the date preceding the day of the Common Meeting or by depositing it with the Chairman of the Common Meeting prior to the commencement of such meeting.
2. This form of proxy must be dated and signed by the holder of Common Shares or his or her attorney authorized in writing or, if the holder is a corporation, by an officer or attorney thereof duly authorized.
3. If this form of proxy is not dated in the space provided above, it is deemed to bear the date on which it was mailed by the management of the Corporation.
4. If it is desired that the Common Shares represented by this proxy are to be withheld from voting on any ballot that may be called for with respect to such matter, the appropriate box or boxes above providing for withholding from voting should be marked with an X or a tick mark ✓.
5. THIS PROXY IS SOLICITED BY OR ON BEHALF OF THE MANAGEMENT OF THE CORPORATION.
6. THIS PROXY IS FOR USE BY COMMON SHAREHOLDERS AT THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF THE CORPORATION TO BE HELD ON MONDAY, FEBRUARY 28, 2005 AND AT ANY ADJOURNMENT OR ADJOURNMENTS THEREOF.

