

SHANE RESOURCES LTD.

PROXY

**FOR USE AT THE
ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON OCTOBER 19, 2021**

This proxy is solicited on behalf of the management of Shane Resources Ltd. (the “Corporation”). The undersigned, being a shareholder of the Corporation hereby appoints, Binyomin Posen, Chief Executive Officer, Chief Financial Officer and Director of the Corporation, or failing him, Sendy Shorser, director, or instead of either of them, _____, as proxyholder for and on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the annual general and special meeting of the shareholders of the Corporation to be held on October 19, 2021 (the “Meeting”), and at any adjournment or adjournments thereof, to the same extent and with the same power as if the undersigned were personally present at the Meeting or such adjournment or adjournments thereof. The undersigned hereby directs the proxyholder to vote the securities of the Corporation recorded in the name of the undersigned as specified herein.

1. Election of Directors

To elect the following Shane Nominees as directors of the Corporation to hold office until the earlier of (i) completion of the Transaction and (ii) the close of the next annual meeting of Shareholders or until their successors are duly elected or appointed pursuant to the by-laws of the Corporation, unless their offices are earlier vacated in accordance with the provisions of the SBCA or the Corporation’s by-laws:

1.	FOR WITHHOLD	<input type="checkbox"/> <input type="checkbox"/>	Binyomin Posen
2.	FOR WITHHOLD	<input type="checkbox"/> <input type="checkbox"/>	Sendy Shorser
3.	FOR WITHHOLD	<input type="checkbox"/> <input type="checkbox"/>	Ross Mitgang

2. Conditional Election of Directors

To elect the following Empatho Nominees as directors of the Corporation, subject to completion of the Transaction, to hold office from completion of the Transaction until the close of the next annual meeting of Shareholders or until their successors are duly elected or appointed pursuant to the by-laws of the Corporation, unless their offices are earlier vacated in accordance with the provisions of the SBCA or the Corporation’s by-laws:

1.	FOR WITHHOLD	<input type="checkbox"/> <input type="checkbox"/>	Andre Peschong
2.	FOR WITHHOLD	<input type="checkbox"/> <input type="checkbox"/>	Carl Castro
3.	FOR WITHHOLD	<input type="checkbox"/> <input type="checkbox"/>	Todd Heinzl
4.	FOR WITHHOLD	<input type="checkbox"/> <input type="checkbox"/>	Hugh Colin MacKay
5.	FOR WITHHOLD	<input type="checkbox"/> <input type="checkbox"/>	Henricus (Eric) Vermetten

6.	FOR WITHHOLD	<input type="checkbox"/> <input type="checkbox"/>	Rakesh Jetly
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3. Appointment of Auditor

1.	FOR AGAINST	<input type="checkbox"/> <input type="checkbox"/>	To approve the appointment of Stern & Lovrics LLP, Chartered Accountants as auditors of the Corporation for the ensuing year and to authorize the directors to fix the remuneration of the auditors.
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4. Continuance

1.	FOR AGAINST	<input type="checkbox"/> <input type="checkbox"/>	to consider, and, if deemed advisable, to pass, with or without variation, a special resolution approving the continuance of the Corporation from the <i>Business Corporations Act</i> (Saskatchewan) to the <i>Business Corporations Act</i> (British Columbia) and the adoption of the articles for the Corporation, as more particularly described in the accompanying Circular.
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5. Name Change

1.	FOR AGAINST	<input type="checkbox"/> <input type="checkbox"/>	to consider and, if thought fit, to pass, with or without variation, a special resolution authorizing the Corporation to amend its articles of incorporation to change the name of the Corporation to a name determined by the board of directors of the Corporation in its sole discretion, as more particularly described in the accompanying Circular.
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If any amendments or variations to the matters referred to above or to any other matters identified in the notice of meeting are proposed at the Meeting or any adjournment or adjournments thereof, or if any other matters which are not now known to management should properly come before the Meeting or any adjournment or adjournments thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in accordance with the best judgment of such person.

To be valid, this proxy must be received by the Corporation's transfer agent, Capital Transfer Agency Inc., 390 Bay Street Suite 920, Toronto, Ontario M5H 2Y2, not later than 48 hours, excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario, prior to the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

This proxy revokes and supersedes all proxies of earlier date.

DATED this _____ day of _____, 2021.

Signature of Shareholder

Name of Shareholder (Please Print)

(See Reverse)

Number of Shares Held

NOTES AND INSTRUCTIONS

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**
2. The shares represented by this proxy will be voted. Where a choice is specified, the proxy will be voted as directed. **Where no choice is specified, this proxy will be voted in favour of the matters listed on this proxy.** This proxy confers discretionary authority on the above named person to vote in his or her discretion with respect to amendments or variations to the matters identified in the notice of meeting accompanying this proxy or such other matters which may properly come before the Meeting.
3. Each shareholder has the right to appoint a person other than management designees specified above to represent them at the Meeting. Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a shareholder of the Corporation.
4. Each shareholder must sign this proxy. Please date the proxy. If the shareholder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized.
5. If this proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Corporation.
6. If the shareholder appoints any of the persons designated above, **including persons other than Management Designees**, as proxy to attend and act at the Meeting:
 - a. the shares represented by this proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for;
 - b. where the shareholder specifies a choice in the proxy with respect to any matter to be acted upon, the shares represented by this proxy shall be voted accordingly; and
 - c. **IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS LISTED ABOVE, THIS PROXY WILL BE VOTED FOR SUCH MATTERS.**