

GENERIC GOLD CORP.

FORM OF PROXY

**FOR USE AT THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON FEBRUARY 17, 2023**

This proxy is solicited on behalf of the management of GENERIC GOLD CORP. (the “Corporation”). The undersigned, being a shareholder of the Corporation hereby appoints, Richard Patricio, President and Chief Executive Officer of the Corporation, or failing him, Carly Burk, Corporate Secretary of the Corporation, 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 meeting of shareholders (the “Meeting”) to be held at Irwin Lowy LLP, 217 Queen Street West, Suite 401, Toronto, Ontario on February 17, 2023 at 10:00 a.m. (Eastern time) 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. | FOR
WITHHOLD | <input type="checkbox"/> | THE ELECTION OF KELLY MALCOLM AS A DIRECTOR OF THE CORPORATION |
| | | <input type="checkbox"/> | |
| 2. | FOR
WITHHOLD | <input type="checkbox"/> | THE ELECTION OF NATHAN TRIBBLE AS A DIRECTOR OF THE CORPORATION |
| | | <input type="checkbox"/> | |
| 3. | FOR
WITHHOLD | <input type="checkbox"/> | THE ELECTION OF VICTOR CANTORE AS A DIRECTOR OF THE CORPORATION |
| | | <input type="checkbox"/> | |
| 4. | FOR
WITHHOLD | <input type="checkbox"/> | THE ELECTION OF BERNARD DIONNE AS A DIRECTOR OF THE CORPORATION |
| | | <input type="checkbox"/> | |
| 5. | FOR
WITHHOLD | <input type="checkbox"/> | THE APPOINTMENT OF JONES & O’CONNELL LLP, CHARTERED PROFESSIONAL ACCOUNTANTS, AS AUDITORS OF THE CORPORATION AND TO AUTHORIZE THE DIRECTORS TO FIX THEIR REMUNERATION |
| | | <input type="checkbox"/> | |
| 6. | FOR
AGAINST | <input type="checkbox"/> | TO CONSIDER AND, IF DEEMED APPROPRIATE, TO PASS, WITH OR WITHOUT VARIATION, AN ORDINARY RESOLUTION APPROVING THE OMNIBUS LONG-TERM INCENTIVE PLAN OF THE CORPORATION |
| | | <input type="checkbox"/> | |

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 ULC, 390 Bay Street, Suite 920, Toronto, Ontario, M5H 2Y2, Fax Number: (416) 350-5008, 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 _____, 2023.

SIGNATURE OF SHAREHOLDER

To vote online, please go to:
www.capitaltransferagency.com/voteproxy

NAME OF SHAREHOLDER

Proxy Control Number: _____

NOTES AND INSTRUCTIONS

THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION

1. The common 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 the proxy. The 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 the proxy or such other matters which may properly come before the Meeting.
2. 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.
3. Each shareholder must sign this proxy. Please date the proxy. If the shareholder is a corporation, the proxy must be executed by officer or attorney thereof duly authorized.
4. If the proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Corporation.
5. If the shareholder appoints any of the persons designated above, including persons other than Management Designees, as proxy attend and act at the Meeting:
 - (a) the shares represented by the 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 the proxy shall be voted accordingly; and
 - (c) IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS LISTED ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS.