

BIRD RIVER RESOURCES INC.

**PROXY**

FOR USE AT THE ANNUAL & SPECIAL MEETING OF SHAREHOLDERS

DECEMBER 22, 2021

This proxy is solicited on behalf of the management of Bird River Resources Inc. (the "Company"). The undersigned, being a shareholder of the Company hereby appoints, Jon Bridgman, CEO of the Company, or instead of either of him, \_\_\_\_\_, 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 Company to be held in virtual format via telephone conference (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 Company recorded in the name of the undersigned as specified herein.

1.  FOR RE-APPOINT MNP LLP AS AUDITOR OF THE CORPORATION AND TO AUTHORIZE THE DIRECTORS TO F  
 WITHHOLD REMUNERATION.
2.  FOR THE ELECTION OF JON BRIDGMAN AS A DIRECTOR OF THE COMPANY.  
 WITHHOLD
3.  FOR THE ELECTION OF DONAL CARROLL AS A DIRECTOR OF THE COMPANY.  
 WITHHOLD
4.  FOR THE ELECTION OF EDWARD THOMPSON AS A DIRECTOR OF THE COMPANY.  
 WITHHOLD
5.  FOR THE ELECTION OF WARREN HAWKINS AS A DIRECTOR OF THE COMPANY.  
 WITHHOLD
6.  FOR TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY BE BROUGHT BEFORE THE MEETING, OR  
 AGAINST ANY ADJOURNMENT THEREOF.

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 Company'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.**

This proxy revokes and supersedes all proxies of earlier date.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

To vote online, please go to:  
[www.capitaltransferagency.com/voteproxy](http://www.capitaltransferagency.com/voteproxy)

Proxy Control ID:

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Name of Shareholder

\_\_\_\_\_  
Number of Shares

(See Reverse)

## NOTES AND INSTRUCTIONS

### THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.

1. If you are a Registered Shareholder and wish to have your shares voted at the Meeting, you will be required to submit your vote by proxy. Due to the COVID-19 pandemic and issues related to the verification of shareholder identity via teleconference, in person voting will not be permitted at the Meeting.
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 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.
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 Company.
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 the proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Company.
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 the proxy will be voted in accordance with the instructions of the shareholder;
  - (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.

#### NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual meeting (the "Meeting") of shareholders (the "Shareholders") of Bird River Resources Inc. (the "Corporation") will be held at 5204 Roblin Boulevard, Winnipeg, Manitoba R3R 0H1, on December 22, 2021 at 1 PM (Winnipeg time) (2 PM Toronto time). Shareholders may attend the Meeting (i) in person (or by a duly appointed proxy) at 5204 Roblin Boulevard, Winnipeg, Manitoba, R3R 0H1, (ii) by telephone, by calling +1-647-374-4685 and entering Meeting ID No. 828 2466 5656 and the Passcode No. 914830 to join the Meeting by telephone, or (iii) by Zoom via <https://zoom.us/join> and entering the Meeting ID 828 2466 5656 and the Passcode 914830 COVID-19 Precautions. In light of ongoing concerns regarding the spread of COVID-19, Shareholders are encouraged to vote on the matters before the Meeting by proxy. We encourage Shareholders not to attend the Meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms. As always, we encourage Shareholders to vote their shares prior to the Meeting by following the instructions in the enclosed form of proxy. We may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 outbreak. In the event it is not possible or advisable to hold the Meeting in person, we will announce alternative arrangements for the Meeting as promptly as practicable, which may include delaying the Meeting or holding the Meeting entirely by electronic means, telephone or other communication facilities. If you are a registered shareholder or appointed proxyholder and are planning to attend the Meeting, please notify Email: [umi@bell.net](mailto:umi@bell.net)  
Telephone: 877-587-0777