

TO: CAZA GOLD CORP. (“Caza Gold”) AND TO: Polygon Mining Opportunity Master Fund
301-700 West Pender Street c/o Polygon Global Partners LLP
Vancouver, British Columbia V6C 1G8 4 Sloane Terrace
London SW1X 9DQ, United Kingdom

Re: Voting support of the matters to be approved at the special general meeting (the “Meeting”) of shareholders of Caza Gold (“Shareholders”) to be held on December 11, 2013

The undersigned is the registered and/or beneficial holder of 323,018 common shares of Caza Gold (“Common Shares”), and understands that at the Meeting, Shareholders will be asked to approve:

- (1) the issuance and sale of 20,833,333 units to Polygon Mining Opportunity Master Fund (“Polygon”), for aggregate proceeds of \$2,500,000, with each unit comprising one Common Share and one Common Share purchase warrant, (the “Investment”) pursuant to the terms and conditions of an investment agreement dated October 28, 2013 between Polygon and Caza Gold (the “Investment Agreement”), which will result in Polygon owning approximately 52.5% of the outstanding Common Shares upon the consummation of the Investment;
- (2) the election to Caza Gold’s board of directors (currently consisting of five directors, being Bradford J. Cooke, Philip Yee, Stewart L. Lockwood, Anthony Hawkshaw and Greg Myers) of two additional directors nominated by Polygon, being Michael J. Humphries and Michael T. Adams (the “Board Election”); and
- (3) the consolidation of the existing Common Shares on a one-for-three (1:3) basis (together with the Investment and the Board Election, the “Transactions”).

The undersigned recognizes that the Transactions will be of benefit to the Corporation and to the undersigned as a Shareholder, and accordingly, wishes to hereby agree to support the Transactions. The undersigned acknowledges that the Corporation and Polygon are relying on the representations and agreements of the undersigned contained herein in carrying out the Transactions and in entering into related agreements. The undersigned hereby covenants and agrees in favour of Caza Gold and Polygon that, from the date hereof until the time of closing of the Investment, the undersigned shall:

- (a) promptly and in any event on or before the fifth business day following the mailing of the securityholder materials in respect of the Meeting, (i) duly complete forms of proxy in respect of all of his Common Shares that may be voted at the Meeting, and cause same to be validly delivered in support of (and indicating that all such Common Shares are voted for or in favour of approving) each of the resolutions in respect of the Transactions, and not withdraw such forms of proxy except with the prior agreement of Caza Gold and Polygon, and (ii) deliver or cause to be delivered to Caza Gold a copy of such duly completed and signed forms of proxy;
- (b) not, directly or indirectly, (i) option, sell, assign, transfer, pledge, encumber, grant a security interest in or power of attorney over, hypothecate or otherwise convey or dispose of any Common Shares, or any right or interest therein, to any person or group or agree to do any of the foregoing; (ii) grant or agree to grant any proxy or other right to vote any Common Shares, except for any proxies granted to vote for or in favour of the Transactions as per clause (a) above, or enter into any voting trust or other agreement with respect to the right to vote, call meetings of Shareholders or give consents or approval of any kind as to any Common Shares; or (iii) take any other action of any kind which might reasonably be regarded as likely to prevent, hinder or delay or interfere with the successful completion of the Transactions or the transactions related thereto;
- (c) not vote or cause to be voted any Common Shares in respect of any proposed action by Caza Gold or any of its affiliates, the Shareholders or any other person in a manner which might reasonably be regarded as likely to prevent, hinder or delay the successful completion of the Transactions;
- (d) in the event that any transaction other than the Transactions is presented for approval of or acceptance by Shareholders, not, directly or indirectly, vote in favour of, accept, assist or otherwise further the successful completion of such transaction or purport to tender or deposit into or under any such transaction any of his Common Shares.

Unless extended by mutual agreement of the undersigned and Caza Gold (with the acknowledgement of Polygon), this agreement shall automatically terminate on December 31, 2013, or such later date as may be determined in accordance with the Investment Agreement. In addition, this agreement shall automatically terminate in the event that the Investment Agreement is terminated in accordance with its terms

DATED on November 13, 2013.

“Alvin Guthrie”