

# Red Metal Resources Ltd. (the "Company")

## Form of Proxy – Annual and Special Meeting to be held on February 9, 2021

United Kingdom Building  
323 – 409 Granville St  
Vancouver, BC V6C 1T2

**Appointment of Proxyholder**

I/We being the undersigned holder(s) of **Red Metal Resources Ltd.** hereby appoint **Caitlin Jeffs and Joao (John) Da Costa** or failing this person, \_\_\_\_\_.

OR

**Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein:**

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual and Special Meeting of Red Metal Resources Ltd. to be held at **78 Bay Street, Suite 102, Thunder Bay, ON P7B 1R8 at 4:00 p.m. Eastern Standard Time on February 9, 2021** or at any adjournment thereof.

<p><b>1. The Continuation.</b> To consider and vote upon a proposal to approve and adopt the plan of conversion, as may be amended whereby the Company's corporate jurisdiction will be changed from the State of Nevada to the Province of British Columbia as further described in the accompanying Proxy Statement.</p>	<b>For</b>	<b>Against</b>																						
	<input type="checkbox"/>	<input type="checkbox"/>																						
<p><b>2. Election of Directors.</b></p> <table style="width: 100%; border: none;"> <tr> <td style="width: 25%;"><b>a. Caitlin Jeffs</b></td> <td style="width: 10%; text-align: center;"><input type="checkbox"/></td> <td style="width: 10%; text-align: center;"><input type="checkbox"/></td> <td style="width: 25%;"><b>b. Michael Thompson</b></td> <td style="width: 10%; text-align: center;"><input type="checkbox"/></td> <td style="width: 10%; text-align: center;"><input type="checkbox"/></td> <td style="width: 15%;"><b>c. Joao (John) Da Costa</b></td> <td style="width: 10%; text-align: center;"><input type="checkbox"/></td> <td style="width: 10%; text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td><b>d. Jeffrey Cocks</b></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td><b>e. Cody McFarlane</b></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td></td> <td></td> <td></td> </tr> </table>	<b>a. Caitlin Jeffs</b>	<input type="checkbox"/>	<input type="checkbox"/>	<b>b. Michael Thompson</b>	<input type="checkbox"/>	<input type="checkbox"/>	<b>c. Joao (John) Da Costa</b>	<input type="checkbox"/>	<input type="checkbox"/>	<b>d. Jeffrey Cocks</b>	<input type="checkbox"/>	<input type="checkbox"/>	<b>e. Cody McFarlane</b>	<input type="checkbox"/>	<input type="checkbox"/>				<b>For</b>	<b>Withhold</b>	<b>For</b>	<b>Withhold</b>	<b>For</b>	<b>Withhold</b>
<b>a. Caitlin Jeffs</b>	<input type="checkbox"/>	<input type="checkbox"/>	<b>b. Michael Thompson</b>	<input type="checkbox"/>	<input type="checkbox"/>	<b>c. Joao (John) Da Costa</b>	<input type="checkbox"/>	<input type="checkbox"/>																
<b>d. Jeffrey Cocks</b>	<input type="checkbox"/>	<input type="checkbox"/>	<b>e. Cody McFarlane</b>	<input type="checkbox"/>	<input type="checkbox"/>																			
<p><b>3. Advisory Vote on Executive Compensation.</b> To approve, on an advisory basis, the compensation of the named executive officers as disclosed on this proxy statement, commonly referred to as a "say-on-pay" proposal.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																				
<p><b>4. Advisory Vote Frequency of Future Advisory Votes on Executive Compensation.</b> To approve, on an advisory basis, the frequency of future advisory votes to be every three years.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																		
<p><b>5. Ratification of Royalty Mining Agreements.</b> To ratify the entry by Minera Polymet SpA into the Mining Royalty Agreements as further described in the accompanying proxy statement.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																				
<p><b>6. Ratification of Continued Appointment of Independent Public Accounting Firm.</b> To ratify the appointment of Dale Matheson Carr-Hilton Labonte LLP as our independent public accounting firm for the fiscal year ending January 31, 2021.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																				

**Authorized Signature(s) – This section must be completed for your instructions to be executed.**

**Signature(s):**

**Date**

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, **this Proxy will be voted as recommended by Management.**

/ /  
**MM / DD / YY**

**Interim Financial Statements** – Check the box to the right if you would like to receive interim financial statements and accompanying Management's Discussion & Analysis by mail. See reverse for instructions to sign up for delivery by email.

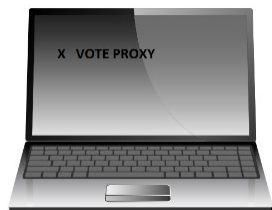
**Annual Financial Statements** – Check the box to the right if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail. See reverse for instructions to sign up for delivery by email.

**Proxies must be received by 4:00 p.m., Eastern Standard Time, on February 5, 2021.**

**Notes to Proxy**

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the **Annual and Special** Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder; however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

**INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:**



**To Vote Your Proxy Online please visit:**

<https://login.odysseytrust.com/pxlogin> and click on

**VOTE**

**You will require the CONTROL NUMBER printed with your address to the right. If you vote by Internet, do not mail this proxy.**

**To request the receipt of future documents via email and/or to sign up for Securityholder Online services,**

**you may contact Odyssey Trust Company at [www.odysseycontact.com](http://www.odysseycontact.com).**

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. A return envelope has been enclosed for voting by mail.