

**FORM OF PROXY**

**Special Meeting to be held on Wednesday, October 24, 2018**

**This Form of Proxy is solicited by and on behalf of Management.**

**Notes to proxy**

**Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).**

If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.

This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.

If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.

**If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**

This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.

This proxy should be read in conjunction with the accompanying documentation provided by Management.

**Proxies submitted must be received by 12:00pm (noon), Eastern Standard Time, on Monday October 22, 2018, or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting.**

VOTING METHODS	
MAIL or HAND DELIVERY	National Issuer Services Ltd. 760 – 777 Hornby Street Vancouver, BC V6Z 1S4
FACSIMILE – 24 Hours a Day	604-559-8908
EMAIL	proxy@transferagent.ca
ONLINE	As listed on Form of Proxy or Voter Information Card

**If you vote by FAX, EMAIL or On-Line, DO NOT mail back this proxy.**

**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.

**Voting by mail, fax or by email** are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy.

# Appointment of Proxyholder

I/We, being holder(s) of **EUROPEAN METALS CORP.** hereby appoint: **Matthew Fish, Corporate Secretary and director**, or, failing him, **Vicki Rosenthal, CEO, CFO and director**

**OR** Print the name of the person you are appointing if this person is someone other than the Management Nominee listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder 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 Special Meeting of shareholders of **EUROPEAN METALS CORP.** to be held on the **11<sup>th</sup> Floor of the Omni King Edward Hotel at 37 King Street East, Toronto, Ontario M5C 1E9, on Wednesday October 24, 2018, 12:00pm (noon)** Eastern Standard Time, and at any adjournment or postponement thereof.

**VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.**

### 1. Share Consolidation Resolution

To consider and, if thought fit, to approve, subject to regulatory approval, a special resolution authorizing the Company to alter the authorized share structure of the Company by consolidating all of the issued and fully paid pre-consolidation common shares of the Company on the basis of every five hundred (500) pre-consolidation common shares being consolidated into one (1) post-consolidation common share, on such date and time as any director or officer of the Company may determine, as more particularly described in the accompanying Information Circular.

<b>For</b>	<b>Against</b>
<input type="checkbox"/>	<input type="checkbox"/>

### 2. Continuance Resolution

To consider and, if thought fit, to pass with or without variation, a special resolution:

(i) approving the continuance of the Corporation (the "Continuance") from the Province of Ontario under the provisions of the *Business Corporations Act* (Ontario) and into the Province of British Columbia under the provisions of the *Business Corporations Act* (British Columbia);

<b>For</b>	<b>Against</b>
<input type="checkbox"/>	<input type="checkbox"/>

(ii) to adopt new constating documents of the Corporation upon the Continuance; and

<b>For</b>	<b>Against</b>
<input type="checkbox"/>	<input type="checkbox"/>

(iii) to repeal the existing by-laws of the Corporation upon completion of the Continuance.

<b>For</b>	<b>Against</b>
<input type="checkbox"/>	<input type="checkbox"/>

### 3. Other Business

To transact such further or other business as may properly come before the Meeting or any adjournments or adjournments thereof

<b>For</b>	<b>Against</b>
<input type="checkbox"/>	<input type="checkbox"/>

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

**Signature(s)**

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.**

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**Print Name(s) & Signing Capacity(ies), if applicable**

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**Date (MM-DD-YY)**  
**THIS PROXY MUST BE DATED**