

**Form of Proxy – Annual General and Special Meeting to be held on Wednesday, June 22, 2022**

**Appointment of Proxyholder**

I/We being the undersigned holder(s) of Element79 Gold Corp. hereby appoints **Konstantin Lichtenwald, a director of the Company.**

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 General and Special Meeting of Element79 Gold Corp. to be held at **Suite 900 – 885 West Georgia Street, Vancouver, BC V6C 3H1 at 10:00 a.m. (Pacific Standard Time)** or at any adjournment thereof.

|  |                          |            |                          |                                  |                          |            |                          |                 |                          |                          |  |                          |                                  |                          |  |                          |                              |                          |  |                          |                          |                          |  |                          |                          |  |                          |
|--|--------------------------|------------|--------------------------|----------------------------------|--------------------------|------------|--------------------------|-----------------|--------------------------|--------------------------|--|--------------------------|----------------------------------|--------------------------|--|--------------------------|------------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--|--------------------------|
| <p><b>1. Number of Directors.</b> To set the number of directors to be elected at the Meeting to at four (4).</p>  | <b>For</b>               |            | <b>Against</b>           |                                  |                          |            |                          |                 |                          |                          |  |                          |                                  |                          |  |                          |                              |                          |  |                          |                          |                          |  |                          |                          |  |                          |
|  | <input type="checkbox"/> |            | <input type="checkbox"/> |                                  |                          |            |                          |                 |                          |                          |  |                          |                                  |                          |  |                          |                              |                          |  |                          |                          |                          |  |                          |                          |  |                          |
| <p><b>2. Election of Directors.</b></p> <table border="0" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25%;"></td> <td style="width: 10%; text-align: center;"><b>For</b></td> <td style="width: 10%;"></td> <td style="width: 10%; text-align: center;"><b>Withhold</b></td> <td style="width: 25%;"></td> <td style="width: 10%; text-align: center;"><b>For</b></td> <td style="width: 10%;"></td> <td style="width: 10%; text-align: center;"><b>Withhold</b></td> </tr> <tr> <td style="padding-left: 20px;"><b>a. Shane Williams</b></td> <td style="text-align: center;"><input type="checkbox"/></td> <td></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="padding-left: 20px;"><b>b. Konstantin Lichtenwald</b></td> <td style="text-align: center;"><input type="checkbox"/></td> <td></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td style="padding-left: 20px;"><b>d. Antonios Maragakis</b></td> <td style="text-align: center;"><input type="checkbox"/></td> <td></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="padding-left: 20px;"><b>c. Neil Pettigrew</b></td> <td style="text-align: center;"><input type="checkbox"/></td> <td></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> |                          | <b>For</b> |                          | <b>Withhold</b>                  |                          | <b>For</b> |                          | <b>Withhold</b> | <b>a. Shane Williams</b> | <input type="checkbox"/> |  | <input type="checkbox"/> | <b>b. Konstantin Lichtenwald</b> | <input type="checkbox"/> |  | <input type="checkbox"/> | <b>d. Antonios Maragakis</b> | <input type="checkbox"/> |  | <input type="checkbox"/> | <b>c. Neil Pettigrew</b> | <input type="checkbox"/> |  | <input type="checkbox"/> | <input type="checkbox"/> |  | <input type="checkbox"/> |
|  | <b>For</b>               |            | <b>Withhold</b>          |                                  | <b>For</b>               |            | <b>Withhold</b>          |                 |                          |                          |  |                          |                                  |                          |  |                          |                              |                          |  |                          |                          |                          |  |                          |                          |  |                          |
| <b>a. Shane Williams</b>   | <input type="checkbox"/> |            | <input type="checkbox"/> | <b>b. Konstantin Lichtenwald</b> | <input type="checkbox"/> |            | <input type="checkbox"/> |                 |                          |                          |  |                          |                                  |                          |  |                          |                              |                          |  |                          |                          |                          |  |                          |                          |  |                          |
| <b>d. Antonios Maragakis</b>   | <input type="checkbox"/> |            | <input type="checkbox"/> | <b>c. Neil Pettigrew</b>         | <input type="checkbox"/> |            | <input type="checkbox"/> |                 |                          |                          |  |                          |                                  |                          |  |                          |                              |                          |  |                          |                          |                          |  |                          |                          |  |                          |
| <p><b>3. Appointment of Auditors.</b> Appoint SHIM &amp; Associates LLP, Chartered Professional Accountants, as the auditors of the Company for the fiscal year ending August 31, 2022 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending August 31, 2022.</p>  | <b>For</b>               |            | <b>Withhold</b>          |                                  |                          |            |                          |                 |                          |                          |  |                          |                                  |                          |  |                          |                              |                          |  |                          |                          |                          |  |                          |                          |  |                          |
|  | <input type="checkbox"/> |            | <input type="checkbox"/> |                                  |                          |            |                          |                 |                          |                          |  |                          |                                  |                          |  |                          |                              |                          |  |                          |                          |                          |  |                          |                          |  |                          |
| <p><b>4. Ratify Number of Directors.</b> Ratify the setting of the number of directors at three (3) for the financial year ended August 31, 2021.</p>  | <b>For</b>               |            | <b>Withhold</b>          |                                  |                          |            |                          |                 |                          |                          |  |                          |                                  |                          |  |                          |                              |                          |  |                          |                          |                          |  |                          |                          |  |                          |
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| <p><b>5. Ratify Election of Directors.</b> To ratify, confirm and approve Konstantin Lichtenwald, Julie Hajduk, and Thomas Lynch as directors of the Company for the year ended August 31, 2021, and the appointment of Neil Pettigrew as a director following the resignation of Thomas Lynch during the year ended August 31, 2021.</p>  | <b>For</b>               |            | <b>Withhold</b>          |                                  |                          |            |                          |                 |                          |                          |  |                          |                                  |                          |  |                          |                              |                          |  |                          |                          |                          |  |                          |                          |  |                          |
|  | <input type="checkbox"/> |            | <input type="checkbox"/> |                                  |                          |            |                          |                 |                          |                          |  |                          |                                  |                          |  |                          |                              |                          |  |                          |                          |                          |  |                          |                          |  |                          |
| <p><b>6. Ratify Appointment of Auditors.</b> Ratify appointment of SHIM &amp; Associates LLP, Chartered Professional Accountants, as the auditors of the Company for the period from incorporation on February 27, 2020 to August 31, 2020, and for the fiscal year ended August 31, 2021, and to ratify the remuneration that was paid to the auditors for the period from incorporation on February 27, 2020 to August 31, 2021.</p>   | <b>For</b>               |            | <b>Withhold</b>          |                                  |                          |            |                          |                 |                          |                          |  |                          |                                  |                          |  |                          |                              |                          |  |                          |                          |                          |  |                          |                          |  |                          |
|  | <input type="checkbox"/> |            | <input type="checkbox"/> |                                  |                          |            |                          |                 |                          |                          |  |                          |                                  |                          |  |                          |                              |                          |  |                          |                          |                          |  |                          |                          |  |                          |
| <p><b>7. Adopt New Omnibus Equity Incentive Plan.</b> To approve an ordinary resolution to ratify, confirm and approve the adoption of the Company's Omnibus Equity Incentive Plan as further described in the Information Circular (the "<b>Information Circular</b>").</p>   | <b>For</b>               |            | <b>Against</b>           |                                  |                          |            |                          |                 |                          |                          |  |                          |                                  |                          |  |                          |                              |                          |  |                          |                          |                          |  |                          |                          |  |                          |
|  | <input type="checkbox"/> |            | <input type="checkbox"/> |                                  |                          |            |                          |                 |                          |                          |  |                          |                                  |                          |  |                          |                              |                          |  |                          |                          |                          |  |                          |                          |  |                          |
| <p><b>8. Adopt New Articles.</b> To consider and, if thought fit, to approve a special resolution to adopt new articles for the Company (the "<b>New Articles</b>") which would replace the Company's current Articles (the "<b>Existing Articles</b>"), as described in the accompanying Information Circular.</p>  | <b>For</b>               |            | <b>Against</b>           |                                  |                          |            |                          |                 |                          |                          |  |                          |                                  |                          |  |                          |                              |                          |  |                          |                          |                          |  |                          |                          |  |                          |
|  | <input type="checkbox"/> |            | <input type="checkbox"/> |                                  |                          |            |                          |                 |                          |                          |  |                          |                                  |                          |  |                          |                              |                          |  |                          |                          |                          |  |                          |                          |  |                          |
| <p><b>9. Rectify 2021 AGM and Financials.</b> Authorizing the Company to make application to the Supreme Court of British Columbia pursuant to Section 229 of the Business Corporations Act, British Columbia, in order to rectify the Company's failure to hold an annual general meeting during the 2021 calendar year and, in connection therewith, to distribute interim and annual financial statements.</p>  | <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):**

**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.**

|  |                     |
|--|---------------------|
|  | / /                 |
|  | <b>MM / DD / YY</b> |

**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.

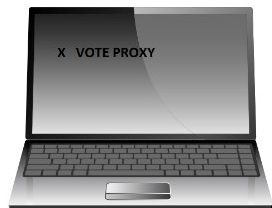
**Annual Financial Statements** – Check the box to the right if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail. See reverse for instructions to sign up for delivery by email.

**This form of proxy is solicited by and on behalf of Management.**

**Proxies must be received by 10:00 a.m., Pacific Standard Time, on Monday, June 20, 2022.**

**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 General 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.



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

<http://odysseytrust.com/Transfer-Agent/Login>

and click on . 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.