

Heritage Mining Ltd.
(the "Company")

Annual General Meeting
Thursday, November 16, 2023 at 12:00 p.m. (Eastern time) /
9:00 a.m. (Pacific Time)
First Canadian Place, 100 King Street West, Suite 5600,
Toronto, Ontario, M5X 1C9
(the "Meeting")



Voting Instructions – Guidelines and Conditions

The Company is providing you the enclosed proxy-related materials for their security holder Meeting. Your name, address and information about your security holdings have been obtained in accordance with applicable securities regulations from the intermediary holding them on your behalf (which is identified by name, code or identifier in the information on the top right corner on the reverse). The Voting Instruction Form ("VIF") is to enable your vote to be submitted on the stated matters. Please complete, sign, date and return the VIF. Unless you appoint yourself or a delegate to attend the Meeting and vote, your securities can be voted only by Management Nominees in accordance with your instructions.

We are prohibited from voting these securities on any of the matters to be acted upon at the Meeting without your specific voting instructions.

By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to the voting of, these securities.

THIS VOTING INSTRUCTION FORM MUST BE READ IN CONJUNCTION WITH THE MEETING MATERIAL. YOUR VOTING INSTRUCTIONS MUST BE RECEIVED NO LATER THAN THE FILING DEADLINE NOTED ON THE REVERSE OF THE VIF OR THE EQUIVALENT TIME BEFORE THE TIME AND DATE OF ANY ADJOURNMENT OR POSTPONEMENT OF THE MEETING.

Voting Instructions and Authority - Notes

1. THIS VOTING INSTRUCTION FORM IS SOLICITED BY THE COMPANY.
2. If you appoint the Nominees indicated on the reverse to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Voting Recommendation highlighted for each Resolution on the reverse. 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.
3. The appointment of the Nominees or another Appointee gives them discretion to vote on any other matters that may properly come before the Meeting.
4. If internet voting is available, you can provide your voting instructions on the website (see "Internet" section under "Voting Method").
5. To be valid, this VIF must be signed. Please date the VIF. If the VIF is not dated, it is deemed to bear the date of mailing to the security holders of the Company.
6. **This form does not convey any right to vote in person at the Meeting. We urge you to read the above instructions, and the Information Circular prior to completing, signing and returning the VIF so that your securities can be voted.**
7. Guidelines for proper execution of the proxy/VIF are available at www.stac.ca. Please refer to the Proxy Protocol.

Notice-and-Access


The Canadian securities regulators have adopted rules which permit the use of notice-and-access for proxy solicitation instead of the traditional physical delivery of material. This process provides the option to post meeting related materials including management information circulars as well as annual financial statements and management's discussion and analysis, on a website in addition to SEDAR+. Under notice-and-access, meeting related materials will be available for viewing for up to 1 year from the date of posting and a paper copy of the material can be requested at any time during this period.

Disclosure regarding each matter or group of matters to be voted on is in the Information Circular in the Section with the same title as each Resolution on the reverse. You should review the Information Circular before voting.

Heritage Mining Ltd. has elected to utilize notice-and-access and provide you with the following information:

Meeting materials are available electronically at www.sedarplus.ca and also at <https://docs.tsxtrust.com/2334>.

If you wish to receive a paper copy of the Meeting materials or have questions about notice-and-access, please contact InvestorServices. In order to receive a paper copy in time to vote before the Meeting, your request should be received by November 7, 2023.

VOTING METHOD	
INTERNET	Go to www.voteproxyonline.com and enter the 12 digit control number above 
FACSIMILE	416-595-9593
MAIL or HAND DELIVERY	TSX Trust Company 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1
For assistance, please contact TSX TRUST INVESTOR SERVICES. Mail: 301 - 100 Adelaide Street West Toronto, ON, M5H 4H1 Tel: 1-866-600-5869 Web: https://www.tsxtrust.com/t/investor-hub/forms/investor-insite-registration Email: tsxtis@tmx.com	

VOTING INSTRUCTION FORM ("VIF")

Heritage Mining Ltd.
(the "Company")

Annual General Meeting
Thursday, November 16, 2023 at 12:00 pm (Eastern time)
First Canadian Place, 100 King Street West, Suite 5600, Toronto, Ontario, M5X 1C9

CONTROL NUMBER:

SECURITY CLASS: COMMON

RECORD DATE: October 2, 2023

FILING DEADLINE FOR PROXY: Tuesday, November 14, 2022 at 12:00 p.m. (Eastern time)

APPOINTEES

The undersigned hereby appoints **Hermann Peter Schloo, President, Chief Executive Officer and a Director** of the Company, whom failing **Patrick Sullivan, Corporate Secretary** of the Company (the "Nominees"), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder 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 Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any,

- SEE VOTING GUIDELINES ON REVERSE -

RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED** TEXT ABOVE THE BOXES

1. Number of Directors

To Set the Number of Directors of the Company at four (4) for the ensuing year.

FOR

AGAINST

2. Election of Directors

- a) Wray Carvelas
- b) Jim Fairbairn
- c) Patrick Mohan
- d) Hermann Peter Schloo

FOR

WITHHOLD

3. Appointment of Auditor

To appoint Crowe MacKay LLP as auditors of the Company for the ensuing year.

FOR

WITHHOLD

4. Remuneration of Auditors

To authorize the directors of the Company to fix the auditor's remuneration for the ensuing year.

FOR

AGAINST

This VIF revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

PLEASE PRINT NAME

Signature of beneficial owner(s)

Date (MM/DD/YYYY)

Interim Financial Statements – Mark this box if you would like to receive Interim Financial Statements and Management Discussion and Analysis.

Annual Financial Statements – Mark this box if you would like to receive Annual Financial Statements and Management Discussion and Analysis.

If you are casting your vote online and wish to receive financial statements, please complete the online request for financial statements following your voting instructions. If the cut-off time has passed, please fax this side to 416-595-9593

Check this box if you wish to receive the selected **financial statements** electronically (optional on the Issuer providing via email)

EMAIL

By providing my email address, I hereby acknowledge and consent to all provisions outlined in the following: <https://www.tsxtrust.com/consent-to-electronic-delivery?lang=en>