

MUZHU MINING LTD.

**PROXY**  
**FOR USE AT THE**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**OCTOBER 6, 2022**

**This proxy is solicited on behalf of the management of MUZHU MINING LTD.** (the “**Company**”). The undersigned, being a shareholder of the Company, hereby appoints James Sung Fu Tong, Interim Chief Executive Officer and Director of the Company or failing him, Richard Sung Yin Tong, Chief Financial Officer, Secretary and Director of the Company, or instead of either of them, Dwayne Yaretz, Director of the Company, or instead of all three of them \_\_\_\_\_, as proxyholder for and 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 annual meeting of the shareholders of the Company to be held virtually (shareholders can access the meeting via the Zoom link details provided in the accompanying management information circular of the Company), on Thursday, October 6, 2022 at 11:00 a.m Pacific Standard Time (the “**Meeting**”), and at any adjournment or adjournments thereof, to the same extent and with the same power as if the undersigned were personally present at the Meeting or such adjournment or adjournments thereof. The undersigned hereby directs the proxyholder to vote the securities of the Company recorded in the name of the undersigned as specified herein.

- |                 |                          |  |
|-----------------|--------------------------|--|
| <b>FOR</b>      | <input type="checkbox"/> | The election of James Sung Fu Tong as a director of the Company.   |
| <b>WITHHOLD</b> | <input type="checkbox"/> |  |
| <b>FOR</b>      | <input type="checkbox"/> | The election of Richard Sung Yin Tong as a director of the Company.  |
| <b>WITHHOLD</b> | <input type="checkbox"/> |  |
| <b>FOR</b>      | <input type="checkbox"/> | The election of Dwayne Yaretz as a director of the Company.  |
| <b>WITHHOLD</b> | <input type="checkbox"/> |  |
| <b>FOR</b>      | <input type="checkbox"/> | To approve the re-appointment of Clearhouse LLP, Chartered Professional Accountants as auditors of the Company |
| <b>WITHHOLD</b> | <input type="checkbox"/> | for the ensuing year and to authorize the directors to fix the remuneration of the auditors.                   |

If any amendments or variations to the matters referred to above or to any other matters identified in the notice of meeting are proposed at the Meeting or any adjournment or adjournments thereof, or if any other matters which are not now known to management should properly come before the Meeting or any adjournment or adjournments thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in accordance with the best judgment of such person. **To be valid, this proxy must be received by the Company’s transfer agent, Capital Transfer Agency ULC, 390 Bay Street, Suite 920, Toronto, Ontario M5H 2Y2, Fax Number: 416.350.5008, not later than 48 hours, excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario, prior to the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.**

**DATED** this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Name of Shareholder (Please Print)

(See Reverse)

\_\_\_\_\_  
Number of Shares Held

## NOTES AND INSTRUCTIONS

### **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.**

1. The shares represented by this proxy will be voted. Where a choice is specified, the proxy will be voted as directed. **Where no choice is specified, this proxy will be voted in favour of the matters listed on the proxy.** The proxy confers discretionary authority on the above named person to vote in his or her discretion with respect to amendments or variations to the matters identified in the notice of meeting accompanying the proxy or such other matters which may properly come before the Meeting.
2. Each shareholder has the right to appoint a person other than management designees specified above to represent them at the Meeting. Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a shareholder of the Company.
3. Each shareholder must sign this proxy. Please date the proxy. If the shareholder is a Company, the proxy must be executed by an officer or attorney thereof duly authorized.
4. If the proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Company.
5. If the shareholder appoints any of the persons designated above, **including persons other than Management Designees**, as proxy to attend and act at the Meeting:
  - (a) the shares represented by the proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for;
  - (b) where the shareholder specifies a choice in the proxy with respect to any matter to be acted upon, the shares represented by the proxy shall be voted accordingly; and
  - (c) **IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS LISTED ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS.**

**VOTING BY FACSIMILE:** (416) 350-5008

**VOTING BY MAIL, HAND DELIVERY or  
EMAIL:**

Capital Transfer Agency ULC  
390 Bay Street, Suite 920  
Toronto, Ontario M5H 2Y2  
voteproxy@capitaltransferagency.com

**INTERNET VOTING:**

Sign on to: <https://shareholderaccountingsoftware.com/cap/pxlogin>  
and on the sign-on page enter the control number which is  
displayed on the proxy above the holder's name and address as  
displayed below:

**Control # 999 999 999**  
JOHN DOE  
123 ANYWHERE STREET  
ANYWHERE, AW X1Y 2Z3