

Proxy

**ANNUAL GENERAL AND SPECIAL MEETING (the “Meeting”)
OF SHAREHOLDERS OF
DARK STAR MINERALS INC. (the “Company”)**

To be held at the office of Clark Wilson LLP at 900 – 885 West Georgia Street on November 30, 2023 at 10:00 am (Vancouver time).

The undersigned shareholder (“Registered Shareholder”) of the Company hereby appoints Marc Branson, director of the Company, or failing him, Kyle Appleby, Chief Financial Officer of the Company, or instead of either of them, _____, for and on behalf of the Registered Shareholder with the power of substitution to attend, act and vote for and on behalf of the Registered Shareholder in respect of all matters that may properly come before the Meeting, and at every adjournment thereof, to the same extent and with the same powers as if the undersigned Registered Shareholder were present at the Meeting, or any adjournment thereof.

The Registered Shareholder hereby directs the proxyholder to vote the securities of the Company registered in the name of the Registered Shareholder as specified herein or as indicated by the proxyholder at the Meeting in the sole discretion of the proxyholder.

The undersigned Registered Shareholder hereby revokes any proxy previously given to attend and vote at said Meeting.

REGISTERED SHAREHOLDER SIGN HERE:

X _____

PRINT NAME:

DATE SIGNED:

NUMBER OF SHARES REPRESENTED BY PROXY:

THIS PROXY FORM IS NOT VALID UNLESS IT IS SIGNED AND DATED. SEE IMPORTANT INFORMATION AND INSTRUCTIONS ON REVERSE.

RESOLUTIONS

	For	Against
1. To set the number of directors of the Company for the ensuing year at three (3).	<input type="checkbox"/>	<input type="checkbox"/>
	For	Withhold
2. To elect the following persons as directors of the Company for the ensuing year:	<input type="checkbox"/>	<input type="checkbox"/>
(a) Marc Branson	<input type="checkbox"/>	<input type="checkbox"/>
(b) David Shisel	<input type="checkbox"/>	<input type="checkbox"/>
(c) Douglas Unwin	<input type="checkbox"/>	<input type="checkbox"/>
	For	Withhold
3. To appoint Stern & Lovrics LLP as auditors of the Company for the fiscal year ending December 31, 2023 and authorizing the directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
	For	Against
4. To consider and, if thought fit, to pass an ordinary resolution (not including votes attaching to securities beneficially owned by related persons (as such term is defined in National Instrument 45-106 – <i>Prospectus Exemptions</i>) to whom securities may be issued as compensation or under the Company’s Incentive Stock Option Plan), to ratify, confirm and approve the adoption of the Company’s Incentive Stock Option Plan, as described in the accompanying information circular (the “ Information Circular ”) and the granting of up to 10% stock options under the incentive Stock Option Plan.	<input type="checkbox"/>	<input type="checkbox"/>

INSTRUCTIONS FOR COMPLETION OF PROXY

This Proxy is solicited by the Management of the Company.

This form of proxy (“Instrument of Proxy”) **must be signed by you, the Registered Shareholder**, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and **if executed by an attorney, officer, or other duly appointed representative**, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany the Instrument of Proxy.

If this Instrument of Proxy is not dated, it will be deemed to bear the date on which it is mailed to the holder.

A Registered Shareholder who wishes to attend the Meeting and vote on the resolutions in person, may simply register with the scrutineer before the Meeting begins.

A Registered Shareholder who is not able to attend the Meeting in person but wishes to vote on the resolutions, may do the following:

- **appoint one of the designated persons** named on the Instrument of Proxy, by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxyholders shown and do not complete the blank space provided for the appointment of an alternate proxyholder). **Where no choice is specified by a Registered Shareholder with respect to a resolution set out in the Instrument of Proxy, a management appointee acting as a proxyholder will vote the resolution as if the Registered Shareholder had specified an affirmative vote.**

OR

- **appoint another proxyholder**, who need not be a Registered Shareholder of the Company, to vote according to the Registered Shareholder’s instructions, by striking out the management proxyholder names shown and inserting the name of the person you wish to represent you at the meeting in the space provided for an alternate proxyholder. If no choice is specified, the **proxyholder has discretionary authority to vote as the proxyholder sees fit.**

The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any poll of a resolution that may be called for and, if the Registered Holder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. Further, if so authorized by this Instrument of Proxy, the securities will be voted by the appointed proxyholder with respect to any amendments or variations of any of the resolutions set out on the Instrument of Proxy or matters which may properly come before the Meeting as the proxyholder in its sole discretion sees fit. If no choice is specified with respect to the matters listed above, the proxy will be voted for such matters.

If a Registered Shareholder has submitted an Instrument of Proxy, **the Registered Shareholder may still attend the Meeting and may vote in person.** To do so, the Registered Shareholder must record his/her attendance with the scrutineer before the commencement of the Meeting and revoke, in writing, the prior votes.

INSTRUCTIONS AND OPTIONS FOR VOTING:

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.

Voting by mail:

Capital Transfer Agency ULC
390 Bay Street, Suite 920
Toronto, Ontario, M5H 2Y2

Fax Number: (416) 350-5008
