



EPL : TSX-V

**Eagle Plains  
Resources Ltd.**

**SPECIAL MEETING OF THE SECURITYHOLDERS OF EAGLE PLAINS RESOURCES LTD.**

**FORM OF PROXY**

Special meeting to be held on April 26, 2023, at 9:00 a.m. (Mountain Time)  
Suite 200, 44 – 12th Avenue South, Cranbrook, British Columbia V1C 2R7

**Proxies must be received by 9:00 a.m. (Mountain Time) on April 24, 2023**

The undersigned securityholder of Eagle Plains Resources Ltd. (the "**Corporation**") hereby appoints **TIMOTHY J. TERMUENDE**, President, Chief Executive Officer and Director of the Corporation, or failing him **CHARLES C. DOWNIE**, Vice-President and Director of the Corporation (the "**Management Nominees**"), or instead of either of the above, 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 special meeting or at any adjournment or postponement thereof, in accordance with voting instructions, if any, provided below.

- SEE VOTING GUIDELINES ON REVERSE -

RESOLUTION – MANAGEMENT VOTING RECOMMENDATION IS INDICATED BY **HIGHLIGHTED** TEXT

***Arrangement Resolution***

**For**

**Against**

To consider, pursuant to an interim order of the Court of King's Bench of Alberta dated March 17, 2023 and, if deemed advisable, to approve, with or without variation, a special resolution to approve an arrangement under Section 193 of the *Business Corporations Act*, RSA 2000, c B-9, as more particularly described in the accompanying management information circular (the "**Circular**") of the Corporation dated March 17, 2023; and

to transact such further and other business as may properly be brought before the special meeting or any adjournment or postponement thereof.

This form of proxy must be delivered to: Proxy Dept., TSX Trust Company, PO Box 721, Agincourt, Ontario, M1S 0A1, or by voting online at [www.meeting-vote.com](http://www.meeting-vote.com), or by email to [proxyvote@tmx.com](mailto:proxyvote@tmx.com) not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the special meeting or any adjournment or postponement of the special meeting.

The undersigned revokes any instrument of proxy previously given and ratifies and confirms all that the person indicated above may do by virtue of this proxy.

**DATED this \_\_\_ day of \_\_\_\_\_ 2023.**

\_\_\_\_\_  
**Signature of Securityholder**

\_\_\_\_\_  
**Name of Securityholder (please print)**

**Number of Securities Held:**

\_\_\_\_\_  
**Shares**

\_\_\_\_\_  
**Options**

\_\_\_\_\_  
**Warrants**

## **PROXY VOTING – NOTES, GUIDELINES AND CONDITIONS**

- 1. THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**
- 2. THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE SPECIAL MEETING MATERIALS PRIOR TO VOTING.**
- 3. 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 Recommendation for the 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.
- 4. Each securityholder ("Securityholder") has the right to appoint a person other than the Management Nominees specified herein to represent them at the special meeting or any adjournment or postponement thereof. Such right may be exercised by inserting the name of the person to be appointed in the space labeled "*Please print appointee name*", who need not be a Securityholder of the Corporation.**
- 5. The proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that properly come before the special meeting or any adjournment or postponement thereof.**
6. To be valid, this proxy must be signed by a Securityholder or their attorney duly authorized in writing. If you are an individual, please sign exactly as your holdings are registered. If the Securityholder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.
7. If the position is registered in the name of an executor, administrator or trustee, please sign exactly as the position is registered. If the position is registered in the name of a deceased or other Securityholder, the proxy must be signed by the legal representative with their name printed below their signature, and evidence of authority to sign on behalf of the deceased or other Securityholder must be attached to this proxy.
8. Some Securityholders may own holdings as both a registered and a beneficial Securityholder; in which case you may receive more than one Circular and will need to vote these positions separately. Beneficial Securityholders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of holdings they beneficially own. Beneficial Securityholders should follow instructions for voting conveyed to them by their intermediaries.
9. If a position is held by two or more persons, any one of them present or represented by proxy at the special meeting may, in the absence of the other or others, vote at the special meeting. However, if more than one of them are present or represented by proxy, they must vote together in respect of that position.
10. To be valid, this proxy must be filed using one of the Voting Methods and must be received by TSX Trust Company before the date noted on the reverse or, in the case of any adjournment or postponement of the special meeting, not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed special meeting.