



PROXY – ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON MONDAY, JULY 22, 2024

This Proxy is solicited on behalf of the management of the Company.

The undersigned shareholder of Nevada King Gold Corp. (the “Company”) hereby appoints Collin Kettell, Chief Executive Officer and Director of the Company, or failing him, Bassam Moubarak, Chief Financial Officer and Corporate Secretary of the Company, or failing him, Paul Matysek, Executive Chairman and Director of the Company, or instead of any of the foregoing, \_\_\_\_\_, as proxyholder of the undersigned, with full power of substitution, to attend and act and vote for and on behalf of the undersigned at the Annual General and Special Meeting of the Shareholders of the Company (the “Meeting”) to be held at Suite 1700, 666 Burrard Street, Vancouver, British Columbia, V6C 2X8, on Monday, July 22, 2024, at 11:00 a.m. (Vancouver Time), and at any adjournment thereof, and on every ballot that may take place in consequence thereof to the same extent and with the same powers as if the undersigned were personally present at the Meeting with authority to vote at the said proxyholders’ discretion, except as otherwise specified below.

Each shareholder has the right to appoint a proxyholder, other than the persons whose names are printed above and who need not be a shareholder, to attend and to act for the shareholder and on the shareholder’s behalf at the Meeting or any adjournment or postponement thereof. To exercise such right, please legibly print the name of the shareholder’s chosen proxyholder in the space provided above.

The common shares of the Company represented by this Proxy will be voted as directed by the shareholder, however, if such a direction is not made in respect of any matter, this Proxy will be voted as recommended by management of the Company.

The common shares of the Company represented by this Proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the shareholder, 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.

This Proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting accompanying this Proxy or other matters that may properly come before the Meeting or any adjournment or postponement thereof.

Proxies must be received by 11:00 a.m. (Vancouver Time) on Thursday, July 18, 2024.

Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxyholder to vote the common shares of the Company represented by this Proxy in the following manner:

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

<b>1. Election of Directors</b>		<b>For</b>	<b>Withhold</b>
	Paul Matysek	<input type="checkbox"/>	<input type="checkbox"/>
	Collin Kettell	<input type="checkbox"/>	<input type="checkbox"/>
	Craig Roberts	<input type="checkbox"/>	<input type="checkbox"/>
	William Hayden	<input type="checkbox"/>	<input type="checkbox"/>
<b>2. Appointment of Auditor</b>		<b>For</b>	<b>Withhold</b>
	To appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration of the auditor.	<input type="checkbox"/>	<input type="checkbox"/>
<b>3. Approval of Stock Option Plan</b>		<b>For</b>	<b>Against</b>
	To consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution re-approving the Company’s “10% rolling” stock option plan, as more particularly described in the Management Information Circular of the Company dated June 14, 2024 (the “Circular”).	<input type="checkbox"/>	<input type="checkbox"/>
<b>4. Approval of Plan of Arrangement</b>		<b>For</b>	<b>Against</b>
	To consider, and if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is attached as Schedule “B” to the Circular (the “Arrangement Resolution”), approving a statutory arrangement under section 288 of the Business Corporations Act (British	<input type="checkbox"/>	<input type="checkbox"/>



Columbia) which involves, among other things, the distribution of common shares of 1485414 B.C. Ltd. ("Spinco") to shareholders of the Company on the basis of one-thirtieth of one Spinco common share for each common share of the Company held, all as more particularly described in the Circular.

5. Approval of Spinco Stock Option Plan

For

Against

Subject to the approval of the Arrangement Resolution, to consider, and if deemed advisable, to pass, with or without variation, an ordinary resolution approving a stock option plan for Spinco in the form attached as Schedule "C" to the Circular.

The undersigned hereby revokes any proxies heretofore given.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2024.

\_\_\_\_\_  
(Name of person giving this Proxy – please print – see Notes)

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(see Note 1)

Notes:

1. If the person granting this Proxy is a corporation, this Proxy must be signed by an officer or attorney thereof duly authorized, who should indicate, below his or her name, his or her title or position and, if signed by an attorney of a corporation, must be accompanied by proof satisfactory to the Company that such attorney has been duly appointed and is authorized to sign this Proxy. Likewise, persons signing as executors, administrators, trustees or in some similar capacity should so indicate and give their title as such. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy.

2. If this Proxy is not dated in the space provided, it will be deemed to be dated as of the date on which it was received by or on behalf of the Company.

3. This Proxy will not be valid and will not be acted upon or voted unless it is signed and dated and delivered to Alliance Trust Company, Suite 1010, 407 – 2nd Street S.W., Calgary, Alberta, T2P 2Y3, or by fax to: (403) 237-6181, or by email to [inquiries@alliancetrust.ca](mailto:inquiries@alliancetrust.ca), not less than 48 hours (excluding Saturdays, Sunday and holidays) before the time for holding the Meeting or any adjournment(s) thereof. A proxy is valid only at the meeting in respect of which it is given or any adjournment(s) of that meeting.

4. You may use the internet site <https://www.alliancetrust.ca/online-login> to transmit your voting instructions. You should have this Proxy in hand when you access the website. You will be prompted to enter your Control Number, which is located on this Proxy. If you vote by internet, your vote must be received not later than 48 hours (excluding Saturdays, Sunday and holidays) prior to the time of the Meeting or any adjournment(s) thereof.

5. **This website may be used to appoint a proxyholder to attend and vote on your behalf at the Meeting and to convey your voting instructions. This Proxy should be read in conjunction with the Circular. Complete proxy instructions are found in the Circular. Please note that if you appoint a proxyholder and submit your voting instructions and subsequently wish to change your appointment or voting instructions, you may resubmit your proxy, prior to the cut off time noted above. When resubmitting a proxy, the latest proxy will be recognized as the only valid one, and all previous proxies submitted will be disregarded and considered as revoked, provided that your latest proxy is submitted within the timeframe noted above.**