



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General Meeting to be held on March 15, 2024

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- 2. 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. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.
- 6. The securities 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 holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 5:00 p.m., Eastern Time, on March 13, 2024.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

Call the number listed BELOW from a touch tone telephone

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- Smartphone?
 Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

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Appointment of Proxyholder

I/We being holder(s) of securities of Stakeholder Gold Corp. (the "Corporation") hereby appoint: Christopher J. Berlet, or failing this person, Artie Hao Li (the "Management Nominees")

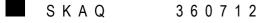
OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual General Meeting of Shareholders of the Corporation to be held at Sparks Board Room (9th Floor), 130 Queens Quay East, Toronto, Ontario, on March 15, 2024 at 11:00 a.m., and Virtually at 646-663-6070 PIN: 02371302 and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE I	INDICATE	BY HIGH	LIGHTED TEXT OVER THE BOXE	E S .					
1. Election of Directors	For	Withhol	d	For	Withhol	i		For	Withhol
01. Christopher J. Berlet			02. Mark Michael Berry			03. Anita Rovazzi			
04. Marcus Chase			05. Ben Davies						
								For	Withhol
2. Appointment of Auditors	121	0		(5)		ı.			
To appoint MS Partners LLP as the	e auditors	of the Cor	poration and to authorize the B	oard of Directors	to fix thei	remuneration.		For	Against
3. Stock Option Plan									
o approve the Corporation's rolling	g stock op	tion plan.							
Signature of Proxyholder				Signature(s)			Date		
/We authorize you to act in accordance evoke any proxy previously given with indicated above, and the proxy appoint of the as recommended by Managem	e with my/or respect to t ints the Ma nent.	ur instructio he Meeting anagement	ns set out above. I/We hereby I fro voting instructions are Nominees, this Proxy will be				<u>DD /</u>		<u> </u>
nterim Financial Statements - Mark this bo ke to receive Interim Financial Statements al ccompanying Management's Discussion and	ox if you woul and d Analysis by	d ,	Annual Financial Statements - M NOT like to receive the Annual Fina accompanying Management's Disc	ancial Statements and		Information Circular - receive the Information securityholders' meeting	Circular by mail	you would like t	° [

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.



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