

# Proxy

**ANNUAL GENERAL MEETING OF SHAREHOLDERS OF TEMBO GOLD CORP. (THE "COMPANY") TO BE HELD AT SUITE 1305, 1090 WEST GEORGIA STREET, VANCOUVER, BRITISH COLUMBIA, CANADA AT 10:00 A.M. (PACIFIC TIME) ON FRIDAY, JUNE 4, 2021.**

The undersigned shareholder ("Registered Shareholder") of the Company hereby appoints, Nick DeMare, or failing this person, Harvey Lim, or in the place of the foregoing, \_\_\_\_\_ (print the name) as proxyholder 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 of the Registered Shareholders of the Company (the "Meeting") and at every adjournment or postponement thereof, to the same extent and with the same powers as if the undersigned Registered Shareholder were present at the Meeting, or any adjournment(s) or postponement(s) thereof.

The Registered Shareholder hereby directs the proxyholder to vote the common shares of the Corporation registered in the name of the Registered Shareholder as specified herein.

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

SIGN HERE: \_\_\_\_\_

Please Print Name: \_\_\_\_\_

Date: \_\_\_\_\_

Number of Shares Represented by Proxy: \_\_\_\_\_

***THIS PROXY IS NOT VALID UNLESS IT IS SIGNED AND DATED.***

***SEE IMPORTANT INFORMATION AND INSTRUCTIONS ON REVERSE***

**Resolutions** (For full details of each item, please see the enclosed Notice of Meeting and Management Information Circular dated April 30, 2021)

Please indicate your proposal selection by placing an "X" in the appropriate space with blue or black ink only.

	FOR	WITHHOLD	AGAINST
1. To set the number of directors at four (4)	<input type="checkbox"/>		<input type="checkbox"/>
2. To elect as Director, David Scott	<input type="checkbox"/>	<input type="checkbox"/>	
3. To elect as Director, Simon Benstead	<input type="checkbox"/>	<input type="checkbox"/>	
4. To elect as Director, Frank Högel	<input type="checkbox"/>	<input type="checkbox"/>	
5. To elect as Director, Marc Cernovitch	<input type="checkbox"/>	<input type="checkbox"/>	
6. To appoint Grant Thornton LLP, Chartered Professional Accountants, as the auditor for the Company and to authorize the directors to fix the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	
7. To consider and, if thought fit, to pass an ordinary resolution to ratify the existing stock option plan of the Company, as more particularly described in the Management Information Circular.	<input type="checkbox"/>		<input type="checkbox"/>
8. To transact such other business as may properly come before the Meeting.	<input type="checkbox"/>		<input type="checkbox"/>

## INSTRUCTIONS FOR COMPLETION OF PROXY

1. **This Proxy is solicited by the Management of the Corporation.**
2. **A shareholder has the right to appoint a person (who need not be a shareholder) to attend and act for them and on their behalf at the Meeting or any adjournment or postponement thereof other than the persons designated in the enclosed form of proxy. Such right may be exercised by striking out the names of the persons designated therein and by inserting in the blank space provided for that purpose the name of the desired person or by completing another form of proxy.**
3. The shares represented by this proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for and, subject to section 114 of the Business Corporations Act (Ontario), where a choice is specified, the shares will be voted accordingly. Where no specification is made the shares will be VOTED FOR the matters set out above.
4. If any amendments or variations to matters identified in the Notice of Meeting are proposed at the Meeting or any adjournment or postponement thereof or if any other matters properly come before the Meeting or any adjournment or postponement thereof, this proxy confers discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the person voting the proxy at the Meeting or any adjournment or postponement thereof.
5. 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 must sign this Proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this Proxy.
6. This Proxy should be signed in the exact manner as the name(s) appear(s) on the Proxy.
7. If this Proxy is not dated, it will be deemed to bear the date on which it is mailed.
8. This Proxy should be read in conjunction with the accompanying Notice of Meeting and Information Circular.
9. You may use the Internet site at [www.alliancetrust.ca](http://www.alliancetrust.ca) to transmit your voting instructions. You should have this form of proxy in hand when you access the web site. You will be prompted to enter your Control Number, which is located on this Form of Proxy. If you vote by Internet, your vote must be received not later than 48 hours prior to the time of the Meeting or any adjournment(s) or postponement(s) of the Meeting. This web site may be used to appoint a proxy holder to attend and vote on your behalf at the Meeting and to convey your voting instructions. Complete proxy instructions are found in the Information Circular.

To be represented at the Meeting, voting instructions must be **DEPOSITED** at the office of **ALLIANCE TRUST COMPANY** no later than forty-eight (48) hours (excluding Saturdays Sundays and holidays) prior to the time of the Meeting, or of adjournment(s) or postponement(s) thereof.

The mailing address of Alliance Trust Company is **#1010, 407 – 2nd Street SW, Calgary, Alberta T2P 2Y3**,  
fax number is **403.237.6181**, email: [inquiries@alliancetrust.ca](mailto:inquiries@alliancetrust.ca) or by Internet voting at [www.alliancetrust.ca](http://www.alliancetrust.ca)