



000001

Mr A Sample
Designation (if any)
Add1
Add2
add3
add4
add5
add6

Security Class
COMMON

Holder Account Number
C1234567890 IND

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Form of Proxy - Special Meeting to be held on Monday, July 24, 2023 (Canada Eastern Standard Time)

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 8:00 pm, Canada Eastern Standard Time, on Thursday, July 20, 2023.

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.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com.

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 123456789012345



Appointment of Proxyholder

I/We being holder(s) of securities of Besra Gold Inc. (the "Company") hereby appoint: John Seton, Chief Executive Officer, or failing this person, Raymond Shaw, Chief Technical Officer (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 Special Meeting of shareholders of the Company to be held at Eora, Level 35 Tower Two, International Towers Sydney, 200 Barangaroo Avenue, Barangaroo, NSW 2000 on Tuesday, July 25, 2023 at 10:00 am (AEST) and Monday, July 24, 2023 at 8:00 pm, Canada Eastern Standard Time and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

For **Against** **Abstain**

1. That, for the purposes of Listing Rule 10.1, Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions, and for all other purposes, approval is given for the Company to:

(a) establish the Drawdown Facility pursuant to the Facility Agreement;

(b) grant Security Interests over the Drawdown Account, all of the ordinary shares in the capital of North Borneo Gold Sdn Bhd held (indirectly) by the Company and the Gold Assets in favour of Quantum Metal Recovery Inc.; and

(c) enter into and perform its obligations under the Drawdown Facility and the Specific Security Deed.

For **Against** **Abstain**

2. That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 11,111,111 CDIs to Quantum Metal Recovery Inc. pursuant to the Facility Agreement.

For **Against** **Abstain**

3. That, for the purposes of Listing Rule 10.17 and for all other purposes, approval is given for the Company to set the maximum total aggregate amount that may be paid to non-executive Directors as remuneration for their services in each financial year to be set at \$1,000,000 which may be divided among those non-executive Directors in the manner determined by the Board from time to time.

Signature of Proxyholder

Signature(s)

Date

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.

MM / DD / YY

