

# HIGHROCK RESOURCES LTD. (the "Company")

## Form of Proxy ("Proxy")

Record Date: August 26, 2024

Control Number:

Meeting Date: September 27, 2024

Proxy Deadline: September 25, 2024

Shares to Vote:

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The Company is holding its Annual General and Special Meeting of shareholders (the "Meeting") on Friday, September 27, 2024, at 10:00 a.m (EDT) at the office of Irwin Lowy LLP at 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2.

Please vote your shares prior to the Proxy Deadline listed above using one of the following options:

1. Completing, dating, and signing the enclosed Proxy and returning it to the Company's transfer agent, Marrelli, by fax in North America at 416-360-7812; or
2. By emailing [info@marrellitrust.ca](mailto:info@marrellitrust.ca); or
3. By mail or hand delivery at Marrelli Trust Company Limited, c/o Marrelli Transfer Services Corp., 82 Richmond Street East, Toronto, Ontario M5C 1P1 Canada; or
4. Using the internet through the website of Marrelli at [www.voteproxy.ca](http://www.voteproxy.ca).

\*\*\*\*\*  
**Appointment of Proxy:**

The undersigned hereby appoints Anthony Roodenburg, President and Director, whom failing, Derrick Dao, Chief Executive Officer and Director, or instead of any of them, the following appointee:

Please Print Name of Appointed Proxy

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 Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below. If you wish to attend the Meeting and vote your shares thereat, please print your name in the box provided above.

**Resolutions to be approved at the Meeting:**

*Please see following page for voting instructions*

**1. Election of Directors**

- (a) Anthony Roodenburg
- (b) Derrick Dao
- (c) James Pirie
- (d) Michael Power

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>

**2. Appointment of Auditors**

To appoint DMCL, Chartered Professional Accountants as the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration.

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

**3. Approval of Omnibus Long-Term Incentive Plan**

To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve, for the ensuing year, the Company's Omnibus Long-Term Incentive Plan.

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

**This Proxy MUST BE SIGNED. This signed Proxy revokes and supersedes all previously dated and signed proxies.**

Signature of Registered Holder

Please Print Name Date (mm/dd/yyyy)

### **Proxy Voting Rules and Guidelines**

**1. THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**

**2. THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**

**3. If you appoint the Management Nominees to vote your shares, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution on the previous page. 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. This Proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to matters identified in the Notice-and-Access Statement accompanying the Proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.

5. Each securityholder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof. Such right may be exercised by inserting in the space labeled "Please print appointee name", the name of the person to be appointed, who need not be a securityholder of the Corporation.

6. To be valid, this Proxy must be signed and dated. If the Proxy is not dated, it is deemed to bear the date of its mailing to the securityholders of the Corporation.

7. To be a valid Proxy, this form must be filed using one of the voting instructions provided on Page 1 of this proxy and must be received by Marrelli Trust Company Limited before the Filing Deadline for Proxies, noted on page 1 of this Proxy, or in the case of any adjournment or postponement of the Meeting, not less than 48 business hours before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his or her discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

8. If the securityholder is a corporation, this Proxy must be executed by an officer or attorney thereof duly authorized, and the securityholder may be required to provide documentation evidencing the signatory's power to sign the Proxy.

9. For further information on the proper execution of the proxies, please visit [www.stac.ca](http://www.stac.ca). Please refer to the Proxy Protocol.