GOLD FLORA CORPORATION
ATTN: CORPORATE SECRETARY
3165 RED HILL AVE.
COSTA MESA, CA 92626

SCAN TO
VIEW MATERIALS & VOTE

VOTE BY INTERNET
Before The Meeting - Go to **www.proxyvote.com** or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. ET on November 25, 2024. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to **www.virtualshareholdermeeting.com/GRAM2024SM**

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. ET on November 25, 2024. Have your proxy card in hand when you call and then follow the instructions. You will need to enter your 16-digit control number.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V59197-S01014 KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

GOLD FLORA CORPORATION

The Board of Directors recommends you vote FOR the following proposals:

		For	Against	Abstain
1.	To approve an amendment to the Company's Certificate of Incorporation to effect a reverse stock split of the shares of the Company's Common Stock at a ratio of not less than 1-for-2 and not greater than 1-for-50, with the exact ratio of, effective time of and decision to implement the reverse stock split to be determined by the Board of Directors.	☐	☐	☐
2.	To approve, as required by subsection 10.10(1)(a) of the Cboe Canada Inc. Listing Manual, the potential issuance of shares (calculated on a fully diluted basis) in excess of 25% of the total number of shares of our Common Stock outstanding (calculated on a non-diluted basis) pursuant to the conversion of certain promissory notes issued pursuant to a loan agreement, dated August 27, 2024, by and between the Company and J.J. Astor & Co.	☐	☐	☐
3.	To consider and vote upon an adjournment of the Special Meeting in order to solicit additional proxies if there are not sufficient shares to be voted in favor of any of the foregoing proposals at the time of the Special Meeting.	☐	☐	☐

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)	Date

Important Notice Regarding the Availability of Proxy Materials for the Special Meeting of Stockholders:
The Notice of Special Meeting of Stockholders and Proxy Statement are available at www.proxyvote.com.

V59198-S01014

GOLD FLORA CORPORATION

INSTRUMENT OF PROXY FOR THE SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON TUESDAY, NOVEMBER 26, 2024

This proxy is solicited by the management of Gold Flora Corporation (the "Company") for use at the Special Meeting of Stockholders of the Company to be held virtually on November 26, 2024 at 10:00 a.m. (Pacific time), or any adjournment thereof (the "Meeting"), in the same manner, to the same extent and with the same powers as if the undersigned were personally present at the Meeting or any adjournment thereof.

You have the right to appoint a different person or company (with appropriate documentation) of your choice, who need not be a stockholder, to attend and act on your behalf at the Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see below). The shares of common stock represented by this form of proxy may be voted in the discretion of the proxyholder with respect to amendments or variations to the matters identified in the notice of meeting and with respect to other matters that may properly be brought before the Meeting.

If you appoint the members of Company management listed below as your proxy to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Board of Directors, recommendations set out below. If you appoint someone other than the members of management listed below to serve as your proxy to vote your securities, you must provide your appointed proxy with your 16-digit control number so your proxy can vote at the meeting.

If the shares of common stock are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this form of proxy. If you are voting on behalf of a corporation or another individual, documentation evidencing your power to sign this form of proxy with signing capacity stated may be required.

This instrument of proxy will not be valid and not be acted upon or voted unless it is completed as outlined herein and delivered to the attention of Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, New York, USA 11717, prior to 11:59 P.M., EDT on November 25, 2024 (or 11:59 P.M. on the day, excluding Saturdays, Sundays and holidays, before any adjournment or postponement of the Meeting at which the proxy is to be used).

Appointment of Proxy:
I/We being the registered stockholder(s) of **Gold Flora Corporation**, hereby appoint
Laurie Holcomb and **Marshall Minor**, or either of them, both officers of the Company; **OR**

Print the name of the person you are appointing if this person is someone other than Laurie Holcomb and Marshall Minor:

as my/our proxy with full power of substitution and to vote in accordance with the following direction (or if no directions have been given, in the discretion of such proxy) and to otherwise act for the undersigned in their discretion on all other matters that may properly come before the Meeting and without limiting the general authorization and power hereby given, the person(s) named above are specifically directed to vote the shares of common stock of the Company registered in the name of the undersigned stockholder as follows:

The Board of Directors recommends a vote "FOR" the matters described in Proposals 1, 2 and 3 on the reverse side.

Continued and to be signed on reverse side