

GOLD MOUNTAIN MINING CORP.

Security Class: Common Shares

FORM OF PROXY

Annual General & Special Meeting to be held on Tuesday March 23, 2021

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

Notes to proxy

Every holder has the right to appoint some other person or Corporation 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 Corporation other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided.

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.

This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.

If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.

If you appoint the Management Nominees to vote your securities, 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 overleaf. 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.

This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.

This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 8:00 am, Pacific Daylight Savings Time, on Friday March 19, 2021, or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting.

VOTING METHODS	
MAIL or HAND DELIVERY	Endeavor Trust Corporation 702 – 777 Hornby Street Vancouver, BC V6Z 1S4
FACSIMILE – 24 Hours a Day	604-559-8908
EMAIL	proxy@endeavortrust.com
ONLINE	As listed on Form of Proxy or Voter Information Card

Shareholders will also be able to attend the meeting at 8am PDT on March 23, 2021 virtually by way of telephone conference by dialing 1-778-907-2071. Meeting ID is 863 5931 2562 and Passcode is 328280.

If you vote by FAX, EMAIL or On-Line, 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, fax or by email 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.

GOLD MOUNTAIN MINING CORP.

Appointment of Proxyholder

I/We, being holder(s) of **GOLD MOUNTAIN MINING CORP.** hereby appoint: **Kevin Smith, CEO**, or, failing him **Alexander Bayer, General Counsel**.

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

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of **GOLD MOUNTAIN MINING CORP.** to be held at **Suite 1000, 1285 West Pender Street, Vancouver, BC V6E 4B1 on Tuesday March 23, 2021 at 8:00 am**, Pacific Daylight Savings Time, and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Number of Directors

The number of Directors shall be set to 6 (six);

For	Against
☐	☐

2. Election of Directors

- i) **Kevin Smith**
- ii) **Howard Jones**
- iii) **David Tafel**
- iv) **Gerald Carlson**
- v) **Keith Minty**
- vi) **Blake Steele**

For	Withheld
☐	☐
☐	☐
☐	☐
☐	☐
☐	☐
☐	☐

3. Appointment of Auditor

To appoint PriceWaterhouseCoopers LLP as auditor of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;

For	Withheld
☐	☐

4. Approval of Equity Incentive Plan

To amend and restate the Equity Incentive Plan of the Corporation approved by the Board, and as more fully set forth in the management information circular of the Corporation.

For	Against
☐	☐

5. Approval of Grants of Stock Option and Restricted Shares

To pass an ordinary resolution of disinterested shareholders the full text which is set forth in the management information circular, approving the issuance of certain grants of stock options and restricted share units pursuant to the Equity Incentive Plan.

For	Against
☐	☐

6. Approval of the Bonus Shares

To pass an ordinary resolution of disinterested shareholders the full text of which is set forth in the management information circular, approving the issuance of 230,000 shares of the Corporation to certain directors and officers of the Corporation.

For	Against
☐	☐

7. Advanced Notice Resolution

To consider and, if deemed advisable, to pass, with or without variation, a special resolution to approve the amendment of the existing Articles of the Corporation, in accordance with the Business Corporations Act to include the Advance Notice Provisions as more fully set forth in the management information circular.

For	Against
☐	☐

8. Other Matters

To transact such other business that may be brought properly before the Meeting and any adjournment or postponement of the Meeting.

For	Against
☐	☐

Authorized Signature(s) – This section must be completed for your instructions to be executed.

Signature(s)

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, this Proxy will be voted as recommended by Management.**

Print Name(s) & Signing Capacity(ies), if applicable

Date (MM-DD-YY)
THIS PROXY MUST BE DATED

GOLD MOUNTAIN MINING CORP.

INTERIM FINANCIAL STATEMENTS

☐ Mark this box if you would like to receive Interim Financial Statements by mail.

ANNUAL FINANCIAL STATEMENTS

☐ Mark this box if you would like to receive Annual Financial Statements by mail.

Financial Statements Request Form

Under securities regulations, a reporting issuer must send annually a form to holders to request the Interim Financial Statements and MD&A and/or the Annual Financial Statements and MD&A. If you would like to receive the report(s) by mail, please make your selection and return to: Suite 1000, 1285 West Pender Street, Vancouver, BC V6E 4B1

Alternatively, you may choose to access the report(s) online at www.sedar.com

GOLD MOUNTAIN MINING CORP. will use information collected solely for the mailing of such financial statements.

If you wish to receive the financial statements by email, please provide your email address below.

Email Address

[illegible]

- OR -

Please place my name on your financial statement mailing list.

Name

[illegible]

Apt.

Street Number

Street Name

[illegible]

City

[illegible]

Prov. / State

[illegible]

Postal / Zip Code

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