

SAYWARD CAPITAL CORP.

Form of Proxy – Annual General and Special Meeting to be held on July 17, 2023



Appointment of Proxyholder

I/We being the undersigned holder(s) of **Sayward Capital Corp.** (the "Corporation") hereby appoint **Rick Manhas, Director, CEO, President, CFO & Corporate Secretary**, or failing this person, **Luke Caplette, Director** (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 all other matters that may properly come before the Annual General and Special Meeting of shareholders of the Corporation to be held at **1900, 520 3rd Ave SW, Calgary, AB, T2P 0R3 on July 17, 2023 at 9:00 am (MST)** or at any adjournment or postponement thereof.

1. A. Number of Directors – Pre-Qualifying Transaction. To set the number of directors to be elected at the meeting at three (3) to hold office until the earlier of: (a) the completion of the Qualifying Transaction (as defined in the accompanying management information circular dated June 9, 2023 (the "Circular")); and (b) the close of the next annual meeting of shareholders of the Corporation or until their successor are duly elected or appointed.		For	☐	Against	☐
1. B. Number of Directors – Post-Qualifying Transaction. To set the number of directors to be elected at the meeting at six (6) to hold office, subject to the completion of the Qualifying Transaction, from completion of the Qualifying Transaction until the close of the next annual meeting of shareholders of the Corporation or until their successors are duly elected or appointed.		For	☐	Against	☐
2. A. Election of Directors Sayward Nominees.		For	Withhold	For	Withhold
a. Rick Manhas	☐	☐	b. Luke Caplette	☐	☐
c. Jason Joseph	☐	☐			
2. B. Election of Directors Midex Nominees.		For	Withhold	For	Withhold
a. David Jamieson	☐	☐	b. Glenn Baldwin	☐	☐
d. Terry Harbort	☐	☐	e. Glenn Rochon	☐	☐
f. Andres Tinajero	☐	☐			
3. Appointment of Auditors. To re-appoint MNP LLP, as auditors of the Corporation for the ensuing year at such remuneration as may be fixed by the board of directors of the Corporation (the "Board").		For	☐	Withhold	☐
4. Name Change. To consider and, if deemed advisable, to approve, with or without variation, a special resolution, the full text of which is set forth in the Circular, authorizing the change of name of the Corporation to "Midex Resources Inc." or such other name as the Board, in its sole discretion and subject to applicable regulatory approval, determines to be appropriate, as more particularly described in the Circular		For	☐	Against	☐
5. Consolidation. To consider and, if deemed advisable, to approve, with or without variation, a special resolution, the full text of which is set forth in the Circular, to amend the articles of the Corporation to consolidate the Corporation's common shares, as more particularly set out in the Circular.		For	☐	Against	☐
6. Sayward Option Plan. To consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution, the full text of which is set forth in the Circular, approving the Corporation's existing stock option plan (the "Sayward Option Plan").		For	☐	Against	☐

7. Resulting Issuer Stock Option Plan. To consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution, the full text of which is set forth in the Circular, conditionally approving the adoption of a new equity incentive plan of the Corporation, to be effective upon completion of the Qualifying Transaction so as to replace the Sayward Option Plan as of the completion of the Corporation's Qualifying Transaction, as more particularly described in the Circular.	For ☐	Against ☐
8. Continuance. To consider and, if deemed advisable, to approve, with or without variation, a special resolution, the full text of which is set forth in the Circular, approving the continuance of the Corporation from the Province of Alberta under the <i>Business Corporations Act</i> (Alberta) to the Province of Ontario under the <i>Business Corporations Act</i> (Ontario) (the "Continuance") and to approve the adoption of by-laws of the Corporation effective upon such Continuance, all as more particularly described in the Circular.	For ☐	Against ☐

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

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

_____/_____/_____
MM / DD / YY

Interim Financial Statements – Check the box to the right if you would like to **RECEIVE** Interim Financial Statements and accompanying Management's Discussion & Analysis by mail. See reverse for instructions to sign up for delivery by email.

☐

Annual Financial Statements – Check the box to the right if you would like to **DECLINE** to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

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This form of proxy is solicited by and on behalf of Management.

Proxies must be received by 9:00 am, MST, on July 13, 2023.

Notes to Proxy

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the Annual General and Special Shareholders Meeting or any adjournment or postponement thereof. 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 on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. 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 this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
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, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted for, against or withheld from voting each matter described herein, in accordance with the instructions of the holder on any ballot that may be called for and, if the holder has 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 to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:



To Vote Your Proxy Online please visit:

<https://login.odysseytrust.com/pxlogin> and click on

VOTE

You will require the CONTROL NUMBER printed with your address to the right. If you vote by Internet, do not mail this proxy.

To request the receipt of future documents via email and/or to sign up for Securityholder Online services,

you may contact Odyssey Trust Company at www.odysseycontact.com

Shareholder Address and Control Number Here

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. A return envelope has been enclosed for voting by mail.