

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General and Special Meeting to be held on June 13, 2025

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. If you are voting on behalf of a corporation you are required to provide your name and designation of office, e.g., ABC Inc. per John Smith, President.
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 in the accompanying management information circular (the "Circular").**
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 10:00 am, Kelowna Time, on June 11, 2025.

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.



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



Appointment of Proxyholder

I/We being holder(s) of securities of South Atlantic Gold Inc. (the "Corporation") hereby appoint: Douglas Meirelles, or failing this person, Marc Leduc (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 Annual General and Special Meeting of shareholders of the Corporation to be held at the offices of Pushor Mitchell LLP, 301 - 1665 Ellis Street, Kelowna, British Columbia V1Y 2B3 on June 13, 2025 at 10:00 am (Kelowna Time), and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

For

Against

1. Number of Directors

To set the number of Directors to be elected at the meeting at three (3).

2. Election of Directors

For

Withhold

For

Withhold

For

Withhold

01. Douglas Meirelles

02. Rick Brown

03. William O'Hara

3. Appointment of Auditors

Appointment of Smythe LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

4. Re-Approval of the South Atlantic Option Plan

For

Against

To consider and, if thought fit, to pass an ordinary resolution (the full text of which is set forth in the accompanying Circular) re-approving the South Atlantic Option Plan.

5. Re-Approval of the South Atlantic Incentive Plan

For

Against

To consider and, if thought fit, to pass an ordinary resolution of disinterested shareholders (the full text of which is set forth in the accompanying Circular) re-approving the South Atlantic Incentive Plan.

6. Amalgamation involving ValOre Metals Corp.

For

Against

To consider and, if thought fit, to pass a special resolution (the full text of which is set forth in Schedule "A" to the accompanying Circular) approving an amalgamation under the provisions of the *Business Corporations Act* (British Columbia) involving South Atlantic, ValOre Metals Corp ("ValOre") and 1529317 B.C. Ltd. ("Subco"), a wholly-owned subsidiary of ValOre, whereby ValOre will indirectly acquire all of the issued and outstanding common shares in the capital of South Atlantic in exchange for common shares of ValOre pursuant to the terms and conditions of an amalgamation agreement dated March 26, 2025 among South Atlantic, ValOre and Subco.

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 in the Circular. If you are voting on behalf of a corporation you are required to provide your name and designation of office, e.g., ABC Inc. per John Smith, President.

DD / MM / YY

Signing Capacity

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.



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