

# BADEN RESOURCES INC.



United Kingdom Building  
350 – 409 Granville St  
Vancouver, BC V6C 1T2

## Form of Proxy – Annual General and Special Meeting to be held on Wednesday, November 23, 2022

### Appointment of Proxyholder

I/We being the undersigned holder(s) of **Baden Resources Inc.** (the "**Company**") hereby appoint Howard Milne, Chief Executive Officer of the Company, or failing this person, Steve Mathiesen, Chief Financial Officer of the Company (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 (the "**Meeting**") of the Company to be held at **2500 Park Place, 666 Burrard Street, Vancouver, British Columbia V6C 2X8** at 10:00 a.m. (Vancouver Time) or at any adjournment thereof.

<b>1. Number of Directors.</b> To consider and, if thought fit, set the number of directors to be elected at the Meeting at four (4) directors for the ensuing year (or until completion of the proposed reverse takeover (the " <b>RTO</b> ") with NorthStar Gaming Inc. (" <b>NorthStar</b> ")), which RTO is more particularly described in the accompanying management information circular dated October 25, 2022 (the " <b>Circular</b> ").		<b>For</b> <input type="checkbox"/>	<b>Against</b> <input type="checkbox"/>
<b>2. Election of Directors.</b>	<b>For</b> <b>Withhold</b>	<b>For</b>	<b>Withhold</b>
a. <b>Howard Milne</b>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. <b>James Place</b>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. <b>Steve Mathiesen</b>		<input type="checkbox"/>	<input type="checkbox"/>
d. <b>Daren Hermiston</b>		<input type="checkbox"/>	<input type="checkbox"/>
<b>3. Appointment of Auditors.</b> To consider and, if thought fit, re-appoint DMCL LLP, Chartered Professional Accountants, as the independent auditors of the Company, until the 2023 annual general meeting of the Company, or until completion of the RTO, and to authorize the directors to fix their remuneration.		<b>For</b> <input type="checkbox"/>	<b>Withhold</b> <input type="checkbox"/>
<b>4. Approval of Current Stock Option Plan.</b> To consider and, if thought fit, pass, with or without variation, an ordinary resolution to approve the Company's Stock Option Plan as further described in the accompanying Circular, until completion of the RTO, at which time the current Stock Option Plan will be replaced by the Omnibus Equity Compensation Plan.		<b>For</b> <input type="checkbox"/>	<b>Against</b> <input type="checkbox"/>
<b>5. Number of Directors – Upon Completion of RTO.</b> To consider and, if thought fit, to be conditional on and effective as of the completion of the RTO, set the number of directors of the Company at six (6) directors.		<b>For</b> <input type="checkbox"/>	<b>Against</b> <input type="checkbox"/>
<b>6. Election of Directors – Upon Completion of RTO.</b>		<b>For</b> <b>Withhold</b>	<b>For</b> <b>Withhold</b>
a. <b>Michael Moskowitz</b>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. <b>Clare Copeland</b>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. <b>Vic Bertrand</b>		<input type="checkbox"/>	<input type="checkbox"/>
d. <b>Dean MacDonald</b>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e. <b>Brian Cooper</b>		<input type="checkbox"/>	<input type="checkbox"/>
f. <b>Chris Hodgson</b>		<input type="checkbox"/>	<input type="checkbox"/>
<b>7. Appointment of Auditors – Upon Completion of RTO.</b> To consider and, if thought fit, conditional on and effective as of the completion of the RTO, appoint KPMG LLP, Chartered Professional Accountants, as the independent auditors of the Company, for the ensuing fiscal year and to authorize the directors to fix their remuneration.		<b>For</b> <input type="checkbox"/>	<b>Withhold</b> <input type="checkbox"/>
<b>8. Amendment of Share Structure – Upon Completion of RTO.</b> To consider and, if thought fit, conditional on and effective as of the completion of the RTO, pass, with or without variation, a special resolution to approve an amendment to the Company's authorized share structure to create a new class of non-voting preferred shares as further described in the accompanying Circular.		<b>For</b> <input type="checkbox"/>	<b>Against</b> <input type="checkbox"/>
<b>9. Approval of Omnibus Equity Compensation Plan – Upon Completion of RTO.</b> To consider and, if thought fit, conditional on and effective as of the completion of the RTO, pass, with or without variation, an ordinary resolution to approve a new Omnibus Equity Compensation Plan as further described in the accompanying Circular.		<b>For</b> <input type="checkbox"/>	<b>Against</b> <input type="checkbox"/>

**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 receive the Annual Financial Statements and accompanying Management’s Discussion and Analysis by mail. See reverse for instructions to sign up for delivery by email.

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

**Proxies must be received by 10:00 a.m., Vancouver Time, on November 21, 2022.**

**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 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 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 appears 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 or withheld from voting, 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.
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>

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](http://www.odysseycontact.com).

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.