



Security Class

Holder Account Number

Fold

Form of Proxy - Annual General and Special Meeting to be held on Friday, October 18, 2024

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 persons 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 must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
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 in favor or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder.
7. 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.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.
9. Please complete, date and sign your form of proxy and return it to our transfer agent, Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 (facsimile numbers: within North America 1-866-249-7775; outside North America 1-416-263-9524).

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Proxies submitted must be received by 2:00 pm, Eastern Time, on Wednesday, October 16, 2024.

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 Cleghorn Minerals Ltd. (the "Company") hereby appoint: Glenn J. Mullan, a director and the President and Chief Executive Officer of the Company, or failing this person, Isabelle Gauthier, the Chief Financial Officer and Corporate Secretary 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 proxyholders named 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 Company to be held at 2772 chemin Sullivan, Val-d'Or, Québec, and by telephone conference call, on Friday, October 18, 2024 at 2:00 pm, Eastern Time and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. Election of Directors

For

Withhold

For

Withhold

For

Withhold

01. Joseph Groia

02. Glenn J. Mullan

03. Karen Rees

04. Christian Wirth

Fold

For

Withhold

2. Appointment of Auditors

Appointment of Raymond Chabot Grant Thornton LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

For

Against

3. Approval of Glenn J. Mullan as a Control Person

To approve the creation of Glenn J. Mullan as a Control Person of the Company, the details of which are set out in the Company's Information Circular dated September 13, 2024.

For

Against

4. Approval of Joseph Groia as a Control Person

To approve the creation of Joseph Groia as a Control Person of the Company, the details of which are set out in the Company's Information Circular dated September 13, 2024.

For

Against

5. Approval of Alteration to Articles – Nomination of Directors

To consider and, if deemed appropriate, pass, with or without variation, a special resolution approving an alteration to the Company's Articles such that the Articles, as altered, will include mandatory procedures for nominations of persons for election as directors, including advance notice and disclosure requirements for nominations by shareholders, all as more particularly described in the Company's Information Circular dated September 13, 2024.

For

Against

Fold

6. Approval of Stock Option Plan

To give annual approval to the Company's Stock Option Incentive Plan, the details of which are set out in the Company's Information Circular dated September 13, 2024.

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, this Proxy will be voted as recommended by Management.

DD / MM / YY

