

CONCERNED SHAREHOLDER FORM OF PROXY

This proxy is solicited by ATM Mining Corp. (the “**Concerned Shareholder**”), a shareholder of VanadiumCorp Resource Inc. (“**VanadiumCorp**” or the “**Company**”) and will be used at the Annual General and Special Meeting of holders of common shares (each, a “**Share**”) of the Company, currently scheduled to be held at 303-5455 West Boulevard, Vancouver, British Columbia, on July 2, 2024 at 10:00 a.m. (Vancouver time) and at any and all adjournments or postponements thereof (the “**Meeting**”). THIS PROXY MUST BE RECEIVED PRIOR TO 5:00 P.M. (VANCOUVER TIME) ON JUNE 25, 2024 (SEE REVERSE FOR DELIVERY INSTRUCTIONS).

The undersigned holder of Shares, revoking all proxies previously given, hereby nominates, constitutes, and appoints Craig J. Dalziel or, failing him, Ian Graham, or instead of either of them _____ the true lawful attorney and proxyholder of the undersigned, with full power of substitution, to attend, vote and otherwise act for and on behalf of the undersigned in respect of all matters that may come before the Meeting, and at every adjournment or postponement thereof, and at every poll or ballot that may take place in consequence thereof to the same extent and with the same powers as if the undersigned were present at the Meeting. The undersigned hereby confers discretionary authority on the person named to vote as he sees fit in respect of each matter herein or with respect to any amendments or variations to the following matters and as to any other matters which may properly come before the Meeting or at any adjournment or postponement thereof. Without limiting the general authorization and powers conferred hereby, the undersigned hereby instructs the said proxy to vote the Shares represented by this form of proxy as indicated below.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT**

1. **FOR** The fixing of the number of directors to be elected at the Meeting at six (6)
AGAINST members.
2. The election of the nominees of the Concerned Shareholder, being Pierre Alarie, Ian Graham, and Ian Mallory and the election of the Approved Management Nominees, being Gilles Dupuis, Christian Paradis and Stephen Pearce, as the directors of the Company.
 - A. **FOR** Pierre Alarie
 - WITHHOLD
 - B. **FOR** Ian Graham
 - WITHHOLD
 - C. **FOR** Ian Mallory
 - WITHHOLD
 - D. **FOR** Gilles Dupuis
 - WITHHOLD
 - E. **FOR** Christian Paradis
 - WITHHOLD
 - F. **FOR** Stephen Pearce
 - WITHHOLD
3. **FOR** Appointment of Crowe MacKay LLP, as auditors of the Company for the
WITHHOLD ensuing year and authorizing the directors to fix their remuneration.
4. **FOR** To re-approve the Company’s 10% rolling stock option plan.
AGAINST

The undersigned hereby revokes any proxy previously given with respect to the Meeting or any adjournment or postponement thereof.

Signature of Shareholder (and title if applicable)

Dated this ____ day of June, 2024

Number of VanadiumCorp Shares

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The instructions below are incorporated into and form part of this form of proxy. The Shares represented by this proxy will be voted in accordance with the instructions of the Company shareholder (the “**Shareholder**”) on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. Where a choice is not specified, the Shares will be **VOTED FOR** the resolution fixing the number of directors to be elected at the Meeting at six (6); **VOTED FOR** the appointment of Pierre Alarie, Ian Graham Ian Mallory, Gilles Dupuis, Christian Paradis and Stephen Pearce as directors of the Company; **VOTED FOR** the appointment of Crowe MacKay LLP, Chartered Accountants, as auditors of the Company; and **VOTED FOR** the re-approval of the stock option plan of the Corporation.

INSTRUCTIONS

- (1) This proxy confers discretionary authority with respect to amendments or variations to certain matters identified either in the notice of meeting (the “**Notice of Meeting**”) accompanying the management information circular of VanadiumCorp dated May 30, 2024 or the Dissident Circular to which it is attached, and with respect to the other matters which might properly come before the Meeting. At the date of the Dissident Circular accompanying this form of proxy, the Concerned Shareholder knows of no such matters to come before the Meeting other than the matters referred to on this form of proxy and in the Notice of Meeting.
- (2) This proxy is valid only in respect of the Meeting or any adjournment(s) or postponement(s) thereof.
- (3) A Shareholder has the right to appoint a person or company (who need not be a VanadiumCorp shareholder) to represent him or her at the Meeting other than the nominees of the Concerned Shareholder. If you desire to designate as proxyholder a person or company other than Craig J. Dalziel or, failing him, Ian Graham, the proxyholders designated by the Concerned Shareholder, you should strike out their names and insert in the space provided the name of the person or company you desire to designate as proxyholder or complete another form of proxy.
- (4) Please sign this proxy and date the proxy. If this proxy is not dated, it will be deemed to be dated on the date it was mailed by the Shareholder.
- (5) A proxy, to be valid, must be signed and dated by the Shareholder or by his or her attorney authorized in writing or, where a Shareholder is a corporation, by a duly authorized officer or attorney of the corporation (which proxy, if not dated by the Shareholder, shall be deemed to be dated as of the date it was mailed by the Shareholder).
- (6) Time is of the essence. A proxy, in order to be effective, must be deposited in time for the Meeting. In order to facilitate such deposit, please return to Ian Graham by email at ian@nkwazi.ca and in accordance with the instructions set forth herein prior to **5:00 P.M. (VANCOUVER TIME) ON JUNE 27, 2024**
- (7) Reference is made to the accompanying Dissident Circular for further information regarding completion and use of this proxy and other information relating to the Meeting.
- (8) **Email address for return of proxies: ian@nkwazi.ca**