

CONCERNED SHAREHOLDER'S PROXY CIRCULAR

FOR THE SOLICITATION OF PROXIES BY AND ON BEHALF OF
FRUCHTEXPRESS GRABHER GMBH & CO KG
FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
GAMBIER GOLD CORP.

TO BE HELD ON WEDNESDAY, JUNE 1, 2022

**VOTE FOR A HIGHLY EXPERIENCED
NEW BOARD OF DIRECTORS
WHO WILL PLACE THE INTERESTS OF
SHAREHOLDERS FIRST**

VOTE ONLY THE GREEN PROXY

May 9, 2022

CONCERNED SHAREHOLDER – FRUCHTEXPRESS GRABHER GMBH & CO KG

RECOMMENDATION TO SHAREHOLDERS

for voting at June 1, 2022 Annual General Meeting of Gambier Gold Corp.

**VOTE FOR A HIGHLY EXPERIENCED NEW BOARD OF DIRECTORS
WHO WILL PLACE THE INTERESTS OF SHAREHOLDERS FIRST**

- AGAINST** the fixing of the number of directors to be elected at four (4), as proposed by Management
- FOR** the fixing of the number of directors to be elected at five (5)
- FOR** the election of the Shareholder Nominees named in this Concerned Shareholder's Proxy Circular (and the accompanying **GREEN** Proxy) as directors of the Corporation
- FOR** the appointment of Crowe MacKay LLP, Chartered Professional Accountants, as the auditors of the Corporation and to authorize the directors of the Corporation to fix their remuneration
- FOR** the approval of the Corporation's 10% Rolling Stock Option Plan
- FOR** the transacting of such other business as may properly come before the Meeting or any adjournment thereof

THE TIME FOR CHANGE IS NOW

The Concerned Shareholder is proposing a NEW BOARD: **Daniel Rodriguez, Sven Gollan, Owen Garfield, Rafael Vaudrin, and Sebastien Ah Fat**, and a new management team: Daniel Rodriguez, Chief Executive Officer, Mark T. Brown, CPA, CA, Chief Financial Officer, Robert Cameron, B. Sc. Hons., P. Geo., Technical Advisor/Special Advisory Board and Bernie Kreft, Technical Advisor/Special Advisory Board. The new management team will be committed to Gambier's success by aggressively developing the assets, engaging with shareholders, attracting new investors and capital to materially increase share value. Details follow in our letter to you, the shareholders, and in the enclosed Concerned Shareholder's Proxy Circular.

**DISREGARD ANY MATERIALS AND COMMUNICATIONS
RECEIVED FROM CURRENT GAMBIER'S MANAGEMENT (BLUE PROXY) AND
DO NOT VOTE FOR ANY NOMINEES OF GAMBIER'S MANAGEMENT**

IF YOU ARE A BENEFICIAL SHAREHOLDER AND RECEIVE A VOTING INSTRUCTION FORM OR OTHER FORM OF PROXY FROM AN INTERMEDIARY, THE CONCERNED SHAREHOLDER RECOMMENDS THAT YOU VOTE IN THE MANNER INDICATED ABOVE ONLY THE **GREEN** PROXY.

Voting Method	Registered Shareholders	Beneficial Shareholders
Internet	Email to: proxy@endeavortrust.com or Vote online at: www.eproxy.ca	Vote online at: www.proxyvote.com
Facsimile	Complete, date, and sign the GREEN proxy and fax it to: 604-559-8908	By Telephone: Call the toll-free number listed on your GREEN voting instruction form ("VIF") and vote using the 16-digit control number provided therein; or By Facsimile: complete, date, and sign the GREEN VIF and fax it to the number listed therein.
Mail	Endeavor Trust Corporation, 702 – 777 Hornby Street, Vancouver, BC V6Z 1S4 (enclosed envelope provided)	Complete, date and sign the GREEN VIF and return it using the enclosed envelope provided.

YOUR VOTE IS IMPORTANT – VOTE ONLY YOUR **GREEN PROXY TODAY.**

For questions or assistance please contact Daniel Rodriguez at:
Telephone: 604-353-4080 or by email at: ggau@fruchtexpress.at

Important Message to Shareholders of Gambier Gold Corp.

Your Vote Will Determine the Future of Your Investment

May 9, 2022

Dear Fellow Gambier Shareholders,

Shareholders have not been told the full story and as you read further, you will find that in order for Gambier Gold Corp. ("**Gambier**" or the "**Corporation**") to succeed, change is required. We, FruchtExpress Grabher GmbH & Co KG, significant shareholders of Gambier, have a passion for the Corporation to succeed, have the best interests of Shareholders in mind and want management of Gambier to deliver results. As significant shareholders, we hold approximately 8,750,000 common shares representing approximately 18.926% of Gambier's issued and outstanding shares. Our interests are aligned with yours and we are motivated to maximize value for all.

Unfortunately, the self interested and oppressive actions of the existing members of the Board of Directors of Gambier, have given us no other option but to stand up for the rights of Gambier shareholders and to propose the election of a new board of directors (the "**Shareholder Nominees**") at the June 1, 2022 annual general meeting of shareholders of Gambier (the "**Meeting**"). We care deeply about seeing Gambier transitioned back into a properly functioning and transparently-operated company with a board of directors that will act in the best interests of shareholders. You now have a choice and the opportunity to determine the next path forward for your investment in Gambier.

Once you read the information we are providing you and understand the full facts, we believe you will agree that the election of the Shareholder Nominees as directors will provide Gambier with the right Board of Directors to move Gambier forward without conflicting agendas.

Background and Reasons: Questionable and Damaging Behaviour of Incumbent Directors

Over the past several years, disclosure by the Corporation has been limited and we have fought behind the scenes for transparency and good corporate governance of Gambier. We stood up against self interested actions taken by Michael Schuss, Tor Bruland, Casey Forward and Geoff Balderson (the "**Incumbent Directors**"). We have, over the last year, contacted the Incumbent Directors and Officers of the Corporation on several occasions to express our concerns over how poorly Gambier was being managed. We are major shareholders and the Incumbent Directors have consistently failed to address our concerns. We asked for a change of the board of directors and, again, the Incumbent Directors and management declined to accommodate our request. As a result, we requisitioned a meeting of shareholders to change the board of directors on March 21, 2022 (which the Corporation has failed to disclose, in breach of securities laws). The Corporation has now set an annual general meeting for June 1, 2022.

Gambier has built up an enviable portfolio of exploration projects. However, all of this is being threatened by the actions of the Incumbent Directors and the management team that they have appointed. It is important that you be made aware of the following serious concerns before you cast your vote:

The President and Chief Executive Officer, Michael Schuss, along with the Chief Financial Officer, Geoff Balderson, have breached their fiduciary duties of loyalty and care which are owed by each director and officer to the Corporation and its shareholders under corporate law. Such behavior CANNOT continue and CANNOT remain hidden.

Lack of Public Disclosure and Corporate Governance

Background

The Incumbent Directors	Position	Number of Shares ⁽¹⁾
Michael Schuss	CEO, Director and President	1,690,375
Tor Bruland	Director	Nil
Casey Forward	Director	Nil
Geoff Balderson	CFO and Director	62,500

(1) Beneficial ownership of, or control or direction over, whether direct or indirect, of common shares of Gambier noted in the table above, is based on Management's circular.

In our view current management of Gambier, have not properly managed the business and affairs of Gambier, and in our view the Incumbent Directors have failed to discharge their fiduciary duties or to properly manage or supervise the management of the business and affairs of Gambier. In particular:

- There has been incredibly poor or even non-existent communication with Shareholders over the last year. For example, there were no news releases issued between May 10, 2021 and February 18, 2022. This lack of communication is further detailed below.
- The Incumbent Directors failed to cause the Corporation to carry out a Winter Drill Program as was discussed in their News Releases. Further, Michael Schuss, Director, President and CEO, provided no operational update in the second half of 2021, despite our requests. The March 31, 2022 News Release was poorly drafted and did not evidence a sound exploration program. They tried to blame others for their failures.
- There are a series of gaps in disclosure. The latest unaudited financial statements for the period ending December 31, 2021 do not set out the changes to the board of directors and there is no disclosure regarding an advisory board. We understand that Messrs. Michael Burns and Rafael Vaudrin resigned in February 2022, which was stated in a News Release.
- Michael Schuss spent an excessive amount of his time on Twitter rather than running the business of the Corporation. For example during the period April 11, 2022 to May 5, 2022, over 150 Twitter tweets/replies/retweets were released.
- In our view, this lack of proper governance and disclosure by the Incumbent Directors has depressed the share price and placed the Detour West Property, the Corporation's main asset, at risk.
- In addition, there has been an increase in the salary of the CEO (Michael Schuss) without any regard to the lack of performance. Mr. Schuss' total annual compensation to March 31, 2021 is disclosed as \$56,500. In the management discussion and analysis for the nine months ended December 31, 2021 his total compensation is set out as \$105,000 which, extrapolated over 12 months, would be \$140,000 or an annualized increase of 148%.
- The business of the Corporation has deteriorated and is in need of significant cash injection. The Corporation will need to raise capital for future exploration and the confidence of the existing shareholder base as well as that of potential investors has been lost.

Both Mr. Michael Schuss and Mr. Geoff Balderson provided their agreement, in writing, to resign or not stand for re-election and then refused to follow through with this. Mr. Bruland and Mr. Forward were just appointed February 18, 2022 and appear to have no vested interest in the Corporation and

hold no shares. The Vendors and Royalty holders of the Detour West Property, have also expressed their dissatisfaction with the current management.

No Response to our Concerns Who Stood Up for the Rights of Shareholders

- We have tried on multiple occasions to improve the public disclosure with the Incumbent Directors, and had no response.
- Instead of accepting their accountability and addressing our concerns regarding poor communication and questionable corporate governance practices, the Incumbent Directors have consistently failed to address our concerns.
- We asked for a change of the board of directors and, again, they declined. Mr. Michael Burns and Mr. Rafael Vaudrin resigned in February, 2022 due to their concerns over management. We requisitioned a meeting of shareholders to change the board of directors on March 21, 2022 (which the Corporation failed to disclose), and the Corporation has now set an annual general meeting for June 1, 2022.
- In accordance with the advance notice policy for the nomination of directors (the “**Advance Notice Policy**”) in Article 10.11 of the Articles of Gambier, on April 11, 2022, we delivered an advance notice for nomination of directors (the “**Nominating Shareholder Notice**”) for the nomination of the Shareholder Nominees for election to the board of directors to be included in the annual general meeting materials for the Meeting, as well as written Consents to Act of each of the five (5) Shareholder Nominees and the required information with respect to each of the five (5) Shareholder Nominees to be included in the annual general meeting materials. They declined to issue a news release disclosing this and refused to list the Shareholder Nominees in the proxy of management of the Corporation (a “**Management Proxy**”) in an attempt to undermine shareholder choice.

Corporate Governance Concerns

- Incumbent Directors breached British Columbia securities laws and regulations.
- Incumbent Directors rejected our requests for information and open corporate governance.
- Incumbent Directors opposed our request to appoint a new Board, even though agreeing, in writing, they would.
- Incumbent Directors did not disclose that Geoff Balderson, the CFO has, according to the British Columbia Securities Commission, had seven cease trade orders issued in the last 10 years that were in effect for more than 30 consecutive days (Lords & Company Worldwide Holdings Inc., Lida Resources Inc., New Wave Holdings Corp., Vinergy Capital Inc., Core One Labs Inc. (twice), and Argentum Silver Corp). Two of the cease trade orders are still in effect. One cease trade order was issued on May 3, 2022, after the April 25, 2022 management information circular date. We point this out to show a pattern of behaviour that undermines the Corporation.
- Mr. Geoff Balderson is a director or officer of approximately 25 reporting companies, which does not leave the time for him to govern Gambier.
- The Corporation failed to file its executive compensation disclosure on a stand alone basis no later than 180 days after the end of its most recently completed financial year, as is required under National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”).
- Failed to issue a news release on the sale of the Wicheeda property.

Impeding the Rights of Shareholders to a Fair and Transparent Process

- In our opinion, Incumbent Directors purposely delayed the announcement of the Meeting to impede timely director nominations under the Advance Notice Policy.
- The submission of the Nominating Shareholder Notice for the proposed Shareholder Nominees was not disclosed by news release, nor included in the Management Proxy, impeding the fundamental right of shareholders to elect directors to the board.
- A special committee of the Incumbent Directors has not been formed to make decisions on all matters related to the contested Meeting. The special committee's mandate would be to act independently and in the best interests of shareholders, among other responsibilities.

Gambier's shareholders have a reasonable expectation that its directors will conduct the corporate governance of Gambier in a fair and transparent manner. By wrongfully dismissing our concerns, the Incumbent Directors have put their own self-interests ahead of Gambier's interests. Further, by not acknowledging by news release the Nominating Shareholder Notice, the Incumbent Directors have attempted to undermine shareholder democracy.

An Ethical and Experienced Board Who Will Act In the Best Interests of Shareholders

With the following five (5) Shareholder Nominees, we hope to usher in renewal and change for the better. The Shareholder Nominees possess a collection of diverse experience with the relevant skills to place Gambier on a path to succeed. Importantly, the Shareholder Nominees have demonstrated a commitment to focusing on the best interests of shareholders across multiple organizations. They also have the shareholder mindset necessary to ensure that shareholder value is maximized.

Highlights of the highly skilled and experienced Shareholder Nominees:

Daniel Rodriguez. Mr. Rodriguez is currently head of Corporate Development with Warrior Gold Inc. with over 14 years of capital markets and financial service experience. Previously, he was an Investment Advisor with a focus on the junior mining sector and managed a retail branch bank for a top-tier Canadian bank.

Sven Gollan. Mr. Gollan is currently a director of Sego Resources Inc., Alianza Minerals Ltd. and Teako Gold Corp. He spent 16 years as an Investment/Private Banker in Germany and Austria and was active in the education and training of securities advisors and investment bankers. He recently also works with FruchtExpress Grabher GmbH & Co KG.

Owen Garfield. Mr. Garfield is a Chartered Mineral Surveyor based in the United Kingdom who worked for the Valuation Office Agency as a specialist mineral valuer for over 10 years. Mr. Garfield is currently the Managing Director and owner of a successful Surveying company in the United Kingdom, advising multi-national clients on major infrastructure projects.

Rafael Vaudrin. Mr. Vaudrin is a Professional Geologist, and former Director of Gambier. He is a Senior Project Geologist and has great expertise in field planning, data analysis, and drilling initiatives. Mr. Vaudrin will also provide the historical knowledge of the Corporation.

Sebastien Ah Fat. Mr. Ah Fat is a Professional Geologist with over a decade of experience in the mining and energy sectors. He is the Vice President of Exploration at Pacific Bay Minerals Ltd., a precious-metal-focused mining company, and the co-founder and Vice President of Exploration at Glacier Resources Corp., a lithium exploration company.

Detailed backgrounds for each Shareholder Nominee can be found in the accompanying Concerned Shareholder's Proxy Circular.

The Shareholder Nominees represent:

- A slate of directors with diverse and relevant skills and experience, who have a history of value creation and a commitment to focusing on the best interests of shareholders across multiple organizations.
- A highly experienced slate of directors who are focused on good governance, transparency and providing management with expert oversight.
- A group that has a strong alignment with Gambier's shareholders. The Shareholder Nominees, along with FruchtExpress Grabher GmbH & Co KG, hold a significant number of common shares of the Corporation (collectively holding approximately 19.834% of the issued and outstanding common shares), meaning our interests are aligned with yours. (Incumbent Directors hold just approximately 3.79% of the issued and outstanding common shares of the Corporation.)

The Path Forward

Many of you have noted that Gambier has some of the best and largest landholdings and cover the northwestern part of the Abitibi Greenstone Belt within the Superior Province in Ontario. You have also lamented the fact that Gambier's share price should be higher and we have shared your concerns and frustrations.

Key Highlights

To this end, the Shareholder Nominees expect to take the following steps:

- Maintain the highest standards of accountability and transparency, through regular communication with shareholders.
- Continue to build the team by bringing in more experts in the field including: Mark T. Brown, Robert Cameron and Bernie Kreft. Details of their experience are set out on page 7.
- Raise adequate funding to further proceed with the exploration and development of the assets mainly Detour West and Hemlo properties, including whatever actions the strategic review determines for the Detour West and Hemlo properties.
- Carry out an internal audit on both the finances and the assets of the Corporation.
- Review a number of joint venture opportunities for the non-core projects. Additionally, we are reviewing with our technical team to prioritize and advance the main assets this upcoming field season. We hope to have the opportunity to continue with these positive initiatives.

Even after all the conflicts mentioned above, we still believe that we can take this opportunity to make Gambier all it can be. We are truly humbled to have such highly skilled and respected individuals in the industry join us on the proposed new board slate and the countless shareholders who support us in this effort to help take back your corporation.

Please allow us the opportunity along with a committed and experienced board to re-build the Gambier team that respects and acts in the best interests of its shareholders.

Vote Your Shares Today

You may soon read many false attacks leveled against us to deflect from the real issues that remain at the board level. I hope that as you read this letter and the accompanying Concerned Shareholder's Proxy Circular, you will be able to see beyond these attacks and recognize the truth that we have continued and will continue to work for you.

We have had the pleasure of speaking with many of you. Your support has been greatly appreciated, especially during these challenging times and we welcome you to continue to reach out to us if you have any questions or concerns. We would be pleased to hear from you and may be contacted by phone or email as provided below.

Vote only the **GREEN** voting form for a positive future that keeps you and your Corporation in mind. You deserve better and should not come last. Vote for the committed Shareholder Nominees and ensure that your investment is protected.

Sincerely Yours,

FRUCHTEXPRESS GRABHER GMBH & CO KG

Per: (signed) "*Felix Grabher*"
Felix Grabher, Executive Director

If you have any questions or require any assistance in executing your Green proxy or voting instruction form, please contact:

Daniel Rodriguez
Telephone: 604-353-4080
Email: ggau@fruchtexpress.at

CONCERNED SHAREHOLDER'S PROXY CIRCULAR

Dated: May 9, 2022

This Concerned Shareholder's Proxy Circular is provided by the Concerned Shareholder and is NOT provided by or on behalf of the Board or Management of the Corporation.

This Concerned Shareholder's Proxy Circular and any supplement or amendment hereto and the accompanying **GREEN** form of proxy or **GREEN** voting instruction form (as applicable, the "**Green Proxy**") are furnished to you in connection with the solicitation of proxies by and on behalf of FruchtExpress Grabher GmbH & Co KG (the "**Concerned Shareholder**") to be used at the Annual General Meeting of holders (the "**Shareholders**") of the common shares (the "**Shares**") of Gambier Gold Corp. (the "**Corporation**" or "**Gambier**") scheduled to be held on Wednesday, June 1, 2022, at 10:00 a.m. (Pacific Time), at the offices of Cozen O'Connor LLP at #1008 – 550 Burrard Street, Vancouver, British Columbia, and at any postponement or adjournment thereof (the "**Meeting**").

REASONS FOR THIS SOLICITATION

The purpose of this solicitation by and on behalf of the Concerned Shareholder is to, among other things; seek the support and approval of the Shareholders at the Meeting to elect the Concerned Shareholder's five (5) director nominees, being Daniel Rodriguez, Sven Gollan, Sebastien Ah Fat, Owen Garfield, and Rafael Vaudrin (the "**Shareholder Nominees**"). The following Shareholder Nominees being proposed by the Concerned Shareholder represent a non-conflicted and highly experienced slate of directors who are focused on good governance and providing management with expert oversight:

- Daniel Rodriguez. Mr. Rodriguez is currently head of Corporate Development with Warrior Gold Inc. with over 14 years of capital markets and financial service experience. Previously, he was an Investment Advisor with a focus on the junior mining sector and managed a retail branch bank for a top-tier Canadian bank.
- Sven Gollan. Mr. Gollan is currently a director of Sego Resources Inc., Alianza Minerals Ltd. and Teako Gold Corp. He spent 16 years as an Investment/Private Banker in Germany and Austria and was active in the education and training of securities advisors and investment bankers. He recently also works with FruchtExpress Grabher GmbH & Co KG.
- Owen Garfield. Mr. Garfield is a Chartered Mineral Surveyor based in the United Kingdom who worked for the Valuation Office Agency as a specialist mineral valuer for over 10 years. Mr. Garfield is currently the Managing Director and owner of a successful Surveying company in the United Kingdom, advising multi-national clients on major infrastructure projects.
- Rafael Vaudrin. Mr. Vaudrin is a Professional Geologist, and former Director of Gambier. He is a Senior Project Geologist and has great expertise in field planning, data analysis, and drilling initiatives. Mr Vaudrin will also provide the historical knowledge of the Corporation.
- Sebastien Ah Fat. Mr. Ah Fat is a Professional Geologist with over a decade of experience in the mining and energy sectors. He is the Vice President of Exploration at Pacific Bay Minerals Ltd., a precious-metal-focused mining company, and the co-founder and Vice President of Exploration at Glacier Resources Corp., a lithium exploration company.

The above-listed Shareholder Nominees collectively have the track record of independence, value creation, industry experience and the shareholder mindset necessary to ensure Gambier Shareholder value is maximized. The Concerned Shareholder recommends that Shareholders VOTE FOR the

election of the Shareholder Nominees to the Board of Directors of Gambier by voting the **GREEN** Proxy only.

As a fellow Shareholder of Gambier, the Concerned Shareholder's interests are aligned with yours. Now the Concerned Shareholder wants to ensure the interests of Gambier's directors align with its Shareholders – something that is currently lacking. Accordingly, the case for change is strong. The Concerned Shareholder believes that the Shareholder Nominees individually and collectively possess the experience and skills required to address the critical issues facing Gambier and transition Gambier back into a thriving, transparently operated company that focuses on the best interests of all of its Shareholders. If the Shareholder Nominees are elected to the Board of Directors, the Concerned Shareholder is confident that the newly-constituted Board will act swiftly and prudently in the best interests of Shareholders. Given their individual and collective experience and skills, the Shareholder Nominees can help Gambier achieve optimal performance and deliver maximum long-term value to Shareholders.

For further information on the Shareholder Nominees, see "Matters to be Acted Upon at the Meeting - Election of Directors" in this Concerned Shareholder's Proxy Circular.

IMPORTANT INFORMATION

Your support is extremely important to the future of your investment in Gambier. If you support the Concerned Shareholder, please **ACT NOW** and take the appropriate steps to vote your Shares. To support the Concerned Shareholder, only use the **GREEN** Proxy enclosed with this Concerned Shareholder's Proxy Circular. If you previously returned a Proxy from management of the Corporation (a "**Management Proxy**") (Blue), you have the right to change your vote. To do so, simply sign, date and return the accompanying **GREEN** Proxy by email, Internet, telephone, fax or mail. A timely delivered, later dated **GREEN** Proxy supersedes a previously completed Management Proxy.

The Concerned Shareholder Recommends You Vote The **GREEN** Proxy:

AGAINST the fixing of the number of directors to be elected at four (4) as proposed by Management

FOR the fixing of the number of directors to be elected at five (5)

FOR the election of the Shareholder Nominees named in this Concerned Shareholder's Proxy Circular (and the accompanying **GREEN** Proxy) as directors of the Corporation

FOR the appointment of Crowe MacKay LLP, Chartered Professional Accountants, as the auditors of the Corporation and to authorize the directors of the Corporation to fix their remuneration

FOR the approval of the Corporation's 10% Rolling Stock Option Plan

FOR the transacting of such other business as may properly come before the Meeting or any adjournment thereof

THE CONCERNED SHAREHOLDER RECOMMENDS THAT SHAREHOLDERS DISREGARD ANY PROXY MATERIALS RECEIVED FROM THE MANAGEMENT AND NOT VOTE FOR ANY OF THEIR SELF-SERVING NOMINEES.

IF YOU ARE A BENEFICIAL SHAREHOLDER AND RECEIVE A VOTING INSTRUCTION FORM OR OTHER FORM OF PROXY FROM AN INTERMEDIARY, THE CONCERNED SHAREHOLDER RECOMMENDS THAT YOU VOTE IN THE MANNER INDICATED ABOVE.

NOTICE TO UNITED STATES SHAREHOLDERS

This solicitation of proxies is not subject to the requirements of Section 14(a) of the United States Securities Exchange Act of 1934, as amended (the “**U.S. Exchange Act**”). Accordingly, such solicitation is made in the United States with respect to the securities of a Canadian foreign private issuer in accordance with Canadian corporate and securities laws and this Concerned Shareholder’s Proxy Circular has been prepared in accordance with disclosure requirements applicable in Canada. Shareholders in the United States should be aware that such requirements are different from those of the United States applicable to proxy statements under the U.S. Exchange Act.

FORWARD-LOOKING STATEMENTS AND INFORMATION

Certain information included in, attached to or incorporated by reference into, this Concerned Shareholder’s Proxy Circular contains forward-looking statements or forward-looking information within the meaning of applicable securities laws, including, without limitation, in respect of the Concerned Shareholder and the impact of the Shareholder Nominees on the Corporation. All statements and information, other than statements of historical fact, included in or incorporated by reference into this Concerned Shareholder’s Proxy Circular are forward-looking statements and forward-looking information, including, without limitation, statements regarding activities, events or developments that the Concerned Shareholder expects or anticipates may occur in the future. Such forward-looking statements and information can be identified by the use of forward-looking words such as “will”, “expect”, “intend”, “plan”, “estimate”, “anticipate”, “believe” or “continue” or similar words and expressions or the negative thereof. There can be no assurance that the plans, intentions or expectations upon which such forward-looking statements and information are based will occur or, even if they do occur, will result in the performance, events or results expected.

The Concerned Shareholder cautions readers of this Concerned Shareholder’s Proxy Circular not to place undue reliance on forward-looking statements and information contained in the Concerned Shareholder’s Proxy Circular, which are not a guarantee of performance, events or results and are subject to a number of risks, uncertainties and other factors that could cause actual performance, events or results to differ materially from those expressed or implied by such forward-looking statements or information. These factors include: changes in priorities, plans, strategies and prospects; general economic, industry, business and market conditions; changes in law; changes in management and board composition; actions of the Corporation and its subsidiaries or competitors; the ability to implement business plans and strategies, and to pursue business opportunities in the resource mining industry; risks associated with; the effects of competition; industry capacity and fluctuations in market supply and demand and price levels; performance by customers, suppliers and counterparties; risks associated with proposed business acquisitions; potential increases in operating costs; changes in plans or timing of capital expansion and improvement projects; the ability to realize any anticipated or planned cost savings; potential legal and regulatory claims, proceedings and investigations; disruptions or changes in the credit or securities markets; foreign currency and interest rate fluctuations; inflationary pressures; changes in labour supply and productivity; and various other events, conditions or circumstances that could disrupt the Corporation’s operations, including war, acts of terrorism or security threats. Shareholders are cautioned that all forward-looking statements and information involve risks and uncertainties, including those risks and uncertainties detailed in the Corporation’s continuous disclosure and other filings with applicable Canadian securities regulatory authorities, copies of which are available on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com. Shareholders are urged to carefully consider those factors.

The forward-looking statements and information contained in this Concerned Shareholder’s Proxy Circular are expressly qualified in their entirety by this cautionary statement. The forward-looking statements and information included in this Concerned Shareholder’s Proxy Circular are made as of the

date of the Concerned Shareholder's Proxy Circular and the Concerned Shareholder undertakes no obligation to publicly update such forward-looking statements or information to reflect new information, subsequent events or otherwise, except as required by applicable laws.

ABOUT FRUCHTEXPRESS GRABHER GMBH & CO KG (THE CONCERNED SHAREHOLDER)

FruchtExpress Grabher GmbH & Co KG became involved in the Corporation in 2021. In addition, Shareholder Nominee, Rafael Vaudrin, is a former Director of Gambier who served as a Director of Gambier from December 2016 to February 2022. As of the date hereof, FruchtExpress Grabher GmbH & Co KG controls or directs, directly or indirectly, 8,750,000 common shares, representing 18.926% of the issued and outstanding common shares of the Corporation (and together with the Shareholder Nominees, hold approximately 9,170,000 common shares, representing 19.834% of the issued and outstanding common shares of the Corporation).

MATTERS TO BE ACTED UPON AT THE MEETING

1. Setting the Number of Directors at four (4) proposed by Management.

At the Meeting, Management has asked shareholders to approve an ordinary resolution to set the number of Directors of Gambier at four (4) for the ensuing year. At the Meeting, the Concerned Shareholder will ask the Shareholders of Gambier to vote AGAINST setting the number of Directors at four (4). In order for such a resolution to be passed, it must be approved by a simple majority of the votes cast by the shareholders present in person or represented by proxy at the Meeting.

The Concerned Shareholder recommends that Shareholders vote **AGAINST** the resolution to set the number of directors of the Corporation for the ensuing year at four (4) directors, as proposed by Management.

Unless otherwise directed, the individuals named in the enclosed **GREEN** Proxy intend to cast the votes represented by such proxy **AGAINST** setting the number of directors at four (4), as proposed by Management.

2. Setting the Number of Directors at five (5)

The Concerned Shareholder hereby requests that Shareholders instead approve a resolution to set the number of directors of Gambier at five (5) for the ensuing year. In order for such a resolution to be passed, it must be approved by a simple majority of the votes cast by the shareholders present in person or represented by proxy at the Meeting.

The Concerned Shareholder recommends that Shareholders vote **FOR** the resolution to set the number of directors of the Corporation for the ensuing year at five (5) directors.

Unless otherwise directed, the individuals named in the enclosed **GREEN** Proxy intend to cast the votes represented by such proxy **FOR** setting the number of directors at five (5).

3. Election of Directors

The Concerned Shareholder has identified five (5) highly qualified candidates to serve on the board of directors of the Corporation and proposes to nominate those individuals for election as directors at the

Meeting. Notice in respect of the Shareholder Nominees was provided to the Corporation on April 11, 2022 in accordance with the terms of the Advance Notice Policy.

The Shareholder Nominees are a group of highly qualified executives, directors, investors and entrepreneurs with track records of success and placing shareholder interests first. The Shareholder Nominees will act in the best interests of Shareholders and maximize Shareholder value.

In aggregate, the Shareholder Nominees possess board, operational, financial and accounting experience and expertise, including the expertise to effectively constitute an Audit Committee, Compensation Committee and other committees, in accordance with best Canadian governance practices.

If elected, each elected Shareholder Nominee will hold office until the close of the next Annual General Meeting of Shareholders or until his successor is elected or appointed, unless his office is earlier vacated. The following table states the names and places of residence of the Shareholder Nominees, their principal occupations, businesses or positions of employment during the past five (5) years, and the number of Shares beneficially owned or controlled or directed, directly or indirectly.

Name and Place of Residence⁽¹⁾⁽²⁾	Principal Occupation and Positions Held During Last Five Years	Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly⁽³⁾
Daniel Rodriguez ⁽⁴⁾ British Columbia, Canada	Mr. Rodriguez has over 14 years of capital markets and financial service experience. Since November, 2020, Mr. Rodriguez has served as an employee of TSX Venture Exchange (“TSXV”)-listed Warrior Gold Inc., a mineral exploration company, where he acts in a corporate development capacity. From February 2014 to July 2020, Mr. Rodriguez was a Manager at the Ucluelet branch of CIBC. Previously, he served an Investment Advisor of Jordan Capital Markets and as an Associate Investment Advisor of Blackmont Capital with a focus on the junior mining sector. He holds a BA from the University of Toronto and both Certified Financial Planning (CFP) and Chartered Investment Manager (CIM) designations.	100,000
Sven Gollan ⁽⁶⁾ Møre og Romsdal, Norway	Mr. Gollan has spent 16 years as an Investment/Private Banker in Germany and Austria and was active in the education and training of securities advisors and investment bankers. Since December 2015, Mr. Gollan has been employed by FruchtExpress Grabher GmbH & Co. KG in its Corporate Treasury Unit / Family Office where he serves as Treasurer; he also works with FruchtExpress Norge the Norwegian Branch of FruchtExpress. From 2011 to 2015 he was an external consultant for the Grabher Family in Austria. Sven is currently a director of TSXV-listed Se-go Resources Inc., which has an exploration property near Princeton, BC; TSXV-listed Alianza Minerals Ltd., which has gold, silver and base metal projects in North and South America; and Teako Gold Corp., a privately held junior exploration company with a property in northern British Columbia.	Nil

Name and Place of Residence ⁽¹⁾⁽²⁾	Principal Occupation and Positions Held During Last Five Years	Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly ⁽³⁾
Rafael Vaudrin ⁽⁶⁾ British Columbia, Canada	Mr. Vaudrin is a Professional Geologist and has served as Senior Project Geologist for Toronto Stock Exchange and New York Stock Exchange-listed Skeena Resources Limited (“Skeena”) since March 2021; prior to that, he served as Geologist for Skeena from September 2019 to March 2021. Since October 2016, he has also served as a consulting exploration geologist and prospector, and he served as a independent director of Gambier Gold Corp. from December 2016 to February 2022. Mr. Vaudrin has a master’s degree in geological and earth sciences from the University of Tubingen in Germany, where he specialized in exploration, mineralogy and structural geology.	200,000
Owen Garfield ⁽⁶⁾ West Yorkshire, United Kingdom	Mr. Garfield is a Chartered Surveyor based in the United Kingdom. He has served as Managing Director and owner of Navitas Chartered Surveyors, a surveying company in the United Kingdom, since July 2018, advising multi-national clients on major infrastructure projects. Prior to that, Mr. Garfield served as the Head of Specialist Rating at Ruddle Merz Ltd., a consulting advisory company, from January 2009 to July 2018, serving as chief advisor to several international power companies. Prior to that, he worked for the Valuation Office Agency in the United Kingdom as a specialist mineral valuer for over 10 years. He has a Bachelor of Sciences degree in Mineral Estates Management from Sheffield Hallam University.	100,000
Sebastien Ah Fat ⁽⁵⁾ Alberta, Canada	Mr. Ah Fat is a Professional Geologist with over a decade of experience in the mining and energy sectors. He has served as the Vice President of Exploration at TSXV-listed Pacific Bay Minerals Ltd., a precious-metal-focused mining company, since September 2020, and he is the co-founder and has served as Vice President of Exploration at Glacier Resources Corp., a lithium exploration company, since June, 2017. Previously, Mr. Ah Fat was the manager of geological services and software development of Geo-Steering Solutions Inc., a leading energy geo-steering consulting firm from January 2019 to March 2020, and prior to that, he served as a geologist for this company from September 2014 to December 2018. Prior experience includes the role of mine geologist at Bralorne Gold Mines Ltd., a junior gold producer in Canada. Mr. Ah Fat holds a bachelor of science degree in geology from the University of Calgary and is registered as a professional geoscientist with the Association of Professional Engineers and Geoscientists of Alberta (APEGA).	20,000

Notes:

- (1) Other than the Shareholder Nominee, Rafael Vaudrin, no Shareholder Nominee has been or is currently a director of the Corporation, nor have any of the Shareholder Nominees held any other position or office with the Corporation or any of its affiliates. Each Shareholder Nominee is qualified to be a director under the *Business Corporations Act* (British Columbia).
- (2) Each Shareholder Nominee has consented to being named as a nominee in this Concerned Shareholder’s Proxy Circular.
- (3) Information on ownership or control over Shares has been provided by each Shareholder Nominee.
- (4) Proposed Chief Executive Officer.
- (5) Proposed Vice President, Exploration.
- (6) Proposed member of the Audit Committee.

If the proposed directors are elected at the Meeting pursuant to this Concerned Shareholder's Proxy Circular, the proposed management team will include:

Daniel Rodriguez as our proposed Chief Executive Officer

Mr. Daniel Rodriguez is currently head of Corporate Development with Warrior Gold Inc. and has over 14 years of capital markets and financial service experience. Previously, he was an Investment Advisor with a focus on the junior mining sector and managed a retail branch bank for a top-tier Canadian bank. Mr. Rodriguez holds a BA from the University of Toronto and both Certified Financial Planning (CFP) and Chartered Investment Manager (CIM) designations.

Mark T. Brown, CPA, CA, as our proposed Chief Financial Officer

Mr. Mark T. Brown B. Comm. CPA, CA, is the President of Pacific Opportunity Capital Ltd. Mr. Brown has assisted in the successful establishment of several private and public companies. In the public company sector, Mr. Brown has played key roles in the success of several companies which his team at Pacific Opportunity has listed on the TSXV, the TSX and the NYSE Mkt Exchanges. His corporate focus is merger and acquisition transactions, financing, strategic corporate planning, and corporate development. One of the companies founded and run by the team at Pacific Opportunity was built into a plus \$500 million market capitalization entity and they have had many smaller successes over the past 20 years. Prior to joining Pacific Opportunity, Mr. Brown managed the financial departments of two TSE 300 companies, Miramar Mining Corp. and Eldorado Gold Ltd. Mr. Brown has a Bachelor of Commerce from the University of British Columbia and qualified as a Chartered Accountant in 1993, while working with PricewaterhouseCoopers in Vancouver.

Robert Cameron, B. Sc. Hons., P. Geo., as our Proposed Technical Advisor / Special Advisory Board

Mr. Robert Cameron is a geologist with 40 years of international experience including positions as President and CEO of Valley High Ventures Ltd. and Bearing Resources Ltd. as well as with Freeport McMoRan Copper and Gold Inc. (Canada), Dome Exploration Canada and others. He is a member of the Association of Engineers and Geoscientists of British Columbia. He is also currently President and CEO of Commander Resources Ltd.

Bernie Kreft as our Proposed Technical Advisor / Special Advisory Board

Mr Kreft is a born and raised Yukoner, a part-time prospector since the age of 5 and full time since 1988, who manages an aggressive family run exploration and development company active in the Canadian Cordillera. He currently owns over 75 distinct mineral projects totalling approximately 80,000 hectares. Bernie and his sons appeared on the reality TV show "Yukon Gold" which aired on the History Channel, he was named Yukon Prospector of the Year for 1998, and is also an advisor to Kestrel Gold Inc.

General Information about the Shareholder Nominees

Each of the Shareholder Nominees has consented to serving as a director, if elected, and has confirmed they meet the director eligibility requirements established under applicable Canadian law, including under Section 124 of the *Business Corporations Act* (British Columbia). If elected, each Shareholder Nominee will hold office until the close of the next Annual General Meeting of the Shareholders or until his successor is elected or appointed, unless his office is earlier vacated. To the knowledge of the Concerned Shareholder, other than the Shareholder Nominee Rafael Vaudrin, none of the Shareholder Nominees have been or are currently a director of the Corporation and none of the Shareholder Nominees have held any other position or office with Corporation. To the knowledge of the Concerned Shareholder, no Shareholder Nominee:

- (a) is, as at the date hereof, or has been, within ten (10) years before the date hereof, a director, chief executive officer (“CEO”) or chief financial officer (“CFO”) of any company (including the Corporation) that was the subject, while the Shareholder Nominee was acting in the capacity as director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than thirty (30) consecutive days or was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than thirty (30) consecutive days, that was issued after the Shareholder Nominee ceased to be a director, CEO or CFO but which resulted from an event that occurred while the Shareholder Nominee was acting in the capacity as director, CEO or CFO of such company; or
- (b) is, as at the date hereof, or has been within ten (10) years before the date hereof, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the ten (10) years before the date of this Concerned Shareholder’s Proxy Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

None of the Shareholder Nominees is to be elected under any arrangement or understanding between such Shareholder Nominee and any person or company.

Each Shareholder Nominee is “independent” of the Corporation within the meaning of Sections 1.4 and 1.5 of National Instrument 52-110 – *Audit Committees* (“NI 52-110”). None of the Shareholder Nominees has any direct or indirect material relationship with the Corporation (or any subsidiary entity or parent of the Corporation) that would be reasonably expected to interfere with the exercise of his independent judgement, nor does any Shareholder Nominee fall under any category of individual set out in Section 1.4(3) or Section 1.5(1) of NI 52-110 that would be considered to have a material relationship with the Corporation (or any subsidiary entity or parent of the Corporation). The Shareholder Nominee, Sven Gollan, is an officer of the Concerned Shareholder and could be regarded as having an indirect material relationship.

It is not contemplated that any member of the Shareholder Nominees will be unable to serve as a director. However, if that shall occur for any reason prior to the Meeting, the representatives of the Concerned Shareholder reserve the right to vote for another nominee or nominees at their discretion.

The Concerned Shareholder recommends that the Shareholders vote <u>FOR</u> the election of the Shareholder Nominees as directors of the Corporation.
--

Unless otherwise directed, the individuals named in the enclosed **GREEN** Proxy intend to cast the votes represented by such proxy FOR the election of the Shareholder Nominees as directors of the Corporation.

4. Appointment of Auditor

Shareholders will be asked by the Board to approve a resolution appointing Crowe MacKay LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration. In order for such a resolution to be passed, it must be approved by a simple majority of the votes cast by the Shareholders present in person or represented by proxy at the Meeting.

The Concerned Shareholder recommends that Shareholders vote **FOR** the resolution appointing Crowe MacKay LLP, Chartered Professional Accountants, as auditors of the Corporation and authorizing the Directors to fix their remuneration.

Unless otherwise directed, the individuals named in the enclosed **GREEN** Proxy intend to cast the votes represented by such proxy FOR appointing Crowe MacKay LLP, Chartered Professional Accountants, as auditors of the Corporation and authorizing the Directors to fix their remuneration.

5. Stock Option Plan

At the Meeting, Shareholders will be asked by the Board to approve a resolution approving the Corporation's 10% rolling stock option plan. In order for such a resolution to be passed, it must be approved by a simple majority of the votes cast by Shareholders present in person or represented by proxy at the Meeting.

The Concerned Shareholder recommends that Shareholders vote **FOR** the resolution approving the Corporation's 10% rolling stock option plan.

Unless otherwise directed, the individuals named in the enclosed **GREEN** Proxy intend to cast the votes represented by such proxy **FOR** approving the Corporation's 10% rolling stock option plan.

6. Other Matters to be Acted Upon

As at the date of this Concerned Shareholder's Proxy Circular, the Concerned Shareholder knows of no other matters to be presented for action at the Meeting. If, however, any other matters properly come before the Meeting, the persons named as proxyholder in the **GREEN** form of proxy hereby will vote on such matters in accordance with his or her best judgment on the matter.

GENERAL INFORMATION ABOUT PROXIES AND VOTING

Solicitation of Proxies

This Concerned Shareholder's Proxy Circular is furnished by the Concerned Shareholder in connection with its **GREEN** Proxy for use at the Meeting and any adjournments or postponements thereof and is **NOT** made by or on behalf of Management of the Corporation.

Proxies may be solicited by mail, telephone or other electronic means, as well as by way of public broadcast, including press release, speech or publication and any other manner permitted under applicable law.

The costs incurred in the preparation and mailing of this Concerned Shareholder's Proxy Circular and the solicitation will be borne by the Concerned Shareholder. However, the Concerned Shareholder may seek reimbursement from the Corporation of certain of the expenses, including certain proxy solicitation expenses and legal fees, incurred in connection with the foregoing. Any such reimbursement would require the approval of the board of directors of the Corporation.

No person is authorized by the Concerned Shareholder to give information or to make any representations relating to matters contemplated by this Concerned Shareholder's Proxy Circular other than those contained in this Concerned Shareholder's Proxy Circular and, if given or made, such information or representations must not be relied upon as having been authorized to be given or made.

Appointment of Proxies

Accompanying this Concerned Shareholder's Proxy Circular is a **GREEN** Proxy for Shareholders to complete.

The persons named in the **GREEN** Proxy are Daniel Rodriguez and Barry Miller. **Shareholders have the right to appoint a person who need not be a Shareholder of the Corporation, other than the person named in the GREEN Proxy accompanying this Concerned Shareholder's Proxy Circular as their proxyholder, to attend and act for and on behalf of such shareholders at the Meeting, by striking out the names of the persons named in the GREEN Proxy and inserting the name of the person to be appointed as proxyholder in the blank box provided on the GREEN Proxy.** If you hold Shares through a bank, broker or other intermediary, you should carefully follow the instructions provided from your intermediary and see the below "Voting Instructions for Beneficial Owners" in this Concerned Shareholder's Proxy Circular.

If a Shareholder does not appoint another person or company as proxyholder, the representative designated in the **GREEN** Proxy will vote or withhold from voting the Shares in respect of which they are appointed by proxy on any ballot that may be called for in accordance with the instructions of the Shareholder as indicated on the proxy and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. In the absence of any direction, your Shares will be voted as set out in this Concerned Shareholder's Proxy Circular. If a representative of the Concerned Shareholder is appointed as proxyholder or appointee, that person will vote or withhold from voting the Shares in respect of which they have been appointed on any ballot that may be called for, "against" setting the number of directors at four (4) proposed by management, "for" setting the number of directors at five (5), "for" the election of the Shareholder Nominees, "for" the appointment of Crowe Mackay LLP, Chartered Professional Accountants, as the auditor of the Corporation, "for" the approval of the Corporation's 10% rolling stock option plan and as that representative may see fit on each of the other matters to be considered at the Meeting.

The **GREEN** Proxy confers discretionary authority upon the representative designated in the **GREEN** Proxy with respect to amendments to or variations of matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Concerned Shareholder's Proxy Circular, the Concerned Shareholder is not aware of any such amendments, variations or other matters.

Deposit of Proxies

To be valid, the **GREEN** Proxy must be deposited with Endeavor Trust Corporation in accordance with the instructions provided in this Concerned Shareholder's Proxy Circular and the accompanying **GREEN** Proxy, by no later than 10:00 a.m. (Pacific Time) on May 30, 2022, or if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned or postponed meeting. Failure to properly complete or deposit a **GREEN** Proxy may result in its invalidation. The time limit for the deposit of proxies may be waived by the Corporation in its sole discretion without notice.

Revocation of Proxies

If you are the registered holder of your Shares, you may revoke a proxy previously given:

- (a) by completing and signing a proxy bearing a later date and depositing it in accordance with the instructions contained in the accompanying **GREEN** form of proxy, or as otherwise described above;
- (b) by depositing an instrument in writing executed by you or by your attorney authorized in writing, as the case may be: (i) at the registered office of the Corporation at any time up to and including the last business day preceding the day the Meeting or any adjournment or postponement of the Meeting is to be held, or (ii) with the chairman of the Meeting prior to its commencement on the day of the Meeting or any adjournment or postponement of the Meeting; or
- (c) in any other manner permitted by applicable law.

If you are a Beneficial Owner, see "Voting Instructions for Non-Registered Owners of Shares" in this Concerned Shareholder's Proxy Circular for instructions on how to revoke any proxy you give in connection with the Meeting.

Voting Instructions for Registered Shareholders

To ensure your vote is valid and submitted on time by the Corporation's voting deadline, the **GREEN** form of proxy must be deposited with Endeavor Trust Corporation by no later than 10:00 a.m. (Pacific Time) on May 30, 2022 or if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned or postponed meeting. Failure to properly complete or deposit a **GREEN** form of proxy may result in its invalidation. The time limit for the deposit of proxies may be waived by the Corporation in its sole discretion without notice.

You may vote using the following methods prior to the Meeting and must be received by no later than 10:00 a.m. (Pacific Time) on May 30, 2022.

EMAIL	FAX	ONLINE	MAIL DELIVERY
proxy@endeavortrust.com	604-559-8908	As listed on Form of Proxy or Voter Information Card	Endeavor Trust Corporation 702 – 777 Hornby Street Vancouver, BC V6Z 1S4

Voting Instructions for Non-Registered Owners of Shares

The information in this section only applies to non-registered Shareholders ("**Beneficial Owners**") who hold their Shares through a bank, broker or other Intermediary.

Only registered holders of Shares or the persons they appoint as their proxyholders are permitted to attend and vote at the Meeting. In many cases, the Shares are registered either: (i) in the name of an intermediary (an “**Intermediary**”) that the Beneficial Owner deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a depository, such as CDS Clearing and Depository Services Inc. in Canada and The Depository Trust Company in the United States (the “**Depositories**”).

The Concerned Shareholder has distributed copies of this Concerned Shareholder’s Proxy Circular and the **GREEN** Proxy to the Depositories and Intermediaries for distribution to Beneficial Owners. Intermediaries are required to forward all meeting materials to Beneficial Owners. Intermediaries often use service companies to forward the meeting materials to Beneficial Owners. Generally, Beneficial Owners will either:

- (a) Receive a **GREEN** voting instruction form which is not signed by the Intermediary and which, when properly completed and signed by the Beneficial Owner and returned to the Intermediary or its service company, will constitute voting instructions. Beneficial Owners should follow the instructions provided in the **GREEN** voting instruction form, using one of the described voting methods provided therein. **GREEN** voting instruction forms may also permit the completion of the **GREEN** voting instruction form by telephone, fax or through the Internet; or
- (b) Less frequently, be given a **GREEN** form of proxy which has already been signed by the Intermediary and which is restricted as to the number of Shares beneficially owned by the Beneficial Owner but which is otherwise not completed. In these cases, Beneficial Owners must properly complete, sign and date the **GREEN** form of proxy and submit it as per the instructions provided therein.

The purpose of these procedures is to permit Beneficial Owners to direct the voting of the Shares they beneficially own.

If You Wish to Attend the Meeting (or Have Someone You Choose Attend for You).

If, as a Beneficial Owner, you wish to attend and vote at the Meeting in person (or have another person, who need not be a shareholder, attend and vote on your behalf), the Beneficial Owner should strike out the names of the persons named in the **GREEN** Proxy (Voting Instruction Form) and insert the Beneficial Owner’s name or such other person’s name in the blank space provided.

A Beneficial Owner is entitled to revoke a voting instruction form or form of proxy given to an Intermediary in accordance with the instructions and deadline provided to the Beneficial Owner by its Intermediary. You should carefully follow the instructions on the **GREEN** form of proxy or **GREEN** voting instruction form you receive. If you are not sure what to do, you should immediately contact your Intermediary in respect of your Shares.

These securityholder materials are being sent to both registered and Beneficial Owners of Shares. If you are a non-registered owner and the Concerned Shareholder has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send this Concerned Shareholder’s Proxy to you directly, the Concerned Shareholder (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering this Concerned Shareholder’s Proxy Circular to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions. This Concerned Shareholder’s Proxy Circular will also be filed and available on SEDAR at www.sedar.com.

OTHER IMPORTANT INFORMATION

Record Date and Voting Shares

The record date for those entitled to receive notice of and vote at the Meeting has been fixed as the close of business on April 25, 2022 (the “**Record Date**”). Based on Gambier’s management information circular dated April 25, 2022 and filed on SEDAR on May 9, 2022, there were 46,232,330 Shares issued and outstanding as at the date of the MD&A. Each Share entitles the holder to one (1) vote at the Meeting.

Interest in Material Transactions of the Corporation Matters to be Acted Upon

Except as otherwise disclosed in this Concerned Shareholder’s Proxy Circular, to the knowledge of the Concerned Shareholder, neither the Concerned Shareholder, nor any of the Proposed Nominees or their respective associates or affiliates, has: (a) any material interest, direct or indirect, in any transaction since the commencement of the Corporation’s most recently completed financial year or in any proposed transaction which has materially affected or will materially affect the Corporation or any of its subsidiaries; or (b) any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter currently known to be acted on at the Meeting, other than the election of directors.

Except as otherwise disclosed in this Concerned Shareholder’s Proxy Circular, information concerning any material interests, direct or indirect, of any director or executive officer of the Corporation, any other “informed person” (as such term is defined in NI 51-102), any person who, to the knowledge of the directors or officers of the Corporation, beneficially owns or exercises control or direction over securities carrying more than 10% of the voting rights attached to any class of outstanding voting securities of the Corporation or any associate or affiliate of any of the foregoing, in any transaction since the beginning of the Corporation’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries, or in any matter to be acted upon at the Meeting, is not within the knowledge of the Concerned Shareholder. For such information, readers are referred to the information circular of Management (the “**Management Circular**”).

Nominees for election as director of the Corporation may be interested in the approval of the Stock Option Plan, pursuant to which they may be granted stock options.

Indebtedness of Shareholder Nominees

The Concerned Shareholder is not aware of any members of the Shareholder Nominees (or any of their associates) which are (or which have been) indebted to the Corporation or any of its subsidiaries at any time since the beginning of the last completed financial year of the Corporation or which have indebtedness to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries, except as may otherwise be disclosed herein or in the Management Circular.

Principal Holders of Voting Securities

Information regarding the beneficial ownership, control or direction over Shares held other than by the Concerned Shareholder is not within the knowledge of the Concerned Shareholder. For this information, readers are referred to the Management Circular.

Other Information Respecting the Concerned Shareholder

The following table sets out the number of Shares that the Concerned Shareholder exercises ownership or control over as at the date hereof.

Name of Concerned Shareholder	Number of Shares
FruchtExpress Grabher GmbH & Co KG	8,750,000

The reported shares are controlled and directed by Felix Grabher.

Executive Compensation, Indebtedness, Management Contracts and Equity Compensation Plans

Information regarding the compensation of named executive officers and directors of the Corporation (including the information prescribed by Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*), the indebtedness of the Corporation’s directors and officers or their respective associates, management contracts that may be in place at the Corporation, securities authorized for issuance under the Corporation’s equity compensation plans and certain other information that is required to be included in an information circular under the relevant legislation has been omitted from this Concerned Shareholder’s Proxy Circular because it is not within the knowledge of the Concerned Shareholder. Readers are referred to the Management Circular for such information concerning the Corporation and the business of the Meeting and other continuous disclosure filed by the Corporation on SEDAR at www.sedar.com.

Information Contained in this Concerned Shareholder’s Proxy Circular

Certain information concerning the Corporation contained in this Concerned Shareholder’s Proxy Circular has been taken from or is based upon publicly available documents or records on file with Canadian securities regulatory authorities and other public sources. Although the Concerned Shareholder has no knowledge that would indicate that any statements contained in this Concerned Shareholder’s Proxy Circular that are taken from or based upon those documents and records or other public sources are untrue or incomplete, the Concerned Shareholder does not assume and expressly disclaims any responsibility for the accuracy or completeness of the information taken from or based upon those documents, records and other public sources or for any failure by the Corporation to disclose publicly events or facts that may have occurred or that may affect the significance or accuracy of any such information, but that are unknown to the Concerned Shareholder. The Concerned Shareholder has not sought or obtained consent from any third party to the use in this Concerned Shareholder’s Proxy Circular of previously published information. Any such information should not be viewed as indicating the support of such third party for the views expressed in this Concerned Shareholder’s Proxy Circular.

The delivery of this Concerned Shareholder’s Proxy Circular will not, under any circumstances, create an implication that there has been no change in the information set forth herein since the date as of which such information is given in the Concerned Shareholder’s Proxy Circular.

This Concerned Shareholder’s Proxy Circular does not constitute an offer to sell, or a solicitation of an offer to purchase, any securities, or the solicitation of a proxy, by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or solicitation of an offer or proxy solicitation.

Any statement contained in this Concerned Shareholder’s Proxy Circular or a document incorporated or deemed to be incorporated by reference in the Concerned Shareholder’s Proxy Circular shall be deemed to be modified or superseded for purposes of the Circular to the extent that a statement contained in the Concerned Shareholder’s Proxy Circular or in any other subsequently filed document which also is or is deemed to be incorporated by reference in the Concerned Shareholder’s Proxy Circular modifies or supersedes such statement. The making of a modifying or superseding statement shall not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a

misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. Any statement so modified or superseded shall not be deemed to constitute a part of the Concerned Shareholder's Proxy Circular, except as so modified or superseded. Any forward-looking statements or information included in any document incorporated or deemed to be incorporated by reference in the Concerned Shareholder's Proxy Circular are made as of the date of such document, and the Concerned Shareholder undertakes no obligation to publicly update such forward-looking statements or information to reflect new information, subsequent events or otherwise, except as required by applicable laws. For further information, see the "Forward-Looking Statements and Information" in this Concerned Shareholder's Proxy Circular.

A copy of this Concerned Shareholder's Proxy Circular may be obtained on SEDAR at www.sedar.com.

Information Regarding the Corporation

Additional information relating to the Corporation, including its Management Circular and other continuous disclosure documents filed by the Corporation, can be accessed through SEDAR at www.sedar.com. Shareholders may also download the financial statements and MD&A at www.sedar.com. Shareholders may request copies of the Corporation's financial statements and MD&A by contacting the Corporation at Suite 1000, 409 Granville Street, Vancouver, BC, V6C 1T2.

CERTIFICATE

The contents and the sending of this Concerned Shareholder's Proxy Circular have been approved by the Concerned Shareholder.

May 9, 2022

FruchtExpress Grabher GmbH & Co KG

(signed) "*Felix Grabher*"

Felix Grabher, Executive Director

VOTE THE **GREEN** PROXY FOR CHANGE AND A BETTER FUTURE

PLEASE VOTE GREEN PROXIES PRIOR TO
10:00 A.M. (PACIFIC TIME) ON MONDAY, MAY 30, 2022

Voting Method	Registered Shareholders If your shares are held in your name and represented by a physical certificate.	Beneficial Shareholders If your shares are held with a broker, bank or other intermediary.
Internet	<p>Email completed GREEN proxy to: proxy@endeavortrust.com</p> <p style="text-align: center;">Or</p> <p>Vote online at: www.eproxy.ca</p> <p>and enter your control number and password located on the GREEN form of proxy</p>	<p>Vote online at: www.proxyvote.com</p> <p>and enter your 16-digit control number located on the GREEN voting instruction form</p>
Facsimile	<p>Complete, date, and sign the GREEN proxy and fax it to: 604-559-8908</p>	<p>By Telephone: Call the toll-free number listed on your GREEN voting instruction form ("VIF") and vote using the 16-digit control number provided therein, or By Facsimile: complete, date, and sign the GREEN VIF and fax it to the number listed therein.</p>
Mail	<p>Complete, date, and sign the GREEN proxy and return in the enclosed envelope provided to: Endeavor Trust Corporation 702 – 777 Hornby Street Vancouver, BC V6Z 1S4</p>	<p>Complete, date and sign the GREEN VIF and return it using the enclosed envelope provided.</p>

QUESTIONS OR REQUESTS FOR ASSISTANCE MAY BE DIRECTED TO
ENDEAVOR TRUST CORPORATION AT TOLL-FREE 1-888-787-0888 OR
THE CONCERNED SHAREHOLDER:



Daniel Rodriguez
Telephone: 604-353-4080
EMAIL: ggau@fruchtexpress.at