

Prime Mining Corp.



Form of Proxy – Special Meeting to be held on September 29, 2025

Appointment of Proxyholder

I/We being the undersigned holder(s) of Prime Mining Corp. securities hereby appoint **Ian Marcus** or failing this person, **Andrew Bowering** (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 special meeting (the “**Meeting**”) of the holders of common shares, options, restricted share units, deferred share units and share purchase warrants of Prime Mining Corp. (collectively, the “**Securityholders**”) to be held on **September 29, 2025** at the offices of Prime Mining Corp. at Suite 710 – 1030 West Georgia Street, Vancouver, British Columbia at **2:00 p.m. (Vancouver time)** or at any adjournment or postponement thereof.

1. Arrangement Resolution. To consider and, if thought fit, to pass, with or without variation, a special resolution, the full text of which is set out in Appendix “A” of the accompanying management information circular (the “**Circular**”) of Prime Mining Corp., approving a plan of arrangement pursuant to section 288 of the *Business Corporations Act* (British Columbia) involving Torex Gold Resources Inc. and Prime Mining Corp., as more particularly described in the Circular.

For

Against

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

Please complete, sign, date and return this form of proxy to Odyssey Trust Company using one of the following methods:

- (i) by mail using the return envelope enclosed with this form of proxy;
- (ii) by hand to the United Kingdom Building, Suite 350, 409 Granville Street, Vancouver, British Columbia, V6C 1T2;
- (iii) by fax, to the attention of the Proxy Department, at 1-800-517-4553; or
- (iv) by email to proxy@odysseytrust.com.

Alternatively, you may submit your proxy using secure online voting in accordance with the instructions provided on the reverse.

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

Proxies must be received by 2:00 p.m. (Vancouver time) on September 25, 2025.

Notes to Proxy

1. **Each Securityholder has the right to appoint a person, who need not be a holder, to attend and represent them 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 Securityholder (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 Securityholder.
5. The securities represented by this proxy will be voted as directed by the Securityholder; 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 Securityholder, 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://vote.odysseytrust.com>

You will require the CONTROL NUMBER printed with your address to the right.

If you vote by Internet, do not mail 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. A return envelope has been enclosed for voting by mail.