

Scaling Capital 1 Corp.

Form of Proxy – Special Meeting to be held on November 15, 2024



Trader's Bank Building
702, 67 Yonge Street
Toronto ON M5E 1J8

Appointment of Proxyholder

I/We being the undersigned holder(s) of **Scaling Capital 1 Corp.** (the "**Corporation**") hereby appoint **Alex Tapscott**, President and Chief Executive Officer of the Corporation, or failing this person, **Kirstin Mctaggart**, the Secretary and a director of the Corporation (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 shareholders of the Corporation (the "**Shareholders**") to be held at **Royal Bank Plaza, South Tower, 200 Bay Street, Suite 2700, Toronto, ON, M5J 2J1, Canada**, at **11:00 a.m. EST on November 15, 2024** or at any adjournment thereof.

1. Number of Directors. To fix the number of directors to be elected at the Meeting, conditional on the completion of the proposed qualifying transaction of the Corporation with Matador Gold Technologies Inc. (the " Qualifying Transaction "), at four (4).						For	Against
						<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Directors.	For	Withhold		For	Withhold	For	Withhold
a. Deven Soni	<input type="checkbox"/>	<input type="checkbox"/>	b. Donato Sferra	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. Tyler Evans	<input type="checkbox"/>	<input type="checkbox"/>					
3. Appointment of Auditors. To consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution appointing Kingston Ross Pasnak LLP as auditors of the Corporation to serve from the completion of the Qualifying Transaction until the next annual meeting of Shareholders and authorizing the board of directors of the Corporation (the " Board ") to fix their remuneration, conditional on the completion of the Qualifying Transaction, as more particularly described in the information circular of the Corporation dated October 16, 2024 (the " Information Circular ").						For	Withhold
						<input type="checkbox"/>	<input type="checkbox"/>
4. Name Change. To consider, and, if deemed advisable, to pass, with or without variation, a special resolution authorizing the change of name of the Corporation to "Matador Technologies Inc." or such other name as the Board, in their sole discretion and subject to applicable regulatory approval, determines to be appropriate, as more particularly described in the Information Circular.						For	Against
						<input type="checkbox"/>	<input type="checkbox"/>
5. Share Consolidation. To consider, and, if deemed advisable, to pass, with or without variation, a special resolution approving an amendment to the articles of incorporation of the Corporation to consolidate the issued and outstanding common shares (" Common Shares ") of the Corporation on the basis of one (1) post-consolidation Common Share for every 2.2727 pre-consolidation Common Shares, as more particularly described in the Information Circular.						For	Against
						<input type="checkbox"/>	<input type="checkbox"/>
6. Continuance Resolution. To consider, and, if deemed advisable, to pass, with or without variation, a special resolution approving the continuance of the Corporation from the <i>Business Corporations Act</i> (Alberta) to the <i>Business Corporations Act</i> (Ontario), as more particularly described in the Information Circular.						For	Against
						<input type="checkbox"/>	<input type="checkbox"/>
7. Stock Option Plan. To consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution of the disinterested shareholders approving the adoption of a new stock option plan for the Corporation, to be effective upon completion of the Qualifying Transaction, as more particularly described in the Information Circular.						For	Against
						<input type="checkbox"/>	<input type="checkbox"/>
8. Performance and Restricted Share Unit Plan. To consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution of the disinterested shareholders approving the adoption of a new performance and restricted share unit plan for the Corporation, to be effective upon completion of the Qualifying Transaction, as more particularly described in the Information Circular.						For	Against
						<input type="checkbox"/>	<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

INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:

**This form of proxy is solicited by and on behalf of Management.
Proxies must be received by 11:00 a.m. EST, on November 13, 2024.**

Notes to Proxy

1. Each holder 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 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.



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.

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 <https://odysseytrust.com/ca-en/help/>.

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.