

**EAGLE PLAINS RESOURCES LTD.**  
**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**  
**October 3, 2019**

**PROXY SOLICITED BY MANAGEMENT OF EAGLE PLAINS RESOURCES LTD.**

The undersigned shareholder of Eagle Plains Resources Ltd. (the "Corporation") constitutes and appoints:  
**TIMOTHY J. TERMUENDE**, President, Chief Executive Officer and Director of the Corporation,  
or failing him  
**DARREN B. FACH**, Corporate Secretary and Director of the Corporation,  
or instead of either of the above:

\_\_\_\_\_ of \_\_\_\_\_

as proxy for the undersigned, with power of substitution, to attend, act and vote on behalf of the undersigned at the annual and special general meeting of shareholders of the Corporation to be held on the 3rd day of October, 2019 and at any adjournment or adjournments of such meeting, in the same manner, to the same extent and with the same power as if the undersigned were present and, without limiting the general authorization given, the person indicated above is specifically directed to vote on behalf of the undersigned in the following manner:

| 1. | Election of Directors | For                      | Withhold                 |                   | For                      | Withhold                 |
|----|-----------------------|--------------------------|--------------------------|-------------------|--------------------------|--------------------------|
|    | Timothy J Termuende   | <input type="checkbox"/> | <input type="checkbox"/> | Charles C Downie  | <input type="checkbox"/> | <input type="checkbox"/> |
|    | Glen J Diduck         | <input type="checkbox"/> | <input type="checkbox"/> | William R Bennett | <input type="checkbox"/> | <input type="checkbox"/> |
|    | Darren B Fach         | <input type="checkbox"/> | <input type="checkbox"/> | Paul Reynolds     | <input type="checkbox"/> | <input type="checkbox"/> |

in respect of the election of each of the above persons proposed to be nominated by management as directors of the Corporation for the ensuing year.

**2. Appointment of Auditors**

Vote ☐ Withhold from voting ☐

in respect of the appointment of Crowe MacKay LLP, as auditors until the next annual general meeting of shareholders and authorizing of the directors to fix the auditor's remuneration.

**3. Approval of Stock Option Plan**

For ☐ Against ☐

the approval of the Stock Option Plan for the Corporation, as more particularly described in the Information Circular issued in connection with the meeting.

**4. Approval of Re-Pricing of Stock Options**

For ☐ Against ☐

the ratification of the re-pricing of those options to acquire an aggregate 3,515,000 Common Shares which are held by directors, officers or employees of the Corporation, as more particularly described in the Information Circular issued in connection with the meeting.

5. On any other matters that may properly come before the meeting in such a manner as the proxy may see fit.

If directed to "vote" on behalf of the undersigned, the management nominees named above shall vote the shares represented by this proxy in favour of the election of each of management nominee directors and the appointment of the auditors, all as indicated in the Information Circular. **Furthermore, in the absence of any direction to vote "for" or "against", the shares will be voted by management appointees in favour of approving the Corporation's stock option plan, as more specifically described in the accompanying Information Circular.**

**THIS PROXY IS SOLICITED BY AND ON BEHALF OF THE MANAGEMENT OF THE CORPORATION AT THE DIRECTION OF THE BOARD OF DIRECTORS. A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON TO REPRESENT HIM AT THE MEETING OTHER THAN ONE OF THE PERSONS LISTED ABOVE AND MAY EXERCISE SUCH RIGHT BY INSERTING THE NAME OF SUCH PERSON (WHO NEED NOT BE A SHAREHOLDER) IN THE BLANK SPACE PROVIDED IN THE FIRST PARAGRAPH OF THIS FORM OF PROXY.**

This proxy form must be signed by the shareholder or his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal and by an officer or attorney duly authorized by such corporation, and must be delivered to: Proxy Dept., AST Trust Company (Canada), PO Box 721, Agincourt, Ontario, M1S 0A1, or by email to [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com) or by fax at (416) 368-2502 (Toll Free: 1-866-781-3111 Canada and US Only), not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the meeting or any adjournment of the meeting.

The undersigned revokes any instrument of proxy previously given and ratifies and confirms all that the person indicated above may do by virtue of this proxy.

DATED this \_\_\_\_ day of \_\_\_\_\_, 2019.

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Signature of Shareholder

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Name of Shareholder (please print)

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Number of Shares Held