



Appointment of Proxyholder

I/We, being holder(s) of class A common shares of TomaGold Corporation (the "Company"), hereby appoint: David Grondin, President, Chief Executive Officer and Director of the Company, or, failing him, Martin Nicoletti, Chief Financial Officer, or

Print the name of the person you are appointing if this person is someone other than the individuals listed above

as proxy of the undersigned, to attend, act and vote on behalf of the undersigned in accordance with the below direction (or if no directions have been given, as the proxy sees fit) on all the following matters and any other matter that may properly come before the Annual and Special Meeting of Shareholders of the Company to be held at 10:00 a.m. (Montréal time) on Friday, November 6, 2020, -----, and at any and all adjournments or postponements thereof in the same manner, to the same extent and with the same powers as if the undersigned were personally present, with full power of substitution.

Management recommends voting FOR the following Resolutions. Please use a dark black pencil or pen.

	FOR	WITHHOLD	
1. Election of the following directors:			
1. David Grondin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Michel E. Labrousse	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Jean-Sébastien Jacquetin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Caitlin Jeffs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Albert Contardi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Wanda Cutler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	FOR	AGAINST	WITHHOLD
2. Appointment of Auditor			
Appointment of Raymond Chabot Grant Thornton LLP as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the Transaction	<input type="checkbox"/>	<input type="checkbox"/>	

FOR AGAINST

4. Approval of the 2020 Stock Option Plan

Under Canadian Securities Law, you are entitled to receive certain investor documents. If you wish to receive such material, please tick the applicable boxes below. Please note that if you do not tick the appropriate box, you will not receive any documents from the Company. You may also go to AST Trust Company (Canada)'s website <https://ca.astfinancial.com/financialstatements> and input code 7518a.

- I would like to receive quarterly financial statements
- I do not want to receive annual financial statements

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 FOR a matter by Management's appointees or, if you appoint another proxyholder, as such other proxyholder sees fit. On any amendments or variations proposed or any new business properly submitted before the Meeting, I/We authorize you to vote as you see fit.**

Signature(s) _____ Date _____

Please sign exactly as your name(s) appear on this proxy. Please see reverse for instructions. All proxies must be received by November 4, 2020 at 10:00 a.m. (Montréal time).

Proxy Form – Annual and Special Meeting of Shareholders of TomaGold Corporation to be held on November 6, 2020 (the “Meeting”)

Notes to Proxy

1. This proxy must be signed by a holder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your name appears on this proxy. If the holder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.

2. If the securities are registered in the name of an executor, administrator or trustee, please sign exactly as your name appears on this proxy. If the securities are registered in the name of a deceased or other holder, the proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other holder must be attached to this proxy.

3. Some holders may own securities as both a registered and a beneficial holder; in which case you may receive more than one Information Circular and will need to vote separately as a registered and beneficial holder. Beneficial holders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of securities they beneficially own. Beneficial holders should follow instructions for voting conveyed to them by their intermediaries.

4. If a security is held by two or more individuals, any one of them present or represented by proxy at the Meeting may, in the absence of the other or others, vote at the Meeting. However, if one or more of them are present or represented by proxy, they must vote together in respect of such security.

All holders should refer to the Information Circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

This proxy is solicited by and on behalf of the Company’s Management.



How to Vote

INTERNET

- Go to www.astvotemyproxy.com
- Cast your vote online
- View Meeting documents

TELEPHONE

Use any touch-tone phone, call toll free in Canada and the United States **1-888-489-7352** and follow the voice instructions

To vote using your smartphone, please scan this QR Code →



To vote by Internet or telephone you will need your control number. If you vote by Internet or telephone, do not return this proxy.

MAIL, FAX OR EMAIL

- Complete and return your signed proxy in the envelope provided or send to:

AST Trust Company (Canada)
P.O. Box 721
Agincourt, ON M1S 0A1
- You may alternatively fax your proxy to 416-368-2502 or toll free in Canada and the United States to 1-866-781-3111 or scan and email to proxyvote@astfinancial.com.

An undated proxy is deemed to bear the date on which it is mailed on behalf of management to you.

All proxies must be received by November 4, 2020 at 10:00 a.m. (Montréal time).