

Security Class

Holder Account Number

Fold

Form of Proxy - Annual and Special Meeting to be held on October 12, 2018

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. 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.

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Proxies submitted must be received by 2:00 p.m., Atlantic Time on Wednesday, October 10, 2018.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back 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. **Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We being holder(s) of **Duckworth Capital Corp. (the "Corporation")** hereby appoint(s): **James Megann**, or failing him/her **Robert Randall**

OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder 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 Annual and Special Meeting of shareholders of Duckworth Capital Corp. to be held at 2001-1969 Upper Water Street, Halifax Nova Scotia, on Friday, October 12, 2018 at 2:00 p.m. (Atlantic Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Election of Directors

To elect the current directors of Duckworth, to serve from the close of the Meeting until the earlier of (i) the close of the next annual meeting of shareholders or until their successors are elected or appointed, and (ii) the effective time of completion of the proposed qualifying transaction, as described in the accompanying Management Information Circular.

	For	Withhold		For	Withhold		For	Withhold
01. Paul Sparkes	<input type="checkbox"/>	<input type="checkbox"/>	02. James Megann	<input type="checkbox"/>	<input type="checkbox"/>	03. William Carl Sheppard	<input type="checkbox"/>	<input type="checkbox"/>

2. Election of Directors

To elect new directors of Duckworth, to serve from the effective time of completion of the Qualifying Transaction until the close of the next annual meeting of shareholders or until their successors are elected or appointed, as more fully described in the Management Information Circular.

	For	Withhold		For	Withhold		For	Withhold
01. Denis Laviolette	<input type="checkbox"/>	<input type="checkbox"/>	02. Vincent Dubé-Bourgeois	<input type="checkbox"/>	<input type="checkbox"/>	03. Ramón Barúa	<input type="checkbox"/>	<input type="checkbox"/>
04. Cejay Kim	<input type="checkbox"/>	<input type="checkbox"/>	05. Sheldon Inwentash	<input type="checkbox"/>	<input type="checkbox"/>			

3. Appointment of Auditors

Appointment of **Manning Elliott LLP** as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

4. Stock Option Plan

To confirm Duckworth's Stock Option Plan, as required annual under the policies of the TSX Venture Exchange.

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

5. Name Change

To consider, and if thought advisable, to pass a special resolution to change the name of the Company to Goldspot Discoveries Corp.

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

6. Share Consolidation

To consider, and if thought advisable, to pass a special resolution to approve a consolidation of all the outstanding Duckworth shares by changing each two (2) Duckworth Shares into one (1) Duckworth Share.

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

Authorized Signature(s) – This section must be completed for your instructions to be executed.

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.**

Signature(s)

Date

MM / DD / YY

Interim Financial Statements – Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements – Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

