

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General and Special Meeting to be held on Wednesday, October 2, 2019

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 or any adjournment or postponement thereof. 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 must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) 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 in favour or withheld from voting or voted against each of the matters described herein, as applicable, 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 or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
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 10:00 am (Pacific Time), on Monday, September 30, 2019

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.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting www.investorcentre.com and clicking at the bottom of the page.

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 King's Bay Resources Corp. hereby appoint(s):
Kevin Bottomley, or failing him, Dusan Berka

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 General and Special Meeting of shareholders of King's Bay Resources Corp. to be held at Suite 900 – 885 West Georgia Street, Vancouver, British Columbia on Wednesday, October 2, 2019 at 10:00 a.m. (Pacific Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

	For	Against
1. Number of Directors To set the number of Directors at four (4).	<input type="checkbox"/>	<input type="checkbox"/>

2. Election of Directors

	For	Withhold		For	Withhold		For	Withhold		For	Withhold
01. Kevin Bottomley	<input type="checkbox"/>	<input type="checkbox"/>	02. Jody Bellefleur	<input type="checkbox"/>	<input type="checkbox"/>	03. Dusan Berka	<input type="checkbox"/>	<input type="checkbox"/>	04. Nicolas Rodway	<input type="checkbox"/>	<input type="checkbox"/>

	For	Withhold
3. Appointment of Auditors Appointment of Davidson & Company LLP, Chartered Professional Accountants as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against
4. Reverse Takeover Resolution To consider and, if thought appropriate, pass, with or without variation, an ordinary resolution of the majority of minority shareholders, the full text of which is set forth in the management information circular (the "Information Circular") approving the proposed reverse takeover (the "S&S Acquisition") of the Company by S&S Company Nevada LLC ("S&S") and the members thereof, all as more particularly described in the Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against
5. Slate of Directors Resolution Upon approval of Resolution 4 - Reverse Takeover Resolution, approve a second slate set of four (4) resulting issuer directors to be elected to replace the original slate of directors immediately following the completion of the S&S Acquisition if, and only if, the S&S Acquisition is completed, as more particularly described in the Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against
6. Stock Option Plan Resolution To consider and, if thought appropriate, pass, with or without variation, an ordinary resolution to adopt and approve the stock option plan of the Company, as more particularly described in the Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against
7. Article Amendment Resolution To consider, and if thought appropriate, pass, with or without variation, a special resolution authorizing and approving an amendment of the articles of the Company to create preferred, super voting, non-participating shares, as more fully described in the Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against
8. Consolidation Resolution To consider and, if thought appropriate, pass, with or without variation, a special resolution approving the consolidation of the issued and outstanding common shares (each, a "Share") of the Company on the basis of 1 post-consolidation Share for every 5 pre-consolidation Shares, as more particularly described in the Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against
9. Change of Name Resolution To consider and, if thought appropriate, pass, with or without variation, a special resolution authorizing the Company's change of name from "King's Bay Resources Corp." to "Merced Holdings Corp." or such other name as the directors may, in their sole discretion determine, as more particularly described in the Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against
10. Continuance Resolution To consider, and if thought appropriate, pass, with or without variation, a special resolution authorizing the Company to make an application for the continuance of the Company out of the Canada Business Corporations Act and into the Province of British Columbia after which the Company will be subject to the <i>Business Corporations Act</i> (British Columbia), and, upon continuance, the adoption of new articles, as more particularly described in the accompanying Information Circular.	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against
11. Delisting of Common Shares Resolution To consider and, if thought fit, to approve, with or without variation, an ordinary resolution of the majority of minority shareholders to approve the delisting of the Common Shares from the TSX Venture Exchange and the application to list the Shares on the Canadian Securities Exchange, as more particularly described in the Information Circular.	<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) <div style="border: 1px solid black; height: 30px; width: 100%;"></div>	Date <div style="font-size: 24px; font-weight: bold; letter-spacing: 10px;">MM / DD / YY</div>
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Interim Financial Statements – Mark this box if you would like to receive interim financial statements and accompanying Management's Discussion and Analysis by mail. <input type="checkbox"/>		Annual Financial Statements – Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail. <input type="checkbox"/>
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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.

