

# CAIRO RESOURCES INC.

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## Form of Proxy - Annual General and Special Meeting to be held on Monday, April 6, 2020

### 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, Vancouver Time, on Thursday, April 2, 2020**



### Appointment of Proxyholder

I/We being holder(s) of Cairo Resources Inc. hereby appoint(s): Darryl S. Cardey, Chief Executive Officer, or failing him, Michael Sadhra, Director

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 Cairo Resources Inc. to be held at Suite 1500 – 1055 West Georgia St., Vancouver, BC V6E 4N7 on Monday, April 6, 2020 at 10:00 am, Vancouver Time and at any adjournment or postponement thereof.

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

#### 1. Number of Directors

To set the number of Directors at three (3).

<b>For</b>	<input type="checkbox"/>	<b>Against</b>	<input type="checkbox"/>
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#### 2. Election of Directors

**For**  Withhold

**For**  Withhold

**For**  Withhold

01. Darryl S. Cardey

 

02. Michael Sadhra

 

03. Paul S. Reynolds

 

**For**  Withhold

#### 3. Appointment of Auditors

Appointment of Smythe LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

 

**For**  **Against**

#### 4. Share Consolidation

To approve a special resolution to consolidate the Company's issued and outstanding common shares, as more particularly set out in the attached Information Circular.

 

#### 5. Adoption of New Articles

To approve a special resolution adopting new articles, as more particularly set out in the attached Information Circular.

 

#### 6. To Set the Number of Directors

To set the number of directors at five (5), conditional and effective upon the closing of the Business Combination.

 

#### 7. Election of Directors following Business Combination

Election of the following directors, conditional and effective upon the closing of the Business Combination, as more particularly set out in the attached Information Circular.

**For**  Withhold

**For**  Withhold

**For**  Withhold

01. Vijai Karthigesu

 

02. Andrew Ray

 

03. Malcolm Smith

 

04. Chuck Hartlan

 

05. Craig Fletcher

 

**For**  Withhold

#### 8. Appointment of Auditor following Business Combination

Appointment of Grant Thornton LLP as the auditor of the Company, to hold office, conditional and effective upon the closing of the Business Combination and to authorize the directors of the Company to fix the remuneration of the auditor so appointed.

 

**For**  **Against**

#### 9. Adoption of New Stock Option Plan

Approval of an ordinary resolution to approve, conditional and effective upon the closing of the Business Combination, the new stock option plan of the Company.

 

#### 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

