

PINEHURST CAPITAL II INC.

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Form of Proxy - Annual General and Special Meeting to be held on December 14, 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 1:00 p.m. (Toronto Time), on December 10, 2020.



Appointment of Proxyholder

I/We being holder(s) of Pinehurst Capital II Inc. hereby appoint(s):
David Rosenkrantz, or failing him, Ilana Prussky, or failing her, Paul De Luca, OR
or failing him, Tracy Graf

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

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 Pinehurst Capital II Inc. to be held at the Exchange Tower, 130 King St. West, Suite 2210, Toronto, Ontario, M5X 1E4 on December 14, 2020 at 1:00 p.m. (Toronto 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 increase the number of directors of the Corporation within the minimum and maximum numbers provided for in the articles of the Corporation from four (4) to six (6) upon the Effective Time, as more particularly described in the management information circular in respect of the Meeting (the "Circular")

<input type="checkbox"/>	<input type="checkbox"/>
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2. Election of Directors

To elect the directors of the Corporation for the ensuing year and, subject to and conditional on the completion of the Qualifying Transaction (as such term is defined in Policy 2.4 – Capital Pool Companies of the Corporate Finance Manual of the TSX Venture Exchange) with Alliant Gold Corp. (formerly 1252201 B.C. Ltd.) (the "Transaction") to elect the directors of the Corporation as it exists immediately following the completion of the Transaction (the "Resulting Issuer") for the ensuing year, as more particularly described in the Circular.

Original Slate of Directors:

	For	Withhold		For	Withhold		For	Withhold
01. David Rosenkrantz	<input type="checkbox"/>	<input type="checkbox"/>	02. Ilana Prussky	<input type="checkbox"/>	<input type="checkbox"/>	03. Paul De Luca	<input type="checkbox"/>	<input type="checkbox"/>
						04. Tracy Graf	<input type="checkbox"/>	<input type="checkbox"/>

New Slate of Directors:

	For	Withhold		For	Withhold		For	Withhold
01. Bruce Bragagnolo	<input type="checkbox"/>	<input type="checkbox"/>	02. Francisco Manuel Cordova Celaya	<input type="checkbox"/>	<input type="checkbox"/>	03. Mike Petrina	<input type="checkbox"/>	<input type="checkbox"/>
04. Leslie L. Kapusianyuk	<input type="checkbox"/>	<input type="checkbox"/>	05. Jesus Gutierrez	<input type="checkbox"/>	<input type="checkbox"/>	06. Thomas F. Fudge Jr.	<input type="checkbox"/>	<input type="checkbox"/>

For **Withhold**

3. Appointment of Auditors

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

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

4. Continuance under the *Business Corporations Act* (British Columbia)

To approve, with or without amendment, but subject to and conditional on the completion of the Transaction, a special resolution approving the continuance of the Corporation's corporate existence from the *Business Corporations Act* (Ontario) to the *Business Corporations Act* (British Columbia), as more particularly described in the Circular.

<input type="checkbox"/>	<input type="checkbox"/>
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5. Approval of Name Change

To consider and, if deemed appropriate, approve with or without amendment, but subject to and conditional on the completion of the Transaction, a special resolution authorizing the change of the Corporation's name to "Aurea Mining Inc." or such other name as the directors may in their sole discretion determine, as more particularly described in the Circular.

<input type="checkbox"/>	<input type="checkbox"/>
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6. Share Consolidation

To consider and, if deemed appropriate, approve with or without amendment, but subject to and conditional on the completion of the Transaction, a special resolution approving an amendment to the articles of incorporation of the Corporation to consolidate all of the issued and outstanding common shares of the Corporation on the basis of the Consolidation Ratio (as that term is defined in the Circular), with the final ratio to be determined jointly by the Corporation and Alliant Gold Corp.

<input type="checkbox"/>	<input type="checkbox"/>
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7. Omnibus Equity Incentive Plan

To consider and, if deemed appropriate, approve with or without amendment, but subject to and conditional on the completion of the Transaction, an ordinary resolution approving the omnibus equity incentive plan of the Resulting Issuer, as more particularly described in the Circular.

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

