

**GRID METALS CORP.**

**- PROXY -**

**FOR USE AT THE  
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD  
January 6, 2021**

The undersigned, being a shareholder of common shares (the "Shares") of **GRID METALS CORP.** (the "Corporation") hereby appoints, **ROBIN E. DUNBAR** (President and Chief Executive Officer of the Corporation) or, failing him, **THOMAS W. MEREDITH** (Director of the Corporation) or, instead of either of them,

\_\_\_\_\_  
*(clearly print name)*

as proxyholder for and on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the annual and special meeting of the shareholders of the Corporation to be held on **January 6, 2021**, at 11:00 a.m. (Toronto time) at 2 Queen Street East, Suite 1500 (the "**Meeting**") and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof. The undersigned hereby directs the proxyholder to vote the securities of the Corporation recorded in the name of the undersigned as specified herein. **Voting recommendations indicated by boxes [ ]:**

1. **Election of Directors:**

The election of the following as directors of the Corporation as set forth in the accompanying notice of annual meeting of shareholders and management information circular (the "**Circular**")

FOR	WITHHOLD	
<input type="checkbox"/>	<input type="checkbox"/>	<b>Robin E. Dunbar</b>
<input type="checkbox"/>	<input type="checkbox"/>	<b>Thomas W. Meredith</b>
<input type="checkbox"/>	<input type="checkbox"/>	<b>Edward J. Munden</b>

2. **Re-Appointment of Auditors:**

FOR	WITHHOLD	
<input type="checkbox"/>	<input type="checkbox"/>	To approve the re-appointment of UHY McGovern, Hurley, Cunningham LLP, Chartered Accountants LLP, as auditors of the Corporation for the ensuing year and to authorize the directors to fix the remuneration of the auditors.

3. **Approval of the New Equity Incentive Plan**

FOR	AGAINST	
<input type="checkbox"/>	<input type="checkbox"/>	To approve the New Equity Incentive Plan as attached in the Management Information Circular accompanying the meeting materials.

4. **Approval of Maximum of 3,000,000 Restricted Share Units and Deferred Share Units Authorized Under the New Equity Incentive Plan**

FOR	AGAINST	
<input type="checkbox"/>	<input type="checkbox"/>	To approve the fixing of a maximum of 3,000,000 RSUs and DSUs, in the aggregate, authorized for issuance under the New Equity Incentive Plan.

5. **Other Matters**

If any amendments or variations to the matters referred to above or to any other matters identified in the Circular are proposed at the Meeting or any adjournment(s) or postponement(s) thereof or, if any other matters which are not now known to management should properly come before the Meeting or any adjournment (s) or postponement(s) thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in accordance with the best judgment of such person.

**To be valid, this proxy must be received by the Corporation's transfer agent, Trans Canada Transfer Inc., 25 Adelaide Street East, Suite 1301, Toronto, ON M5C 3A1, not later than 48 hours (excluding Saturdays, Sundays and holidays), prior to the Meeting or any adjournment(s) or postponement(s) thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his or her discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.**

This proxy revokes and supersedes all proxies of earlier date.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_.

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Name of Shareholder (please print)

\_\_\_\_\_  
Number of Shares held by shareholder

*[See following Page for Important Notes]*

**IMPORTANT NOTES - PLEASE READ:**

**1. THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**

2. This proxy confers discretionary authority on the proxyholder to vote in his or her discretion with respect to amendments or variations to the matters identified in the Circular accompanying this proxy or such other matters which may properly come before the Meeting or at any adjournment(s) or postponement(s) thereof.

**3. Each shareholder has the right to appoint a person other than the management designees specified on the reverse hereof to represent them at the Meeting.** Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a shareholder of the Corporation.

4. Each shareholder must sign this proxy. If the shareholder is a corporation, this proxy must be executed by an officer or attorney thereof duly authorized.

5. Please date this proxy. If this proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Corporation.

6. If the shareholder appoints any of the persons designated on the reverse hereof, **including persons other than management designees**, as proxyholder to attend and act at the said Meeting:

(a) the Shares represented by this proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for;

(b) where the shareholder specifies a choice in the proxy with respect to any matter to be acted upon, the Shares represented by this proxy shall be voted accordingly; and

(c) **IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS LISTED ON THE REVERSE HEREOF, THIS PROXY WILL BE VOTED "FOR" SUCH MATTERS.**