

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General Meeting to be held on Friday, October 25, 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. 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.
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 12:00 pm, PDT, on Wednesday, October 23, 2019



Appointment of Proxyholder

I/We being holder(s) of Golden Dawn Minerals Inc. hereby appoint(s):
Christopher Anderson, CEO, or failing him, Dieter Benz, Director, or failing
him, Nicolette Keith, CFO

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 Meeting of shareholders of Golden Dawn Minerals Inc. to be held at 1095 W Pender St., 2nd floor, Vancouver, BC V6E 4T3 on Friday, October 25, 2019 at 1:30 pm, PDT.

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

For **Against**

1. Number of Directors

To Set the Number of Directors at five (5).

2. Election of Directors

For Withhold

For Withhold

For Withhold

01. Christopher Anderson

02. Dieter Benz

03. Stephen Leahy

04. Ralph Wintermantel

05. Kevin Puil

3. Appointment of Auditors

For **Withhold**

Appointment of Davidson & Company LLP Chartered Accountants as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

4. Approval of the Stock Option Plan

For **Against** **Withhold**

To pass an ordinary resolution approving the Company's 10% rolling Stock Option Plan, as more particularly described in the accompanying Information Circular.

5. Approval of the RSU Plan

For **Against**

To consider an ordinary resolution approving and adopting the RSU Plan, as more particularly described in the accompanying Information Circular and to authorize the Directors to make modifications thereto in accordance with the RSU Plan and the policies of the TSX Venture Exchange.

For **Against**

6. Other Business

To transact such further or other business as may properly come before the meeting.

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

Signature(s)

Date

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.**

DD / MM / 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 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.

