

# PROXY SET UP FORM

**This set up form will determine the attributes and content of your customized Form of Proxy. If Notice & Access is being utilized, additional information will be required for each resolution provided.** Computershare has created this form for use with our high volume scanning using optical character recognition technology, allowing for faster processing of holder-related forms, and minimizing manual data entry. All Computershare's forms are based on standard templates to achieve consistency for ease of recognition by holders, while at the same time affording the flexibility for company-specific customisation.

In use for many years, public companies in Australia, U.K., U.S. and Canada are enjoying the benefits of the Computershare's Form of Proxy concept and holders are benefiting from their clear and consistent design.

**Please make the necessary amendments in this form for us to prepare your proxy by completing the blue sections within the form. Once completed, please e-mail your Proxy Set Up Form to your Relationship Manager.**

If you have any questions, please don't hesitate to contact your Relationship Manager.

## Meeting Information

### A. Company Name & Colour Company Logo



**Metallis Resources Inc.**

In most cases, we will already have on file your company's black & white logo. If Internet Voting will be offered, please also e-mail your colour company logo in .jpg or .gif format, in both English and French (as applicable). For more information and pricing for electronic proxy voting and electronic document delivery, please contact your Computershare Relationship Manager.

### B. Meeting Type, Meeting Date and Quorum Requirements

**Annual and Special Meeting to be held on October 25, 2022**

We also require your Company Quorum requirements for this meeting in order to prepare your proxy tabulation reports:

**The quorum for the transaction of business at a meeting of shareholders shall be one shareholder present and being, or one shareholder represented by proxy, with such shareholder holding not less than one of the issued shares entitled to be voted at the meeting**

### C. Notes to Proxy

The text displayed below conforms to the Provincial and Federal Business Corporations Acts for contents of a Form of Proxy:

1. This Proxy is solicited by the Management of the Company.
2. This form of proxy (“Instrument of Proxy”) must be signed by you, the Registered Shareholder, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and if executed by an attorney, officer, or other duly appointed representative, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany the Instrument of Proxy.
3. If this Instrument of Proxy is not dated in the space provided, authority is hereby given by you, the Registered Shareholder, for the proxyholder to date this proxy seven (7) calendar days after the date on which it was mailed to you, the Registered Shareholder, by the Company.
4. A Registered Shareholder who wishes to attend the Meeting and vote on the resolutions in person, may simply register with the scrutineers before the Meeting begins.
5. A Registered Shareholder who is not able to attend the Meeting in person but wishes to vote on the resolutions, may do the following:
  - (a) appoint one of the management proxyholders named on the Instrument of Proxy, by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxyholders shown and do not complete the blank space provided for the appointment of an alternate proxyholder). Where no choice is specified by a Registered Shareholder with respect to a resolution set out in the Instrument of Proxy, a management appointee acting as a proxyholder will vote in favour of each matter identified on this Instrument of Proxy and for the nominees of management for directors and auditor as identified in this Instrument of Proxy; OR
  - (b) appoint another proxyholder, who need not be a Registered Shareholder of the Company, to vote according to the Registered Shareholder’s instructions, by striking out the management proxyholder names shown and inserting the name of the person you wish to represent you at the Meeting in the space provided for an alternate proxyholder. If no choice is specified, the proxyholder has discretionary authority to vote as the proxyholder sees fit.
6. The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any poll of a resolution that may be called for and, if the Registered Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. Further, the securities will be voted by the appointed proxyholder with respect to any amendments or variations of any of the resolutions set out on the Instrument of Proxy or matters which may properly come before the Meeting as the proxyholder in its sole discretion sees fit.

If a Registered Shareholder has submitted an Instrument of Proxy, the Registered Shareholder may still attend the Meeting and may vote in person. To do so, the Registered Shareholder must record his/her attendance with the scrutineers before the commencement of the Meeting and revoke, in writing, the prior votes.

To be represented at the Meeting, this proxy form, or other form of proxy, including legal proxies, restricted proxies, voting information forms (VIFs), which meet the proxy requirements set out in the Articles of the Company must be received at the office of the Transfer Agent of the Company, **COMPUTERSHARE INVESTOR SERVICES INC., 100 UNIVERSITY AVENUE, 8TH FLOOR, TORONTO, ON M5J 2Y1, by mail or by fax (1-866-249-7775) no later than forty eight (48) hours** (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof or may be accepted by the Chairman of the Meeting prior to the commencement of the Meeting.

## D. Electronic Voting/Electronic Document Delivery Options

Many companies are now taking advantage of the changes in legislation to offer these options to their holders. Enter 'X' in relevant box(es) below or leave blank if you will not be offering these options to holders.

	<b>Telephone Voting</b>
	<b>Internet Voting</b>
	<b>Electronic Document Delivery*</b>

\* To web-enable your company for e-delivery, please speak with your Computershare Relationship Manager to have this set up for your company.

## E. Proxy Cut-off Time

Generally, the meeting cut-off time for voting is 48 hours prior to the meeting, or close of business 2 business days prior to the meeting date.

- 48 hours example: For a meeting held at 10:00 a.m. on June 6<sup>th</sup> 2013, proxies submitted must be received by 10:00 a.m. on June 4<sup>th</sup>.
- 2 business days example: For a meeting held at 10:00 a.m. on June 6<sup>th</sup> 2013, proxies submitted must be received by close of business (5:00 p.m.) on June 4<sup>th</sup>.

Proxies submitted must be received by 5:00 PM, Pacific Standard Time, on Friday, October 21, 2022.

## F. Appointment of Proxyholder

I/We being holder(s) of Metallis Resources Inc. hereby appoint(s): Fiore Aliperti or failing him Jon Lever, or failing him Michael Sikich.

## G. Appointment of Proxy (continued)

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 and Special Meeting of shareholders of Metallis Resources Inc. to be held at Suite #604 – 850 West Hastings St., Vancouver, BC V6C 1E1, on **Tuesday, October 25, 2022** at **10:00 AM PST** and at any adjournment or postponement thereof.

**H. Alternate Proxy Appointee Text**

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

# Resolutions

**Please mark appropriate boxes below as applicable:**

**I.** Number of Directors:

<input checked="" type="checkbox"/>	To Set the Number of Directors at Four (4) *
-------------------------------------	--

\* Will be the first resolution on the proxy form if applicable

Please note allowable responses for setting the number of Directors are FOR and AGAINST.

**If Notice & Access is being utilized**, please provide the Section Title from the Information Circular for this resolution.

Section Title:
----------------

**J. Election of Directors (select one of the following options):**

<input checked="" type="checkbox"/>	Individual Voting	<input type="checkbox"/>	(no Directors election)
-------------------------------------	-------------------	--------------------------	-------------------------

**J a) Election of Directors – If INDIVIDUAL VOTING**

Please list the names of each Director in each of the following lines:

1. Fiore Aliperti
2. Jon Lever
3. Michael Sikich
4. Dave Webb
5. <Insert Director's Name>
6. <Insert Director's Name>
7. <Insert Director's Name>
8. <Insert Director's Name>
9. <Insert Director's Name>
10.<Insert Director's Name>
11.<Insert Director's Name>
12.<Insert Director's Name>

Please note the allowable responses for Election of Directors are FOR and WITHHOLD for Individual Voting of Directors.

**If Notice & Access is being utilized**, please provide the Section Title from the Information Circular for this resolution.

Section Title:

**K. Appointment of Auditors**

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

Please note allowable responses for the Appointment of Auditors are FOR and WITHHOLD.

**If Notice & Access is being utilized**, please provide the Section Title from the Information Circular for this resolution.

Section Title:

**L. Other Resolutions**

You might have other resolutions to add to your proxy form, such as changes in the company’s by-laws, special resolution on Directors’ Stock Option Plan, upcoming Private Placements and other future corporate events, or any other business to be voted on at the meeting.

**Each resolution title can be a maximum of 250 characters and each resolution text can be a maximum of 3500 characters, and these are limited to the spacing available as per the document options.**

In the below, complete **Resolution Title** and **Resolution Text** to be displayed on the Proxy form, in sequential order, and enter “X” in appropriate box to indicate each allowable response. We also require each Resolution Passing requirement (in %) in order to prepare our proxy tabulation reports.

**Stock Option Plan**

	FOR	AGAINST	WITHHOLD	% Pass
Approval of the proposed amended Stock Option Plan (the “Plan”) of the Company more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the Plan and the policies of the TSX Venture Exchange.	X	X		50% + 1 vote

**If Notice & Access is being utilized**, please provide the Section Title from the Information Circular for this resolution.

Section Title:

**Other Business**

	FOR	AGAINST	WITHHOLD	% Pass
Approval of Such other Business as may properly come before the meeting as the proxyholder, in his sole discretion, may see fit.	X	X		50% + 1 vote

--	--	--	--	--

If Notice & Access is being utilized, please provide the Section Title from the Information Circular for this resolution.

Section Title:

<Insert Resolution #3 Title>

<Insert Resolution #3 Text>	FOR	AGAINST	WITHHOLD	% Pass

If Notice & Access is being utilized, please provide the Section Title from the Information Circular for this resolution.

Section Title:

<Insert Resolution #4 Title>

<Insert Resolution #4 Text>	FOR	AGAINST	WITHHOLD	% Pass

If Notice & Access is being utilized, please provide the Section Title from the Information Circular for this resolution.

Section Title:

<Insert Resolution #5 Title>

<Insert Resolution #5 Text>	FOR	AGAINST	WITHHOLD	% Pass

If Notice & Access is being utilized, please provide the Section Title from the Information Circular for this resolution.

Section Title:

## Financial Statements Request

Security regulations require that securityholders be solicited on an annual basis regarding whether they wish to receive Financial Statements. The company's financial information is normally available on its website or on SEDAR; however, if securityholders wish to receive the Financial Statements by regular mail, they must reply to the questions detailed below.

Instead of including a supplemental mail list card as a separate enclosure in your mailing, we can use the Form of Proxy to collect this information for any registered holders who wish to be placed on the supplemental mail list in accordance with National Instrument 51-102, to receive Interim and Annual Financial Statements.

### Opt-Out or Opt-In question for Annual Financial Statements request

Many companies are now also soliciting input from their registered holders on whether they would like to decline to receive ("Opt-Out") the Annual Financial Statements. Based on your Provincial Corporations Act or your corporate by-laws, you might be able to ask your registered holders to request to receive ("Opt-In") the Annual Financial Statements.

Please indicate below if you want to solicit registered holders to receive Interim and Annual Financial Statements by inserting an "X" in the appropriate boxes:

	<p><b>Interim Financial Statements</b> A tick box under the Authorized Signature(s) line will be included to say "Mark this box if you would like to receive Interim Financial Statements and accompanying management's discussion and analysis by mail."</p>
	<p><b>Annual Financial Statements / Opt-Out question</b> A tick box under the Authorized Signature(s) line will be included to say "Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying management's discussion and analysis by mail".</p>
	<p><b>Annual Financial Statements / Opt-In question</b> A tick box under the Authorized Signature(s) line will be included to say "Mark this box if you would like to receive the Annual Financial Statements and accompanying management's discussion and analysis by mail".</p>
	<p><b>Information Circular – Notice &amp; Access mailings</b> <b>A tick box under the Authorized Signature(s) line will be included to say "Mark this box if you would like to receive the Information Circular for the next Securityholders' meeting"</b></p>
	<p><b>No NI 51-102 question/card is required</b> with this proxy mailing</p>

**If Notice & Access is being utilized,** a post meeting fulfillment number must be provided to securityholders to enable them to request materials after the meeting is closed. Please provide that number below.