



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

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SAM SAMPLE 123 SAMPLES STREET SAMPLETOWN SS X9X X9X **CANADA** 

**Security Class COMMON SHARES** 

**Holder Account Number** 

C9999999999 IND

## Form of Proxy - Annual and Special Meeting to be held on November 7, 2023

# This Form of Proxy is solicited by and on behalf of Management.

### Notes to proxy

- 1. This Proxy is solicited by the Management of the Company.
- 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.
- 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.
- 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.
- 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 (a) appoint one of the management proxyholders named on the institutient of Proxy, by leaving the wording appointing a norminee 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 if the Registered Shareholder sees if the Registered Shareho

- 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.

Meeting as the proxynoider in its sole discretion sees it.

7. 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.

Proxies submitted must be received by 5:00 pm, Pacific Standard Time, on Friday, November 3, 2023.

### VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



### To Vote Using the Telephone

Call the number listed BELOW from a touch tone

1-866-732-VOTE (8683) Toll Free



### To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- Smartphone? Scan the QR code to vote now.

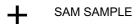


### If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER 23456 78901 23456



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# **Appointment of Proxyholder**

I/We being holder(s) of securities of Metallis Resources Inc. (the "Company") hereby appoint: Michael Sikich, or failing this person, Fiore Aliperti, or failing this person, Jon Lever, or failing this person, David Webb (the "Management Nominees")

Print the name of the person you are appointing if this person is someone other than the Management OR 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 holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual and Special Meeting of shareholders of the Company to be held at Suite #1400 – 1125 Howe St., Vancouver, BC V6Z 2K8, on Tuesday, November 7, 2023 at 10:00 am, PST and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES	S.		For	Against	
Number of Directors     To set the number of Directors at four (4).					
2. Election of Directors  Withhold	For Withhold		For	Withhold	Fold
01. Fiore Aliperti 02. Jon Lever	03	. Michael Sikich			
04. Dave Webb					
			For	Withhold	
3. Appointment of Auditors  Appointment of Davidson & Company LLP as Auditors of the Company for the ensuing	year and authorizing the Direc	ctors to fix their remuneration.			
4. Stock Option Plan			For	Against	
Approval of the proposed Amended and Restated 2023 Stock Option Plan (the "Plan") Information Circular and to authorize the Directors to make modifications thereto in acc Exchange.					
			For	Against	
5. <b>Restricted Share Units Plan</b> Approval of the proposed 2023 Restricted Share Units Plan (the "RSU Plan") of the Co and to authorize the Directors to make modifications thereto in accordance with the RS	ompany more particularly descr BU Plan and the policies of the	bed in the Information Circular TSX Venture Exchange.			
			For	Against	Fold
6. <b>Other Business</b> Approval of Such other Business as may properly come before the meeting as the prov	xyholder, in his sole discretion,	may see fit.			
Signature of Proxyholder	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, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.			<u> </u>	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 - Mark this box if you would like to receive the Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements - Mark this box if you would like to receive Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements - Mark this box if you would like to receive the Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements - Mark this box if you would like the receive the Annual Financial Statements - Mark this bo	Statements and				

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8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

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SAM SAMPLE 123 SAMPLES STREET SAMPLETOWN SS X9X X9X **AUSTRALIA** 

**Security Class COMMON SHARES** 

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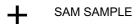


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