

Proxy

**ANNUAL GENERAL and SPECIAL MEETING OF
SHAREHOLDERS OF GRAYCLIFF EXPLORATION LIMITED**

(the "Company")

TO BE HELD AT 401 BAY STREET, SUITE 2702, TORONTO, ONTARIO M5H 2Y4

ON FRIDAY, DECEMBER 18, 2020 AT 10 A.M. (EASTERN TIME ZONE)

I/We being holder(s) of the Company hereby appoint, James Macintosh, Chief Executive Officer of the Company, or failing this person, Julio DiGirolamo, Chief Financial Officer of the Company, or in the place of the foregoing, _____ as my/our proxyholder with full power of substitution to attend, act and vote for and on my/our behalf in respect of all matters that may properly come before the aforesaid meeting of the holders of the Company (the "Meeting") and at every adjournment thereof, to the same extent and with the same powers as if I/we were present at the said Meeting and at any adjournment thereof.

I/We hereby direct the proxyholder to vote the securities of the Company recorded in my/our name as specified herein.

**Number of Shares
Represented By Proxy:** _____

Resolution

		For	Against	Withhold
1.	To fix the number of Directors at 4			N/A
2.a	To elect as Director, James Macintosh		N/A	
2.b	To elect as Director, Julio DiGirolamo		N/A	
2.c	To elect as Director, Samuel Hardy		N/A	
2.d	To elect as Director, David Lees		N/A	
3.	Appointment of Clearhouse LLP, Chartered Professional Accountants, as Auditors of the Company and to fix the remuneration to be paid to the Auditors		N/A	
4.	To consider and, if deemed appropriate, pass with or without variation, an ordinary resolution approving, ratifying, and confirming all acts, proceedings, contracts, appointments, elections, payments and by-laws, done, instituted, made and enacted by the directors and officers of the Corporation since October 19, 2016, as the same are set out or referred to in the resolutions of the directors or in the financial statements or otherwise properly enacted, passed, made, done or taken, as more fully described in the Circular			N/A

I/We hereby revoke any proxy previously given to attend and vote at said Meeting.

SECURITYHOLDER SIGN HERE: _____

Please Print Name: _____

Date Signed: _____

THIS FORM MUST BE SIGNED AND DATED ABOVE.

SEE IMPORTANT VOTING INSTRUCTIONS ON REVERSE

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.

Proxies submitted must be received by 10:00 AM (Toronto Time), December 16, 2020.

VOTING METHODS

RETURN YOUR PROXY: TO INTEGRAL TRANSFER AGENCY

1. By mail or delivery: INTEGRAL TRANSFER AGENCY, 100 Queen Street East, Suite 203, Toronto, Ontario, M5C 1S6;
2. By fax: (647) 794-3332;
3. By email: support@integraltransfer.com; or
- 4.* Online: <https://stocktransfersolo.com/vote/> *Please note that Online Voting may not be enabled for this Meeting. If enabled, your PROXY ID (4 digits) and personal ACCESS CODE (14 digits) will be indicated on this Proxy.

no later than 10:00 AM (Toronto Time), December 16, 2020 at the offices of the Company's transfer agent, Integral Transfer Agency Inc.