

**DEEPROCK MINERALS INC.**

**INSTRUMENT OF PROXY FOR  
ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

This proxy is solicited by the management of DeepRock Minerals Inc. (the “Corporation”) for use at the Annual General and Special Meeting (the “Meeting”) of the holders of Common Shares of the Corporation (the “Shareholders”) to be held on January 25, 2021 at 11:00 AM (Vancouver time) via teleconference, dial-in number 778-775-1114 (Vancouver) and 1-866-678-6823 (elsewhere in Canada and USA), passcode 6332388.

The undersigned Shareholder hereby appoints **Andrew Lee**, Chief Executive Officer of the Corporation, or failing him, **Roger Baer**, Chief Financial Officer of the Corporation, or instead of either of them, \_\_\_\_\_, as proxyholder of the undersigned, with full power of substitution, to attend and act and vote for and on behalf of the undersigned at the Meeting and at any adjournment(s) thereof and on every ballot that may take place in connection therewith and with the same powers as if the undersigned were personally present at the Meeting with authority to vote at the said proxyholder's discretion, except as otherwise specified below. Without limiting the general power conferred, the undersigned hereby directs the said proxyholder and alternate proxyholder to vote the shares represented by this proxy in the manner as indicated below:

	<b>Voting Instructions (please check one)</b>	<b>Business to be Considered at the Meeting</b>
1.	<input type="checkbox"/> For <input type="checkbox"/> Against	Ordinary resolution fixing the number of directors to be elected at the Meeting at three (3)
2.(a)	<input type="checkbox"/> For <input type="checkbox"/> Withhold from Voting	Ordinary resolution appointing Andrew Lee for election as a director of the Corporation until the earlier of the next annual general meeting of Shareholders or until his successor is elected or appointed
2.(b)	<input type="checkbox"/> For <input type="checkbox"/> Withhold from Voting	Ordinary resolution appointing Tom Christoff for election as a director of the Corporation until the earlier of the next annual general meeting of Shareholders or until his successor is elected or appointed
2.(c)	<input type="checkbox"/> For <input type="checkbox"/> Withhold from Voting	Ordinary resolution appointing Richard Shatto for election as a director of the Corporation until the earlier of the next annual general meeting of Shareholders or until his successor is elected or appointed
3.	<input type="checkbox"/> For <input type="checkbox"/> Withhold from Voting	Ordinary resolution appointing Adam Sung Kim Ltd. as auditors of the Corporation until the close of the next annual meeting of Shareholders or until a successor is appointed, at a remuneration to be determined by the board of directors of the Corporation
4.	<input type="checkbox"/> For <input type="checkbox"/> Against	Ordinary resolution, the full text of which is set forth in the Management Information Circular provided with respect to the Meeting (the “Circular”), confirming, ratifying and approving the Corporation’s Stock Option Plan
5.	<input type="checkbox"/> For <input type="checkbox"/> Against	Ordinary resolution, the full text of which is set forth in the Circular, approving the creation of a new Control Person

With respect to any permitted amendment or variation of the above matters or the transaction of such other business as may properly come before the Meeting the proxyholder or alternate proxyholder, in her/his sole discretion, shall vote as (s)he may see fit.

**WHERE THE SHAREHOLDER HAS SPECIFIED A CHOICE WITH RESPECT TO THE ABOVE MATTERS, THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED ABOVE OR, IF NO DIRECTION IS GIVEN OR CHOICE SPECIFIED, THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED IN FAVOUR OF THE PROPOSED RESOLUTIONS.**

**THE UNDERSIGNED HEREBY REVOKES ANY PROXIES HERETOFORE GIVEN.**

In addition to any other manner permitted by law, a Shareholder who has given a proxy may revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by it by completing another proxy bearing a later date or by signing in person, or by attorney authorized in writing, a written revocation and depositing same at the registered office of the Corporation, at any time up to and including the close of business on the business day immediately preceding the day of the Meeting or with the Chairperson of the Meeting immediately prior to the commencement of the Meeting or any adjournment(s) thereof. In addition, an instrument of proxy may be revoked:(i) by the Shareholder personally attending the Meeting and voting the securities represented thereby or, if the Shareholder is a corporation, by a duly authorized representative of the corporation attending at the Meeting and voting such securities; or (ii) in any other manner permitted by law.

**Each Shareholder has the right to appoint a person or persons, who need not be a Shareholder, other than the persons designated above, to attend as proxyholder or as alternate proxyholder and to act for her/him and on her/his behalf at the Meeting. To exercise such right, the name of the Shareholder's nominee(s) should be legibly printed in the blank spaces provided or another proxy in proper form should be completed.**

DATED this \_\_\_\_ day of \_\_\_\_\_ 2021

\_\_\_\_\_  
(Signature of Shareholder)

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

**Instructions:**

1. If the appointer is a corporation, its corporate seal must be affixed or it must be signed by an officer or attorney thereof duly authorized.
2. This proxy must be dated and the signature hereon should be exactly the same as the name in which the shares are registered. If the proxy is not dated in the above space, it is deemed to bear the date on which it is mailed or delivered to the person making the solicitation.
3. Persons signing as executors, administrators, trustees, etc., should so indicate and give their full title as such.
4. This proxy will not be valid and not be acted upon or voted unless it is completed as outlined herein and delivered to Integral Transfer Agency Inc. at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the day of the Meeting, or any adjournment(s) thereof.
5. Proxies may be delivered to Integral Transfer Agency Inc. (i) by mail or hand delivery at 203 - 100 Queen Street East, Toronto, Ontario, M5C 1S6; (ii) by facsimile at 1 (647) 794-3332; (iii) by email at [support@integraltransfer.com](mailto:support@integraltransfer.com); or (iv)\* online at <https://stocktransfersolo.com/vote/> \*PLEASE NOTE that Online voting may not be available to all Shareholders. If available, your PROXY ID (4 digits) and unique ACCESS CODE (14 digits) will be indicated on this proxy.

YOUR NAME AND ADDRESS AS LISTED ON THIS PROXY ARE SHOWN AS REGISTERED - PLEASE NOTIFY INTEGRAL TRANSFER AGENCY INC. (OR YOUR INTERMEDIARY) OF ANY CHANGES IN YOUR ADDRESS.