

PACE METALS LTD.



Trader's Bank Building
702, 67 Yonge Street
Toronto ON M5E 1J8

Form of Proxy – Annual General & Special Meeting to be held on May 20, 2025

Appointment of Proxyholder

I/We being the undersigned holder(s) of **Pace Metals Ltd.** hereby appoint **Robert Birmingham, President, CEO & Director**, or failing this person, **Steve Vanry, CFO & Director**.

OR

Print the name of the person you are appointing if this person is someone other than the Management 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 all other matters that may properly come before the **Annual General & Special Meeting of Pace Metals Ltd.** to be held at **via Zoom at <https://us06web.zoom.us/j/83699400564?pwd=7p0CoLzbeTloBgeDjFlmTrXXbHggVC.1>** (Meeting ID: 836 9940 0564 and Passcode: 252713) at **10:00 AM (Pacific Tim)** or at any adjournment thereof.

1. Number of Directors. To set the number of directors to be elected at the Meeting to at four (4).				For <input type="checkbox"/>	Against <input type="checkbox"/>	
2. Election of Directors.	For	Withhold	For	Withhold	For	Withhold
a. Robert Birmingham	<input type="checkbox"/>	<input type="checkbox"/>	b. J. Garry Clark	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. Steve Vanry	<input type="checkbox"/>	<input type="checkbox"/>	c. Dillion Sharan			<input type="checkbox"/>
3. Appointment of Auditors. To re-appoint Davidson & Company LLP, Chartered Professional Accountants, as the Company's auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor.				For <input type="checkbox"/>	Withhold <input type="checkbox"/>	
4. Approval of Share Consolidation. Conditional upon and effective as of the closing of the proposed transaction contemplated by amalgamation agreement (the " Amalgamation Agreement "), dated as of March 27, 2025, by and among the Company, Compton Mining Corp. (" Compton "), wherein the Company has agreed inter alia, to acquire all of the issued and outstanding securities of Compton (the " Proposed QT "), to consider and, if deemed appropriate, pass a special resolution authorizing that the Company's issued and outstanding common shares be consolidated on the basis of one (1) post-consolidation common share for up to every two (2) existing common shares, as more fully described in the accompanying management information circular (the " Information Circular ");				For <input type="checkbox"/>	Against <input type="checkbox"/>	
5. Conditional Election of New Directors. Conditional upon and effective as of the closing of the Proposed QT, to elect each of Tyler Thorburn, Michael Dehn and Eric Szustak (the " Compton Nominees "), as directors of the Company, each to hold office until the close of the next annual meeting of Shareholders or until his or her successor has been duly elected and/or appointed and qualified or until his or her earlier death, resignation or removal pursuant to the articles of the Company (as amended) and by-laws of the Company (as amended), and applicable law, as more fully described in the Information Circular.				For <input type="checkbox"/>	Against <input type="checkbox"/>	
6. Approval of Equity Incentive Plan. To consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving the equity incentive plan of the Company, as more particularly set forth in the accompanying Information Circular.				For <input type="checkbox"/>	Against <input type="checkbox"/>	

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.**

MM / DD / YY

Interim Financial Statements – Check the box to the right if you would like to receive interim financial statements and accompanying Management's Discussion & Analysis by mail. See reverse for instructions to sign up for delivery by email.

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Annual Financial Statements – Check the box to the right if you would like to **RECEIVE** the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail. See reverse for instructions to sign up for delivery by email.

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**INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR
PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:**

**This form of proxy is solicited by and on behalf of Management.
Proxies must be received by 10:00 AM, Pacific Time, on May 15, 2025.**

Notes to Proxy

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent them at the Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears 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 or withheld from voting, 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 to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.



To Vote Your Proxy Online please visit:

<https://vote.odysseytrust.com>

**You will require the CONTROL NUMBER printed with your
address to the right.**

You can attend the meeting virtually via Zoom at

<https://us06web.zoom.us/j/83699400564?pwd=7p0CoLzbeTloBgeDjFlmTrXXbHggVC.1>

(Meeting ID: 836 9940 0564 and Passcode: 252713)

If you vote by Internet, do not mail this proxy.

**To request the receipt of future documents via email and/or to sign up for
Securityholder Online services, you may contact Odyssey Trust Company at
<https://odysseytrust.com/ca-en/help/>.**

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. A return envelope has been enclosed for voting by mail.