

# DIAMOND FIELDS RESOURCES INC.



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

Security Class

Holder Account Number

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Fold

## Form of Proxy - Annual General and Special Meeting to be held on Thursday, June 9, 2022

### 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 Management Nominee 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 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(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
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, and the proxy appoints the Management Nominee listed on the reverse, 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. If you have 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 and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.
9. **THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS VOTE BY PROXY AND NOT ATTEND THE MEETING IN PERSON.**

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Proxies submitted must be received by 8:00 a.m. Pacific Daylight Time (4.00 P.M. (London time)), on Tuesday, June 7, 2022.

### 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 telephone.

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



#### To Vote Using the Internet

- Go to the following web site:  
[www.investorvote.com](http://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 Nominee 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**



## Appointment of Proxyholder

I/We being holder(s) of securities of Diamond Fields Resources Inc. (the "Corporation") hereby appoint: Al Gourley, Director (the "Management Nominee")

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominee 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 General and Special Meeting of shareholders of the Corporation to be held at 15th Floor, 125 Old Broad Street, London, EC2N 1AR, United Kingdom on Thursday, June 9, 2022 at 8:00 a.m. Pacific Daylight Time (4.00 P.M. (London time)), and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

	<b>For</b>	<b>Against</b>
<b>1. Number of Directors</b> To set the number of Directors at eight (8).	<input type="checkbox"/>	<input type="checkbox"/>

	<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>
01. Sybrand van der Spuy	<input type="checkbox"/>	<input type="checkbox"/>	02. Norman Roderic Baker	<input type="checkbox"/>	<input type="checkbox"/>	03. Al Gourley	<input type="checkbox"/>	<input type="checkbox"/>
04. Bertrand Boule	<input type="checkbox"/>	<input type="checkbox"/>	05. Francois Colette	<input type="checkbox"/>	<input type="checkbox"/>	06. David Reading	<input type="checkbox"/>	<input type="checkbox"/>
07. Philip Murphy	<input type="checkbox"/>	<input type="checkbox"/>	08. John McGoin	<input type="checkbox"/>	<input type="checkbox"/>			

	<b>For</b>	<b>Withhold</b>
<b>3. Appointment of Auditors</b> Appointment of Davidson & Company LLP, as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

	<b>For</b>	<b>Against</b>
<b>4. Fixed Stock Option Plan</b> Approval to fix the number of shares reserved for the Fixed Stock Option Plan at 8,000,000 Shares.	<input type="checkbox"/>	<input type="checkbox"/>

	<b>For</b>	<b>Against</b>
<b>5. Transaction – Fundamental Acquisition</b> To consider and if deemed advisable to approve the Transaction, a Fundamental Acquisition pursuant to the rules of the TSXV comprising four principal elements as more particularly described in the Corporation's Information Circular and summarized as follows: (i) the acquisition of an 80% interest in Moydow; (ii) the completion of Financings aggregating US\$4,469,236; (iii) the addition of Brian Kiernan as a New Control Person of the Corporation; and (iv) entering into two (2) joint venture agreements with Panthera Resources Plc governing the ongoing exploration and development of the Labola Gold Project and the Other Moydow Properties.	<input type="checkbox"/>	<input type="checkbox"/>

	<b>For</b>	<b>Against</b>
<b>6. Settlement of Debt</b> To approve the settlement of US\$30,000 of debt owed to Jean Charles and the settlement of US\$87,500 of debt owed to John McGloin in consideration for the issuance of an aggregate of 746,125 DFR Shares priced at \$0.20 per DFR Share.	<input type="checkbox"/>	<input type="checkbox"/>

### Signature of Proxyholder

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 Nominee, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

**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 and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at [www.computershare.com/maillinglist](http://www.computershare.com/maillinglist).



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