



000001

Mr A Sample  
Designation (if any)  
Add1  
Add2  
add3  
add4  
add5  
add6

**Security Class**

COMMON

**Holder Account Number**

C1234567890 XXX

Fold

**Form of Proxy - Annual General and Special Meeting to be held on March 29, 2023**

**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 Nominees 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 Nominees 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.

Fold

**Proxies submitted must be received by 11:00 am, Pacific Time, on March 27, 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 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.



**To Receive Documents Electronically**

- You can enroll to receive future securityholder communications electronically by visiting [www.investorcentre.com](http://www.investorcentre.com).

**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 123456789012345**



Appointment of Proxyholder

I/We being holder(s) of securities of Orea Mining Corp. (the "Company") hereby appoint: Daniela Freitas, or failing this person, Jorge Martinez, or failing this person, Ivonne Maldonado (the "Management Nominees")

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

[Empty box for appointing other than Management Nominees]

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 Company to be held at 1090 Hamilton Street, Vancouver, BC V6B 2R9 on March 29, 2023 at 11:00 am (Pacific Time), and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

[Header row with 'For' and 'Against' labels]

1. Number of Directors

To set the number of Directors at four (4).

[For] [Against] boxes

2. Election of Directors

Table with columns: Director Name, For, Withhold. Rows include Michel Jebrak, Peter Gianulis, Robert Giustra, and Rock Lefrançois.

[Header row with 'For' and 'Withhold' labels]

3. Appointment of Auditors

Appointment of Dale Matheson Carr-Hilton LaBonte LLP, Chartered Accountants ("DMCL") as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

[For] [Withhold] boxes

4. Continuation of Existing Share Option Plan

RESOLVED, that:

- 1. The Company's Option Plan, dated for reference May 30, 2017, as amended and restated effective September 1, 2017, as amended effective February 23, 2023, be ratified and approved for continuation until March 29, 2026;
2. All unallocated options under the Option Plan be and are hereby approved;
3. The Company has the ability to continue granting options under the Option Plan until March 29, 2026, which is the date that is three (3) years from the date of the shareholder meeting at which shareholder approval is being sought; and
4. Any director or officer of the Company be and is hereby authorized to do such things and to sign, execute and deliver all documents that such director and officer may, in their discretion, determine to be necessary in order to give full effect to the intent and purpose of this resolution.

[For] [Against] boxes

5. Approval of New Shareholder Rights Plan

RESOLVED THAT:

- (a) The New Shareholder Rights Plan as approved by the Board on February 23, 2023, is hereby approved, confirmed and ratified for adoption immediately after the current Shareholder Rights Plan expires and for continuation until the end of the annual meeting of the shareholders of the Company to be held in 2026.
(b) Any director or officer of the Company is hereby authorized and directed, for and on behalf of the Company, to do all things and execute and deliver all such agreements, documents and instruments necessary or desirable in connection with the foregoing.

[For] [Against] boxes

6. Approval of New Articles

RESOLVED THAT:

- (a) The existing Articles of the Company be altered by deleting them in their entirety and adopting the Articles approved by directors in substitution therefor, such alteration not to take effect until the date and time that this resolution is received for deposit at the Company's records office and the Notice of Articles of the Company be altered accordingly."
(b) Any director or officer of the Company is hereby authorized and directed, for and on behalf of the Company, to do all things and execute and deliver all such agreements, documents and instruments necessary or desirable in connection with the foregoing.

[For] [Against] boxes

7. Other Business

To consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or any adjournment thereof. Management is not currently aware of any other matters that could come before the Meeting.

[For] [Against] boxes

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.

[Signature box]

MM / DD / 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.

[Box]

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.

[Box]

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.

