DEEP-SOUTH RESOURCES INC.



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

Security Class

Holder Account Number

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Form of Proxy - Annual and Special Meeting to be held on February 28, 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.

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Proxies submitted must be received by 10:00 am, PST, on February 24, 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
- 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 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

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Appointment of Proxyholder

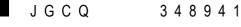
I/We being holder(s) of securities of Deep-South Resources Inc. (the "Company") hereby appoint: Pierre Léveillé, President & CEO or failing this person, Jean Luc Roy, Chief Operating Officer (the "Management Nominees")

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

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 and Special Meeting of shareholders of the Company to be held Virtually on February 28, 2023 at 10:00 am, PST and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS AR		D BY HIGH	LIGHTED TEXT OVER THE BOX	ES.				For	Aggingt	
Number of Directors Set number of Directors at six (6)								For	Against	
2. Election of Directors	For	Withhol	d	For	Withhol	d		For	Withhold	Fold
01. Pierre Léveillé			02. Jean Luc Roy			03. Thomas Tumosch	eit			
04. Tim Fernback			05. Ally Angula			06. Pierre Matte				
								For	Withhold	
 Re-Appointment of Auditors To re-appoint Smythe LLP as aud 	ditors of the	company	for the ensuing year and autho	orizing the directo	rs to fix th	eir remuneration.				
A New Ownibus Favite Income	Dlan							For	Against	
 New Omnibus Equity Incentive Plan approve the company's new omnibus equity incentive plan. 										
										Fold
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.			orginature(s)				<u> </u>	YY_		
Interim Financial Statements - Mark this like to receive Interim Financial Statements accompanying Management's Discussion imail.	box if you wou s and and Analysis b	ld y	Annual Financial Statements - N like to receive the Annual Financia accompanying Management's Dis mail.	al Statements and						

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/mailinglist.



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