

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General and Special Meeting to be held on September 21, 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, Pacific Daylight Time on September 19, 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.



To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting 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



Appointment of Proxyholder

I/We being holder(s) of securities of Tectonic Metals Inc. (the "Company") hereby appoint: Tony Reda, or failing this person, Oliver Foeste, or failing this person, Allison Rippin Armstrong (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 General and Special Meeting of shareholders of the Company to be held at the offices of Blake, Cassels & Graydon LLP, 3500 - 1133 Melville Street, Vancouver, British Columbia V6E 4E5 on September 21, 2023 at 10:00 am, Pacific Daylight Time and at any adjournment or postponement thereof.

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

For **Against**

1. Number of Directors

To set the number of Directors at 5.

2. Election of Directors

For **Withhold**

For **Withhold**

For **Withhold**

01. Antonio Reda

02. Curtis Freeman

03. Allison Rippin Armstrong

04. Michael Roper

05. Joseph J. Perkins

For **Withhold**

3. Appointment of Auditors

Appointment of Davidson & Company LLP, Chartered Professional Accountants as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

For **Against**

4. To approve Crescat as a Control Person

- The creation of Crescat Capital LLC (including its associates and affiliates) as a new "Control Person" of the Company as such term is defined in the Corporate Financing Policies of the TSX Venture Exchange is hereby ratified, confirmed and approved; and
- Any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver all such deeds, documents, instruments and assurances as in the opinion of such director or officer may be necessary or desirable to give effect to the foregoing resolution.

For **Against**

5. Approval Of Share Consolidation

- The authorized share structure of Tectonic Metals Inc. may be altered by consolidating all of the issued and outstanding common shares of the Company, provided that the consolidation shall be no greater than 20 pre-consolidation common shares for every 1 post-consolidation common share (the "Consolidation Ratio");
- All fractional common shares shall be converted to whole common shares;
- The Board of Directors of the Company is authorized to amend the Consolidation Ratio;
- The Board of Directors of the Company is authorized to determine whether to proceed with this special resolution without further shareholder approval or confirmation;
- Any one Director or officer of the Company is authorized to take all necessary steps to execute, deliver and file any and all documents, and do all other acts that may be necessary to give effect to the foregoing resolutions. As more particularly described in the accompanying Information Circular.

For **Against**

6. Approval Of Amended Equity Incentive Plan

- The Amended Equity Incentive Plan of Tectonic Metals Inc. (the "Company") is approved and will remain in effect until further ratification is required;
- The Company authorizes and reserves a number of common shares in the capital of the Company ("Common Shares") equal to the number of Common Shares under the Amended Equity Incentive Plan. All Common Shares duly and validly issued pursuant to the Amended Equity Incentive Plan will be validly issued and fully paid and non-assessable Common Shares;
- All unallocated options, rights or other entitlements available under the Amended Equity Incentive Plan are authorized and approved;
- Any one director or officer of the Company is authorized to make any changes to the Amended Equity Incentive Plan, if required by the TSX Venture Exchange;
- Any one Director or officer of the Company is authorized to take all necessary steps to execute, deliver and file any and all documents, and do all other acts that may be necessary to give effect to the foregoing resolutions. As more particularly described in the accompanying Information Circular.

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.**

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.

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.

Information Circular - Mark this box if you would like to receive the Information Circular by mail for the next securityholders' meeting.

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.

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