



# ROCKRIDGE RESOURCES LTD.

(the "Company")

## FORM OF PROXY

Annual General and Special Meeting to be held on January 6, 2025 at 10:00 a.m. (PDT)  
1111 West Hastings Street, 15<sup>th</sup> Floor, Vancouver, British Columbia V6E 2J3  
(the "Meeting")

Proxies must be received by 10:00 am (PDT) on January 2, 2025

The undersigned hereby appoints Jonathan Wiesblatt, Chief Executive Officer of the Company, or, failing him, Jordan Trimble, President and a director of the Company (the "Management Nominees"), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, in accordance with voting instructions, if any, provided below.

### - SEE VOTING GUIDELINES ON REVERSE -

RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED** TEXT

	FOR	AGAINST
<b>1. Number of Directors</b> To set the number of directors to be elected at the Meeting at four (4).	<input type="checkbox"/>	<input type="checkbox"/>
<b>2. Election of Directors</b>	<b>FOR</b>	<b>WITHHOLD</b>
a) Jordan Trimble	<input type="checkbox"/>	<input type="checkbox"/>
b) James Pettit	<input type="checkbox"/>	<input type="checkbox"/>
c) Donald Huston	<input type="checkbox"/>	<input type="checkbox"/>
d) Joseph Gallucci	<input type="checkbox"/>	<input type="checkbox"/>
<b>3. Appointment of Auditors</b> Appointment of Davidson & Company, Chartered Professional Accountants as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration	<input type="checkbox"/>	<input type="checkbox"/>
<b>4. Approval of Stock Option Plan</b> To consider and, if thought fit, to approve an ordinary resolution approving the Company's stock option plan, as more fully set forth in the accompanying joint management information circular of Eros Resources Corp. ("ERC"), MAS Gold Corp. ("MAS") and the Company dated November 26, 2024 (the "Information Circular").	<input type="checkbox"/>	<input type="checkbox"/>
<b>5. Approval of Arrangement Transaction</b> To consider, pursuant to an interim order of the British Columbia Supreme Court dated November 25, 2024, and if deemed advisable, to pass, with or without variation, a special resolution, the full text of which is set forth at Schedule B to the Information Circular, approving an arrangement (the "ROCK Arrangement") under Section 288 of the Business Corporations Act (British Columbia) ("BCBCA"), the purpose of which is to effect the acquisition by ERC of all of the issued and outstanding common shares in the capital of the Company in exchange for common shares of ERC, which forms a part of a larger transaction whereby ERC will also acquire all of the issued and outstanding common shares in the capital of MAS in accordance with the terms of a plan of arrangement under Section 288 of the BCBCA involving MAS, ERC and the shareholders of MAS, in accordance with the terms of a business combination agreement between ERC, MAS and the Company dated as of September 30, 2024, as the same may be amended, supplemented or otherwise modified from time to time in accordance with its terms, copies of each of which are available on the Company's profile at <a href="http://www.sedarplus.ca">www.sedarplus.ca</a> , as more particularly described in the Information Circular	<input type="checkbox"/>	<input type="checkbox"/>

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

PLEASE PRINT NAME

Signature of registered owner(s)

Date (MM/DD/YYYY)

#### Request for Financial Statements

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements and MD&As.

**Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).**

**I am currently a security holder of the Company and as such request the following:**

**Interim Financial Statements with MD&A** – Check the box to the right if you would like to **RECEIVE** interim financial statements and accompanying Management's Discussion & Analysis by mail.


**Annual Financial Statements with MD&A** – Check the box to the right if you would like to **RECEIVE** to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.



## Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.
4. Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof. Such right may be exercised by inserting in the space labeled "*Please print appointee name*", the name of the person to be appointed, who need not be a security holder of the Company.
5. The proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that properly come before the meeting or any adjournment or postponement thereof.
6. To be valid, this proxy should be signed in the exact manner as the name appears on the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of the Company.
7. To be valid, this proxy must be filed using one of the Voting Methods and must be received by Olympia Trust Company before the date noted on the reverse, or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting.
8. Guidelines for proper execution of the proxy are available at [www.stac.ca](http://www.stac.ca). Please refer to the Proxy Protocol.

## Voting Methods

<p><b>INTERNET</b></p>	<p>Go to <a href="https://css.olympiustrust.com/pxlogin">https://css.olympiustrust.com/pxlogin</a> and enter the 12-digit control number shown above.</p> <p>To vote using your smartphone, please scan this QR code below:</p> 
<p><b>EMAIL</b></p>	<p>proxy@olympiustrust.com</p>
<p><b>FACSIMILE</b></p>	<p>(403) 668-8307</p>
<p><b>MAIL</b></p>	<p>Olympia Trust Company PO Box 128, STN M Calgary, AB T2P 2H6</p>