



Harte Gold Corp.
(the "Corporation")

FORM OF PROXY ("Proxy")

Annual and Special Meeting
Wednesday, June 24, 2020 at 10:30 a.m. (Toronto Time)
Virtual Meeting - <https://web.lumiagm.com/296575486>
(the "Meeting")

RECORD DATE: May 11, 2020
CONTROL NUMBER:
SEQUENCE #:
FILING DEADLINE FOR PROXY: Monday, June 22, 2020 at 10:30 a.m. (Toronto Time)

VOTING METHODS	
INTERNET	Go to www.voteproxyonline.com and enter the 12 digit control number above
FACSIMILE	416-595-9593
MAIL	TSX Trust Company 301 – 100 Adelaide Street West Toronto, Ontario, M5H 4H1

Appoint a Proxy (Optional)

The undersigned hereby appoints **Joseph Conway, Chairman** of the Corporation, whom failing **Sam Coetzer, President & CEO** of the Corporation (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, to the same extent and with the same power as if the undersigned were present at the said Meeting or such 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 ABOVE THE BOXES

1. Election of Directors	FOR	WITHHOLD
a) Samuel T. Coetzer	<input type="checkbox"/>	<input type="checkbox"/>
b) Geoffrey Cohen	<input type="checkbox"/>	<input type="checkbox"/>
c) Joseph Conway	<input type="checkbox"/>	<input type="checkbox"/>
d) James Gallagher	<input type="checkbox"/>	<input type="checkbox"/>
e) Stephen G. Roman	<input type="checkbox"/>	<input type="checkbox"/>
f) Michael W. Scherb	<input type="checkbox"/>	<input type="checkbox"/>
g) Dr. Richard H. Sutcliffe	<input type="checkbox"/>	<input type="checkbox"/>
2. Appointment of Auditors	FOR	WITHHOLD
Appointment of KPMG LLP as auditors of the Corporation and authorizing the board of directors of the Corporation to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of Warrants Issued to ANR Investments B.V.	FOR	AGAINST
To consider, and, if deemed advisable, to pass an ordinary resolution to approve the issuance of certain warrants to ANR Investments B.V., ("Appian") with the votes attached to common shares of the Corporation held by Appian and its respective affiliates and associates being excluded from such vote.	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of Unallocated Options, Rights or Other Entitlements under the Stock Option Plan	FOR	AGAINST
To consider and, if deemed advisable, to pass, with or without amendment, an ordinary resolution to approve all unallocated options, rights and entitlements with respect to treasury issuances under the Corporation's Stock Option Plan.	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of Deferred Share Unit Plan	FOR	AGAINST
To consider and, if deemed advisable, to ratify, confirm and approve the Deferred Share Unit Plan of the Corporation, and related matters, as more particularly described in the management information circular dated May 15, 2020 (the "Circular").	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of Performance and Restricted Share Unit Plan	FOR	AGAINST
To consider and, if deemed advisable, to ratify, confirm and approve the Performance and Restricted Share Unit Plan of the Corporation, and related matters, as more particularly described in the 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)

Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE CORPORATION.**
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 common shares of the Corporation, 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 common shares, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This Proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each holder of common shares in the capital of the Corporation 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 Corporation.
6. To be valid, this Proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the holders of common shares of the Corporation.
7. To be valid, this Proxy must be filed using one of the **Voting Methods** and *must be received by TSX Trust Company* before the **Filing Deadline for Proxy**, 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. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late Proxy.
8. If the security holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the security holder may be required to provide documentation evidencing the signatory’s power to sign the Proxy.
9. Guidelines for proper execution of the Proxy are available at www.stac.ca. Please refer to the Proxy Protocol.

Investor inSite

TSX Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit www.tsxtrust.com/investorinsite

Click on, “Register Online Now” and complete the registration form. Call us toll free at 1-866-600-5869 with any questions.

Notice-and-Access

The Canadian securities regulators have adopted rules which permit the use of notice-and-access for proxy solicitation instead of the traditional physical delivery of material. This new process provides the option to post meeting related materials including management information circulars as well as annual financial statements and management’s discussion and analysis (“MD&A”), on a website in addition to SEDAR. Under notice-and-access, meeting related materials will be available for viewing for up to 1 year from the date of posting and a paper copy of the material can be requested at any time during this period.

Disclosure regarding each matter or group of matters to be voted on is in the Circular in the Section with the same title as each Resolution on the reverse. You should review the Circular before voting.

Harte Gold Corp. has elected to utilize notice-and-access and provide you with the following information:

Meeting materials are available electronically at www.sedar.com and also at www.hartegold.com/investor-resources/annualgeneral-special-meeting

If you wish to receive a paper copy of the Meeting materials or have questions about notice-and-access, please call 1-866-600-5869 or email TMXInvestorServices@tmx.com. In order to receive a paper copy in time to vote before the meeting, your request should be received by June 15, 2020.

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.sedar.com.

I am currently a holder of common shares of the Corporation and as such request the following:

- Annual Financial Statements with MD&A
- Interim Financial Statements with MD&A

If you are casting your vote online and wish to receive financial statements, please complete the online request for financial statements following your voting instructions.

If the cut-off time has passed, please fax this side to 416-595-9593

Harte Gold Corp.
2020

Note: To register a third-party proxyholder, shareholders must complete the registration form from the following link: <https://tsxtrust.com/resource/en/75> and submit by 10:30 a.m. (Toronto Time) on June 22, 2020, or, if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays in the Province of Ontario) before the time and date of the adjourned or postponed meeting. Failure to do so will result in the proxyholder without a control number to attend the meeting virtually and they will not be able to vote or ask questions at the meeting but will be able to participate as a guest.