

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

**Vote by Internet – QUICK ★★ EASY
IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail**

U.S. GOLDMINING INC.

Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. Votes submitted electronically over the Internet must be received by 11:59 p.m., Eastern Time, on May 21, 2024.



INTERNET –
www.cstproxyvote.com

Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.



MAIL – Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

**PLEASE DO NOT RETURN THE PROXY CARD
IF YOU ARE VOTING ELECTRONICALLY.**

▲ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ▲

PROXY CARD

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE SIX NOMINEES IN PROPOSAL 1, PROPOSALS 2 AND 3, AND “3 YEARS” FOR PROPOSAL 4.

Please mark your votes like this



1. To elect six directors, each to serve until the next annual meeting of stockholders and until his or her respective successor is duly elected and qualified, or such director’s earlier death, resignation, or removal.

- (1) Alastair Still
- (2) Garnet Dawson
- (3) Ross Sherlock
- (4) Lisa Wade
- (5) Laura Schmidt
- (6) Aleksandra Bukacheva

FOR all Nominees listed to the left

WITHHOLD AUTHORITY to vote (except as marked to the contrary for all nominees listed to the left)

3. To vote on a non-binding, advisory proposal, to approve compensation of the named executive officers.

FOR **AGAINST** **ABSTAIN**

4. To vote on a non-binding, advisory proposal, on the frequency of future advisory votes on executive compensation,

3 YEARS **2 YEARS** **1YEAR** **ABSTAIN**

NOTE: To address such other matters as may properly come before the 2024 annual meeting or any adjournment or postponement thereof.

Instruction: To withhold authority to vote for any individual nominee, strike a line through that nominee’s name in the list above.

2. To ratify the appointment of Deloitte LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024.

FOR **AGAINST** **ABSTAIN**

CONTROL NUMBER

Signature _____ **Signature, if held jointly** _____ **Date** _____, 2024

Note: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please give title as such.

**Important Notice Regarding the Internet Availability of
Proxy Materials for the
Annual Meeting of Stockholders**

**The 2024 Proxy Statement and the 2023 Annual Report
to Stockholders are available at:
<https://www.cstproxy.com/usgoldmining/2024>**

▲ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ▲

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF
U.S. GOLDMINING INC.**

The undersigned appoints Alastair Still and Tim Smith and each of them, as proxies, each with the power to appoint his substitute, and authorizes each of them to represent and to vote, as designated on the reverse hereof, all of the shares of common stock of U.S. GOLDMINING INC. held of record by the undersigned at the close of business on March 27, 2024 at the Annual Meeting of Stockholders of U.S. GOLDMINING INC. to be held on May 22, 2024, or at any adjournment thereof.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED. IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF ELECTING THE SIX NOMINEES TO THE BOARD OF DIRECTORS, IN FAVOR OF PROPOSAL 2 AND PROPOSAL 3, AND IN FAVOR OF 3 YEARS FOR PROPOSAL 4, AND IN ACCORDANCE WITH THE JUDGMENT OF THE PERSONS NAMED AS PROXY HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

(Continued and to be marked, dated and signed, on the other side)