#### 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.



#### 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 ▲

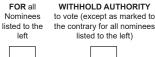
#### **PROXY CARD**

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

- 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

(4) Lisa Wade

(2) Garnet Dawson(3) Ross Sherlock



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

3. To vote on a non-binding, advisory proposal,

to approve compensation of the named





3 YEAR	S 2 YEA	RS 1YE	AR ABS	TAIN

(5) Laura Schmidt(6) Aleksandra Bukacheva

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.

AGAINST ABSTAIN		

CONTROL NUMBER

NOTE: To address such other matters as may properly come before the

2024 annual meeting or any adjournment or postponement thereof.

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)