

FY2024
Borealis Exploration Limited
PROXY & NOTICE OF
ANNUAL MEETING OF MEMBERS



SOLICITED BY MANAGEMENT

I/We _____ being a member of the above Company with shares HEREBY APPOINT
Isaiah W. Cox and Mark Radom, each with full power to act without the others and each with full power of substitution, or in lieu of
the foregoing _____ to be my/our proxy to vote for me/us at the meeting of members to
be held on the Internet at www.borealis.gi on the 18th day of February 2025 at the hour of 16:00 hours (London Time), or at any
adjournment thereof.

- (a) VOTED FOR () AGAINST () WITHHELD FROM VOTING () the election of **Jack France**
Director, for a three-year term.
- (b) VOTED FOR () AGAINST () WITHHELD FROM VOTING () the appointment of **Moore Stephens** as
Auditor of the Company for the year ending 30 September 2025.
- (c) VOTED FOR () AGAINST () WITHHELD FROM VOTING () to approve that all future notices of the
Company's annual general meetings or special meetings may be provided by email to shareholders whose email
addresses are known to the Company and to amend the Company's articles of association to expressly permit such
notice.
- (d) VOTED FOR () AGAINST () WITHHELD FROM VOTING () to approve and ratify all acts and resolutions
of the Board of Directors since the last annual meeting of the members of the Company.

Signed this _____ day of _____ 2025

Signature of Member (name to be written
exactly as it appears to the left, or on your
share certificate, or Signature of Member and
Intermediary's Name in which the shares are
held)

Number of shares owned:

For voting on-line, you will need: **Username:**

Password:

Shareholders are requested to confirm or provide the following information:

Citizenship:

Occupation:

Phone #:

Email:

NOTE:

- (1) EACH MEMBER HAS THE RIGHT TO APPOINT A PERSON, WHO NEED NOT BE A MEMBER, TO ATTEND AND ACT FOR HIM AND ON HIS BEHALF
AT THE MEETING OTHER THAN THE PERSONS SPECIFIED ABOVE. Such right may be exercised by inserting the name of the person to be appointed in the
space provided after "in lieu of the foregoing," or by completing another proper form of Proxy. Each member can vote their proxy and attend the meeting and vote
in person or vote electronically. The Record Date for the meeting is 22 January 2025.
- (2) If this form of Proxy is to be utilized, it must be dated and signed by the member, or by an Attorney duly authorized in writing, or, if the member is a Corporation,
under its Corporate Seal or under the hand of an Officer or Attorney thereof duly authorized. This proxy is acceptable if sent by electronic form to proxy@borealis.gi,
and also can be voted at the Borealis Web Site www.borealis.gi from 22 January 2025. Faxed copies are acceptable if sent to +1.503.296.2163 or any of the Borealis
corporate offices.
- (3) Unless otherwise specified, the shares represented by this Proxy instrument will be voted. If the choice is specified with respect to the matter to be dealt with at the
meeting referred to above, such shares will be voted in accordance with the specifications made. IF NO CHOICE IS SPECIFIED, it is presently intended to vote
such shares for the approval of all matters set out in the notice, including the election of JACK FRANCE for a 3-year term, the appointment of MOORE STEPHENS
as auditor and THIS PROXY CONFERS DISCRETIONARY AUTHORITY TO DO SO. This Proxy also confers authority for the above named to vote in his/their
discretion with respect to amendments or variations to the matters identified in the Notice of Annual Meeting accompanying this Proxy instrument or matters which
may properly come before the meeting.