



DAKOTA TERRITORY RESOURCE CORP.



United Kingdom Building
350 – 409 Granville St
Vancouver, BC V6C 1T2

Form of Proxy – Special Meeting to be held on March 24, 2022

Appointment of Proxyholder

I/We being the undersigned holder(s) of **Dakota Territory Resource Corp.** hereby appoint Stephen O'Rourke or failing this person, Daniel Cherniak.

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein:

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Special Meeting of Dakota Territory Resource Corp. to be held at **106 Glendale Drive, Suite A, Lead, South Dakota, 57754 at 10:00 am** or at any adjournment thereof.

1. Dakota Merger Proposal. Consider and vote on a proposal to adopt and approve the Amended and Restated Agreement and Plan of Merger, dated as of September 10, 2021 (as may be amended from time to time), by and among Dakota Territory Resource Corp. a Nevada corporation ("Dakota"), JR Resources Corp., a Nevada corporation ("JR"), DGC Merger Sub I Corp., a Nevada corporation, and DGC Merger Sub II LLC, a Nevada limited liability company and approve the transactions contemplated thereby (the "Dakota Merger Proposal") as more particularly described in the proxy materials.	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
2. Dakota Equity Plan Proposal. Consider and vote on a proposal to approve the Dakota Territory Resource Corp. 2021 Stock Incentive Plan as more particularly described in the proxy materials.	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
3. Dakota Election of Directors. To elect seven directors to serve for a term that expires on the date of the next Annual Meeting of Stockholders of Dakota Gold as more particularly described in the proxy materials.	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
4. Ratification of the Appointment of Independent Registered Accounting Firm. To ratify the appointment of Ham, Langston & Brezina, L.L.P. as Dakota's and JR's independent registered accounting firm for fiscal year 2022 as more particularly described in the proxy materials.	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
5. Dakota Adjournment Proposal. To adjourn the Dakota special meeting, if necessary or appropriate, to solicit additional proxies if, immediately prior to such adjournment, sufficient votes to approve the Dakota Merger Proposal have not been obtained by Dakota as more particularly described in the proxy materials.	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>

Authorized Signature(s) – This section must be completed for your instructions to be executed.

Signature(s):

Date

I/we authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, **this Proxy will be voted as recommended by the Dakota board of directors.**

/ /
MM / DD / YY

This form of proxy is solicited by and on behalf of Management.

Proxies must be received by 10:00 am, Mountain Time on Tuesday March 22, 2022.

Notes to Proxy

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the Special Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder; however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by the Dakota board of directors.
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:



To Vote Your Proxy Online please visit:
<https://login.odysseytrust.com/pxlogin> and click on

VOTE

You will require the CONTROL NUMBER printed with your address to the right. If you vote by Internet, do not mail this proxy.

To request the receipt of future documents via email and/or to sign up for Securityholder Online services,

you may contact Odyssey Trust Company at www.odysseycontact.com.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. A return envelope has been enclosed for voting by mail.