

HARTE GOLD CORP.

SPECIAL MEEETING OF SHAREHOLDERS

TO BE HELD ON JANUARY 30, 2009

DISSIDENT PROXY CIRCULAR

Dated: January 12, 2009

DISSIDENT PROXY CIRCULAR
prepared in connection with the special meeting
of the shareholders of

HARTE GOLD CORP.
to be held on Friday, January 30, 2009

*This dissident proxy circular solicits proxies by and on behalf of the Shareholders
Protection Committee of Harte Gold Corp.
(the "Soliciting Party").*

Recommending that holders of common shares of Harte Gold Corp. **VOTE AGAINST** the resolutions mentioned in the notice sent to the shareholders by the management of Harte Gold Corp. and **VOTE FOR:**

- **THE REMOVAL OF THE CURRENT DIRECTORS OF HARTE GOLD CORP.;**
- **THE NOMINEES NAMED IN THIS CIRCULAR AS DIRECTORS OF HARTE GOLD CORP.; AND**
- **THE RESOLUTION APPROVING THE REIMBURSEMENT OF THE SOLICITING PARTY FOR EXPENSES INCURRED IN CONNECTION WITH REQUISITIONING, CALLING AND SENDING THE DISSIDENT PROXY CIRCULAR FOR THE SPECIAL MEETING**

at the special meeting of shareholders to be held on January 30, 2009

This dissident proxy circular has been prepared by the Soliciting Party **NOT** Harte Gold Corp.

THIS CIRCULAR SOLICITS PROXIES OPPOSED TO MANAGEMENT OF HARTE GOLD CORP.

We believe that your vote in respect of the foregoing matters is crucial to the future of your investment in Harte Gold Corp. if, after reading this circular, you agree that the changes outlined herein are necessary, use the form of proxy enclosed with this circular.

If you have any questions, or require any assistance in voting your shares, please call Mr. John Gable at 416-862-7755 or Mr. Michael Shunock at 519-268-2750.

In order to be deposited with the proxy tabulation agent for Harte Gold Corp. your proxy must be received by Equity Transfer & Trust Company at 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1 by no later than 10:00 am (Toronto time) on January 28, 2009.

YOUR VOTE IS EXTREMELY IMPORTANT – COMPLETE YOUR GREEN PROXY FORM TODAY

THE SHAREHOLDERS PROTECTION COMMITTEE OF HARTE GOLD CORP.

66 Lonsdale Road
Toronto, Ontario
M4V 1W5

Dear fellow shareholder:

We, the Shareholders Protection Committee of Harte Gold Corp. (the "Committee") are the registered shareholders of 8,809,000 common shares of Harte Gold Corp. (the "Corporation") represent approximately 19.7% of the outstanding common shares of the Corporation. The Committee requisitioned this shareholders meeting on November 24, 2008 under section 105 of the Business Corporations Act of Ontario to provide new leadership and direction to the Corporation by replacing the current directors with a new dynamic and experienced team who are committed to revitalizing the Corporation and building shareholder value.

As you are no doubt aware, the business of the Corporation has stagnated for the past several months. Following the departure on March 20, 2008 of a former chief executive of the Corporation, a forensic audit of the Corporation's financial records was instituted by the board with the support of members of the Committee to investigate certain possibly questionable financial transactions. No public disclosure of this was made by current management of the Corporation. This forensic audit was subsequently discontinued prior to its completion notwithstanding the objections of members of the Committee. No public disclosure of the discontinuance of this forensic audit was made by management. Management has persisted in its refusal to make any public disclosure concerning this forensic audit notwithstanding applicable legal disclosure obligations and the urgings of Committee members.

After calling this meeting the Corporation issued a news release on December 17, 2008 disclosing among other things, an agreement to issue 8.0 million shares at \$0.05 per share for gross proceeds of \$400,000 to settle debts of which 7.0 million shares (\$350,000 or approximately 16% of the issued shares of the Corporation) were to be issued to insiders. In the view of the Committee this is a blatant attempt by current management to entrench itself at the expense of other shareholders of the Corporation. This is especially evident from the fact that such proposed share issuance was never properly approved by the Corporation's board of directors. These and other developments have obviously had a significant negative impact on the value of our collective investment in the securities of the Corporation.

Accompanying this letter is a DISSIDENT PROXY CIRCULAR and a GREEN PROXY FORM that we and our advisors have prepared in connection with the January 30, 2009 special meeting of the Harte Gold Corp. shareholders. At this meeting we are proposing for election of new Board of Directors of the Corporation consisting of the persons described in this dissident proxy circular.

We urge you to review the information in this dissident proxy circular to which this letter is attached. We are confident that you will conclude that voting FOR the resolutions described in the attached dissident circular is in the best interests of Harte Gold Corp. and the holders of its common shares. We urge you to seize this opportunity by signing, dating and returning the enclosed proxy in accordance with the instructions in this dissident proxy circular.

If you have any questions concerning this information circular, please call the undersigned at 416-862-7755 or Michael Shunock at 519-268-2750.

Yours sincerely,

"John A Gable

*John Gable, Chair
Shareholder Protection Committee of Harte Gold Corp.*

DISSIDENT PROXY CIRCULAR

**IN RESPECT OF A SPECIAL MEETING OF THE SHAREHOLDERS OF
HARTE GOLD CORP.**

**RECOMMENDING THAT SHAREHOLDERS OF HARTE GOLD CORP. VOTE AGAINST MANAGEMENT AT
THE SPECIAL MEETING OF THE SHAREHOLDERS TO BE HELD ON JANUARY 30, 2009**

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SOLICITATION OF PROXIES

This dissident proxy circular (the “Circular”) and the accompanying form of proxy (the “Proxy”) are furnished to you in connection with the solicitation by the Shareholders Protection Committee of Harte Gold Corp. (the “Soliciting Party”) to be used at the special meeting (the “Meeting”) of holders of common shares (the “Common Shares”) of Harte Gold Corp. (“Harte Gold” or the “Corporation”), scheduled to be held at 9:30 a.m. January 30, 2009 and at any and all adjournments or postponements thereof in the event that the Meeting is re-scheduled, this Circular is furnished in respect of the solicitation of Proxies for such re-scheduled meeting. Based upon publicly available information, the registered office of Harte Gold Inc. is located at 44 Victoria Street, Toronto, Ontario M5C 1Y2.

The Soliciting Party is soliciting proxies in support of a vote (i) against all the proposed business transactions mentioned by the Management of Harte Gold Corp. in the special meeting notice sent by them to the common shareholders of Harte Gold Corp. or (ii) for the purposes of, among other things, removing the current board of directors (the “Current Board”) from office and electing new directors of the Corporation nominated by the Soliciting Party (the “Soliciting Party’s Nominees”). The Soliciting Party represents 8,809,000 Common Shares of Harte Gold, representing approximately (19.7%) of the issued and outstanding Common Shares of the Corporation.

This solicitation is being made by John Gable and Michael Shunock. This solicitation is not being made by the existing management of Harte Gold (“Management”). Provided that the resolution in respect of same is approved at the Meeting, Harte Gold will reimburse the Soliciting Party for the costs of this solicitation.

THE SOLICITING PARTY URGES YOU NOT TO SIGN ANY PROXY OR VOTING INSTRUCTION FORM SENT TO YOU BY THE MANAGEMENT OF HARTE GOLD CORP.

Proxies may be solicited by or on behalf of the Soliciting Party by mail or other method of delivery of solicitation materials, e-mail, telephone, telecopier or other electronic means and in person. The Soliciting Party may request banks, brokerage houses and other custodians, nominees and fiduciaries to forward all of the solicitation materials sent to them by the Soliciting Party to the beneficial owners of shares of Harte Gold they hold as registered owner.

Reasons for Solicitation

The Soliciting Party believes that Harte Gold Corp. shareholders should vote **against** all the business transactions proposed by the Management of Harte Gold Corp. in the special meeting notice sent to the common shareholders of the Corporation for the following reasons:

- (i) lack of confidence in the current management of the Corporation;
- (ii) discontinuance of forensic audit and non-disclosure of details pertaining to the forensic audit; and
- (iii) to replace the current Board of Directors with a new dynamic and experienced board.

Appointment, Revocation and Deposit of Proxies

A shareholder has the right to appoint a person (who need not be a shareholder) to attend and act for or on behalf of the shareholder at the Meeting other than the persons designated in the enclosed Proxy. Such right may be exercised by striking out the names of the persons designated in the Proxy, or by preparing another Proxy in proper form and inserting in the blank space provided for that purpose the name of the desired person and delivering the executed Proxy to Equity Transfer & Trust Company at 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1 at any time prior to 5:00 pm (Toronto time) on January 28, 2009

A shareholder forwarding the enclosed Green Proxy Form may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the shareholder giving the Proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Common Shares represented by the proxy submitted by a shareholder will be voted in accordance with the directions, if any, given in the Proxy.

A shareholder who has given the enclosed Proxy has the right under subsection 110(4) of the *Business Corporations Act* (Ontario) (the “OBCA”) to revoke the Proxy: (i) by instrument in writing executed by the shareholder or by the shareholder’s attorney authorized in writing or, if the shareholder is a body corporate, by an officer or attorney thereof duly authorized and deposited at 200 University Avenue, Suite 400, Toronto, Ontario, M5H 4H1 at any time prior to 4:00 p.m. (Toronto time) on the last business day preceding the day of the Meeting, or any adjournment thereof, or (ii) in any other manner permitted by law.

Manner of Voting and Exercise of Discretion by Proxies

The persons named in the enclosed green form of Proxy will vote or withhold from voting the Common Shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them.

In the absence of such direction, such Common Shares will be voted IN FAVOUR of the matters before the Meeting.

The enclosed Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the notice of meeting (the “Notice”) and with respect to other matters which may properly come before the Meeting. At the time of the printing of this Circular, John Gable knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice.

Voting by Beneficial Shareholders

The information set forth in this section is important to shareholders who do not hold their Common Shares in their own name.

Shareholders who hold Common Shares through their brokers, intermediaries, trustees or other nominees (such shareholders being collectively called “Beneficial Shareholders”) should note that only proxies deposited by Shareholders whose names appear on the share register of the Corporation may be recognized and acted upon at the Meeting. If Common Shares are shown on an account statement provided to a Beneficial Shareholder by a broker, then, in almost all cases, the name of such Beneficial Shareholders will not appear on the share register of the Corporation. Such Common Shares will most likely be registered in the name of the broker or an agent of the broker (“Intermediaries”). Such Common Shares can only be voted by Intermediaries and can only be voted by them in accordance with instructions received from Beneficial Shareholders. **As a result, Beneficial Shareholders should carefully review the voting instructions provided by their broker, agent, or nominee with this Circular and ensure that they communicate how they would like their Common Shares voted in accordance with those instructions.** Intermediaries are required to forward the meeting materials to Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive such materials.

Most brokers delegate responsibility for obtaining voting instructions from clients to a service company (a “Service Company”). The Service Company typically creates voting instruction forms, mails such forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to the Service Company or to follow the alternative voting procedures set out in the voting instruction form. The Service Company then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from the Service Company cannot use that form to vote Common Shares directly at the Meeting. Instead, the Beneficial Shareholder should return the voting instruction form to the Service Company, or follow the alternative voting procedures, as mentioned above, well in advance of the Meeting in order to ensure that such Common Shares are voted.** A Beneficial Shareholder may be given a Proxy that has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Beneficial Shareholder but which is not otherwise completed. Because the Intermediary has already signed the Proxy, this Proxy is required to be signed by the Beneficial Shareholder when submitting the Proxy. In this case, the Beneficial Shareholder who wishes to vote by proxy should otherwise properly complete the Proxy and deliver it as specified above under “Appointment, Revocation and Deposit of Proxies”.

In either case, the purpose of these procedures is to permit Beneficial Shareholders to direct the voting of the Common Shares which they beneficially own. A Beneficial Shareholder who wishes to attend and vote at the Meeting in person (or to have another person attend and vote on behalf of the Beneficial Shareholder) should print the Beneficial Shareholder’s (or such other person’s) name in the blank space provided for that purpose in the first paragraph of the Proxy.

In either case, Beneficial Shareholders should carefully follow the instructions of their Intermediary and its Service Company, as applicable.

There are currently five directors of the Corporation, all five of whom, to the best of the knowledge of the Soliciting Party, were elected as directors as nominees of Management of the Corporation.

The Soliciting Party is soliciting Proxies in support of the removal of the Current Board and the election at the Meeting of the following individuals, the Soliciting Party's Nominees, as directors of Harte Gold:

Michael Shunock
John A. Gable
Stephen G. Roman
Douglas A. Scharf
George A. Flach

The Soliciting Party recommends that holders of Common Shares vote FOR the election of the Soliciting Party's Nominees as directors of Harte Gold.

Your vote is very important to the future of your investment in Harte Gold. If, after reading this Circular, you agree that the proposed changes to the Current Board are desirable, please sign, date and return the enclosed Proxy to Equity Transfer & Trust Company. The required documents will be submitted to the officials conducting the Meeting on your behalf.

Unless otherwise noted, the information concerning Harte Gold contained in this Circular has been taken from or is based upon publicly available documents or records on file with Canadian securities regulators and other public sources. Although, the Soliciting Party has no knowledge that would indicate that any statements contained therein are untrue or incomplete, The Soliciting Party does not assume responsibility for the accuracy or completeness of such information or for any failure by Harte Gold to disclose material information which may affect the significance or accuracy of such information. Information concerning Harte Gold is available for review on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

Certain documents contained in this Circular constitute forward-looking statements. The words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions as they relate to the Soliciting Party, Harte Gold or the future management of Harte Gold, are intended to identify forward-looking statements. Such statements reflect The Soliciting Party's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause Harte Gold's actual results, performance or achievements that may be expressed or implied by such forward-looking statements to vary from those described herein should one or more of these risks or uncertainties materialize. Such factors include, but are not limited to, economic, business, technological, competitive and regulatory factors.

Voting Securities and Principal Holders Thereof

To the best of the Soliciting Party's knowledge, as provided to the Soliciting Party by Equity Transfer & Trust Company, the last known transfer agent of Corporation, as of the date of this Circular, an aggregate of 44,641,104 Common Shares were issued and outstanding. Each Common Share entitles the holder thereof to one (1) vote at all meetings of shareholders.

To the best of the Soliciting Party's knowledge, not having been able to examine detailed records of Harte Gold, no person beneficially owns, directly or indirectly or exercises control or direction over more than 10% of the outstanding securities of Harte Gold.

YOUR VOTE IS EXTREMELY IMPORTANT – VOTE YOUR PROXY TODAY

In some cases the procedures for voting your shares can be complicated and time consuming. If you support the Soliciting Party Nominees you must act quickly to complete the appropriate documents.

See "How to Cast Your Vote" at the end of this Circular for additional information about the voting process.

Proxies must be received by Equity Transfer & Trust Company at 200 University Avenue, Suite 400 Toronto, Ontario M5H 4H1 by no later than 5:00 pm] (Toronto time) on January 28, 2009.

BACKGROUND TO THE SOLICITATION

At the last annual shareholder meeting of Harte Gold that was held on May 30, 2008, the following persons were elected to Current Board:

1. Robert Isles
2. Milton Klyman
3. David Klyman
4. John Ternowesky
5. Michael Shunock

Based on the public records of the Corporation as at the date of this Circular, the Soliciting Party is of the view that the above individuals currently comprise the current board of directors of the Corporation.

The primary purpose of this solicitation of proxies by and on a behalf of the Soliciting Party is to seek instructions from shareholders entitled to instruct Equity Transfer & Trust Company to vote at the Meeting for the purpose of electing the Soliciting Party's Nominees to the board of directors of Harte Gold as described under the heading "Particulars of Matters to be Acted Upon – Appointment of the Soliciting Party Nominees". Set forth below are the principal reasons that the Soliciting Party believes a new board of directors of Harte Gold is needed.

Why is Change Necessary?

The current board of directors has lost the confidence of shareholders and has failed to operate in accordance with good corporate governance practices. Following the departure on March 20, 2008 of a former chief executive of the Corporation, a forensic audit of the Corporation's financial records was instituted by the board with the support of the Soliciting Party to review past financial records of the Corporation. This forensic audit was subsequently discontinued prior to its completion. No public disclosure of this forensic audit or its subsequent discontinuance was made by current management of the Corporation. The board has allowed Management to persist in its refusal to make any public disclosure concerning this forensic audit notwithstanding applicable legal disclosure obligations and the urgings of the Soliciting Party.

If elected, the Soliciting Party's Nominees intend to replace management of the Corporation and instruct the new management to resume and complete the forensic audit and disclose the results to all shareholders as a material transaction.

On December 17, 2008 the Corporation issued a news release disclosing among other things, an agreement to issue 8.0 million shares at \$0.05 per share for gross proceeds of \$400,000 to settle debts of which 7.0 million shares (\$350,000 or approximately 16% of the issued shares of the Corporation) were to be issued to insiders. To the knowledge of the Soliciting Party no meeting of the board of directors was properly convened to approve this transaction. In the view of the Soliciting Party this is a blatant attempt by current management to entrench itself at the expense of other shareholders of the Corporation and evidences management's flagrant disregard for proper governance practices and procedures.

If elected, the Soliciting Party's Nominees intend to replace management of the Corporation and implement full compliance with all applicable standards of corporate governance.

What the Soliciting Party's Nominees will do for the corporation

The Soliciting Party's Nominees intend to take the following steps upon their appointment as the new directors of the Corporation to improve on the performance of Harte Gold.

If elected, the Soliciting Party Nominees will:

- install and support responsible management and require such management to

- resume the forensic audit and make available the results of the audit to the public;
- update and maintain comprehensive public records and comply with the continuous disclosure obligations;
- implement proper policies and governance practices in accordance with applicable standards; and
- immediately seek new financing on the best possible terms to advance the Corporation’s projects and build shareholder value.

PARTICULARS OF MATTERS TO BE ACTED UPON

REMOVAL OF THE CURRENT BOARD

To the knowledge of The Soliciting Party, the Board of Directors of the Corporation currently consists of Robert Isles, Milton Klyman, David Klyman, John Ternowesky and Mike Shunock. It is proposed that Messrs. Isles, Klyman, Klyman and Ternowesky be removed from office. Accordingly, at the meeting, the shareholders of the Corporation will be asked to approve a resolution removing members of the Current Board from office as directors of the Corporation.

The text of the resolution which shareholders will be asked to pass it as follows:

“BE IT RESOLVED that Robert Isles, Milton Klyman, David Klyman and John Ternowesky, such individuals being the current director of the Corporation, be removed from office, effective immediately.”

Approval of this resolution requires a simple majority of the votes cast at the Meeting by the shareholders of the Corporation.

Unless, otherwise directed, it is the intention of the representatives named in the enclosed proxy to vote proxies in the accompanying form in favour of the resolution removing the Current Board from office.

APPOINTMENT OF THE SOLICITING PARTY’S NOMINEES

It is intended that the shares represented by the proxies hereby solicited will be voted by the persons named therein for the election of the Soliciting Party’s Nominees whose names are set forth below.

Each of the following persons is nominated to hold office as a director until the next annual meeting or until his successor is duly elected, unless his office is earlier vacated in accordance with the by-laws of the Corporation.

Name and Present Office Held ⁽¹⁾	Principal Occupation (for past 5 years)	No. of Common Shares Beneficially Held ⁽²⁾
Michael Shunock Director Dorchester, Ontario	Stock-Trader, Retired in 2006	2,070,500
John A. Gable New Toronto, Ontario	Investment Management Executive President, Harris Capital Management Inc., a private investment company for more than 30 years.	753,000
Stephen G. Roman New Toronto, Ontario	Mining Executive Co-founder, Chief Executive Officer &/or director of Silvermet Inc. and Global Uranium Corp. among others.	Nil
Douglas A. Scharf, C.A. New Toronto, Ontario	Chartered Accountant & Mining Executive	Nil

Name and Present Office Held⁽¹⁾	Principal Occupation (for past 5 years)	No. of Common Shares Beneficially Held⁽²⁾
George A. Flach, P.Ge New Toronto, Ontario	Professional Geologist	Nil

Notes:

- (1) The information as to country of residence and principal occupation, has been furnished by the respective directors individually.
- (2) Common Shares beneficially owned, directly and indirectly, or over which control or direction is exercised, at the date hereof, based upon the information furnished to the Company by individual directors and officers. Unless otherwise indicated, such shares are held indirectly.

The following information relates to the nominees proposed by the Soliciting Party for election as directors of the Corporation and has been provided by the nominees.

Michael Shunock

Prior to his retirement Mr. Shunock had 50 years experience within the financial and investment dealer community. During that time he has participated and assisted in raising financing for many junior mineral exploration companies including Harte. Mr. Shunock is a significant investor in Harte and has been a member of Harte's board of directors and audit committee since April 2008. Together with John A. Gable, another nominee for election as a director, Mr. Shunock has formed the Soliciting Party.

John A. Gable

Mr. Gable has over 40 years experience in the investment business during which time he has founded and managed his own investment dealer firm. He has also been a director and officer of several public companies including Duncan Park Holdings Corporation (1999 to 2001) and Mount Wright Iron Mines Limited (1995 to 1996). Mr. Gable has been engaged full time as a private investor for more than 15 years with a focus on junior resource companies.

Stephen G. Roman

Mr. Roman is an entrepreneur/financier who has been involved in the resource industry over the past 30 years and has successfully identified, financed, developed, and brought into commercial production a number of mining and oil and gas projects. His past experience includes acting as a director and senior officer of Denison Mines Limited, Lawson Mardon Group, and Zemex Corporation. He also worked to modernize Canada's Armed Forces in 1984/85 as policy adviser to the minister of national defense. In addition, Mr. Roman spearheaded the privatization of two major petrochemical companies in Central Europe and was appointed Chairman of Novácké Chemické Závody, a.s., in 2002.

Most recently, Mr. Roman's focus has been to finance and develop emerging junior, publicly-listed companies, which include: Gold Eagle Mines Ltd., Exall Energy Corporation, Polar Star Mining Corporation, Silvermet Inc, Verena Minerals Corporation and Global Uranium Corp (a private Ontario corporation).

At present, Mr. Roman is Co-Chairman and Director of Gold Eagle Mines Ltd, Executive Chairman of Exall Energy, Polar Star and Verena and President & CEO of Silvermet and Global Uranium. Mr. Roman holds a Bachelor of Arts degree from the University of Guelph, Ontario in the field of Geology and Geography. He is a member of Prospectors and Developers Association (PDAC) and Canadian Institute of Mining, Metallurgy and Petroleum.

Douglas Scharf

Mr. Scharf has over 30 years of experience in international precious metal and base metal mining. He is the president of Douglas Scharf International Inc. which provides broad range of services to the senior management of organizations undergoing growth, restructuring or other changes. He has been involved in a number of acquisitions, mergers, financings and development projects. As Chief Financial Officer of the Dome Mines Group of Companies, he was instrumental in the

formation of Placer Dome Inc. Mr. Scharf was Vice President, Finance of Placer Dome Inc and also a Director and Chief Financial Officer of Inmet Mining Corporation. He was also instrumental in the acquisition and financing of HudBay Minerals Inc. and served as that company's Executive Vice-President of Corporate Development. He has served as a director and consultant to a number of other mining companies.

Mr. Scharf is a Chartered Accountant and has a Bachelor of Arts in Economics from York University in Toronto, Ontario. He is affiliated with Taxation Committee of the Ontario Mining Association, Technical and Marketing Committee of the Gold Institute of Washington, D.C. and Canadian Institute of Mining, Metallurgy and Petroleum.

George A. Flach

Mr. Flach has a decade of experience in mining industry. He worked for various precious metals and mining companies and St. Jude Resources Ltd., he was responsible for the planning and execution of surface exploration. At present, he is Vice-President, Exploration of Global Uranium Corporation and Verena Minerals Ltd.

APPROVAL OF REIMBURSEMENT OF THE EXPENSES OF THE SOLICITING PARTY

Pursuant to the provisions of the OBCA, the Soliciting Party is entitled to be reimbursed for the expenses of requisitioning and circulating the proxy circular since the current Board failed to continue to be transparent and failed to comply with continuous disclosure obligations. Accordingly, at the meeting, the shareholders of the Corporation will be asked to approve a resolution that the Soliciting Party be reimbursed for the expenses reasonably incurred by it in requisitioning, calling and holding the meeting.

The text of the resolution which shareholders will be asked to pass is as follows:

“BE IT RESOLVED that the Soliciting Party be reimbursed for the expenses reasonably incurred by it in requisitioning and preparing and circulating the proxy circular for the special meeting of shareholders of Harte Gold Corp held on Friday, January 30, 2009 and any adjournments or postponements thereof.”

Approval of this resolution requires a simple majority of the votes cast at the meeting by the shareholders of the corporation.

Unless otherwise directed, it is the intention of the representatives named in the enclosed Proxy to vote proxies in the accompanying form in favour of the resolution reimbursing the Soliciting Party for its reasonable expenses incurred in connection with the requisitioning and circulating the proxy circular of the meeting.

GENERAL

Interest of Informed Persons in Material Transactions

The Soliciting Party is not aware of any transaction that has materially affected or will materially affect the Corporation since the beginning of the Corporation's most recently completed financial year or in any proposed transaction that has materially affected or will materially affect the Corporation in which any of the Soliciting Party's Nominees or any associate or affiliate of any of the foregoing has or had a material interest.

Indebtedness of the Soliciting Party's Nominees

The Soliciting Party is not aware of any member of the Soliciting Party's Nominees or any of his associates that is or that has been indebted to Harte Gold Corp. at any time since the beginning of Harte Gold Corp's most recently completed financial year or that is or that has been indebted to another entity that is the subject of a guarantee, support agreement, letter of credit or other similar agreement or understanding provided by Harte Gold.

HOW TO CAST YOUR VOTE

If, after reading this Circular, you agree that changed in leadership are necessary at Harte Gold, please follow the instructions on the enclosed Proxy.

To ensure your vote counts, vote TODAY and USE ONLY your Proxy.

Time is critical – please act immediately.

In order to be deposited with Harte Gold's proxy tabulation agent in time to be used at the Meeting, **your Proxy must be received prior to 5:00 p.m.** (Toronto time) on January 28, 2009 in order to ensure it counts.

Cast Your Vote This Way

1. **FOR** the removal of Current Board
2. **FOR** the election of the Soliciting Party's Nominees; and
3. **FOR** the reimbursement of the Soliciting Party's expenses

Shareholders should carefully complete, sign and date their proxy in accordance with the instructions on the Proxy in order to ensure proxies can be used at the Meeting.

I have multiple holdings. Do I need to fill out a separate Proxy for each?

Yes. If you do not have enough Proxy forms, contact the Soliciting Party, for assistance in obtaining additional Proxy forms, as necessary.

YOUR VOTE IS IMPORTANT TO THE FUTURE OF YOUR INVESTMENT – VOTE YOUR GREEN PROXY FORM TODAY!