

HARTE GOLD CORP.

1101 – 44 Victoria Street, Toronto, Ontario M5C 1Y2

PROXY, SOLICITED BY THE MANAGEMENT OF THE CORPORATION, for the Special Meeting of Shareholders to be held January 30, 2009.

The undersigned hereby appoints Milton Klyman, Chairman, or failing him, Robert Isles, President or instead of either of them, _____ as proxy, with power of substitution, to attend and vote for the undersigned at the Special Meeting of Shareholders of the Corporation to be held at the Chelsea Room located on the 2nd Floor of the King Edward Hotel, 37 King Street East, Toronto, Ontario M5C 1E9 on January 30, 2009 at 9:30 a.m. and at any adjournments thereof, and without limiting the general authority and power hereby given, the persons named above are specifically directed to vote as instructed.

This proxy revokes and supersedes all proxies of earlier date

THIS PROXY MUST BE DATED.

DATED this _____ day of January, 2009.

Signature of Shareholder

TO BE VALID, THIS PROXY MUST BE RECEIVED BY THE CORPORATION, OR ITS AGENT, EQUITY TRANSFER & TRUST COMPANY., 200 UNIVERSITY AVENUE, SUITE 400, TORONTO, ONTARIO, M5H 4H1, NOT LATER THAN 9:30 a.m. TORONTO TIME, ON THE 29th DAY of JANUARY, 2009.

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RESOLUTIONS	VOTE FOR	VOTE AGAINST OR WITHHOLD
1. Fix the number of directors at FIVE (5)		
2. Elect the directors as nominated by Management;		
3. Amend the Company's Stock Option Plan as described in the management information circular.		
4. OTHER business		