

PROXY

SPECIAL MEETING OF SHAREHOLDERS OF
HARTE GOLD CORP. TO BE HELD AT
THE CHELSEA ROOM, Second Floor
King Edward Hotel, 37, King Street East
Toronto, ON M5C 1E9 Canada
Friday, January 30, 2009 AT 9:30 A.M.

THIS PROXY IS SOLICITED BY OR ON BEHALF OF THE SHAREHOLDERS PROTECTION COMMITTEE OF HARTE GOLD CORP. (the "COMMITTEE") FOR THE SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON JANUARY 30, 2009

The undersigned shareholder of Harte Gold Corp. (the "Corporation") hereby appoints Michael Shunock or failing him, Neil Steenberg, or instead of any of them _____ as proxy, with power of substitution, to attend, vote the shares represented by this Proxy and otherwise act for the undersigned at the special meeting of shareholders of the Corporation to be held at The Chelsea Room, Second Floor, King Edward Hotel, 37, King Street East, Toronto, Ontario, M5C 1E9 Canada on Friday, January 30, 2009 at 9:30 a.m. (Toronto time) (the "Meeting") and at any adjournment or postponement thereof as follows:

- (a) VOTE FOR or VOTE AGAINST (or, if not specified, VOTE FOR) Fixing the number of directors at FIVE (5);
- (b) VOTE FOR or VOTE AGAINST/WITHHOLD VOTE (or, if not specified, VOTE FOR) The election to the board of directors of the Corporation of the individuals nominated by the Committee, as is proposed in the Circular; and
- (c) VOTE FOR or VOTE AGAINST (or, if not specified, VOTE FOR) the Amendment to the Stock Option Plan as described in Management's Information Circular. The Committee has no position on this resolution.
- (d) VOTE FOR or VOTE AGAINST (or, if not specified, VOTE FOR) The approval of the reimbursement of the Committee's expenses incurred in connection with requisitioning and circulating the proxy for the Special Meeting, as is proposed in the Circular.

and in their discretion to vote on amendments or variations to matters identified in the Notice of Meeting or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.

To be effective, a proxy must be received by Equity Transfer & Trust Company no later than Wednesday, January 28, 2009 at 5:00 p.m. (Toronto time), or in the case of any adjournment or postponement of the Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjournment or postponement.

The undersigned Shareholder hereby revokes any proxy previously given to attend and vote at said Meeting.

Dated the ____ day of _____ 2009

Signature(s) of Shareholder(s):

Name(s) of Shareholder(s):

(please print)

Number of Shares Held:

**THIS PROXY MUST BE SIGNED AND DATED.
SEE IMPORTANT INSTRUCTIONS ON REVERSE.**

On any ballot that may be called for, the shares represented by this Proxy in favour of the person(s) designated by the Committee named in this Proxy will be voted or withheld from voting in accordance with the instructions given on the ballot, and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

If no choice is specified in this Proxy with respect to a particular matter identified in the Notice of Meeting, the person(s) designated by the Committee in this Proxy will vote the shares represented by this Proxy as specified for such matter in the information circular in respect of the Meeting.

Each shareholder has the right to appoint as proxy holder a person (who need not be a shareholder of the Corporation) other than the person(s) designated by the Committee to attend and act on the shareholder's behalf at the Meeting. Such right may be exercised by inserting the name of the person to be appointed in the blank space provided in this Proxy or by completing another form of proxy.

This Proxy or such other form of proxy should be completed, dated and signed, and sent in the enclosed envelope c/o Equity Transfer & Trust Company, 200 University Avenue, Suite 400, Toronto Ontario, M5H 4H1, fax number (416) 361-0470.

If this Proxy is not dated in the space provided, it shall be deemed to bear that date on which it was mailed by or on behalf of the Committee.

This proxy must be signed by the shareholder or the shareholder's attorney authorized in writing. If the shareholder is a corporation, this Proxy must be signed by the duly authorized officer or attorney of the shareholder. A person signing on behalf of a shareholder must provide, with this Proxy, satisfactory proof of such person's authority and must indicate the capacity in which such person is signing. If the shareholder is an individual, the shareholder must sign exactly as his/her shares are registered.

To be effective, voting instructions must be DEPOSITED at the office of "EQUITY TRANSFER & TRUST COMPANY" no later than forty-eight ("48") hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof.

The mailing address of Equity Transfer & Trust Company is 200 University Avenue, Suite 400, Toronto Ontario, M5H 4H1, Canada