

ADMIRAL BAY RESOURCES INC.
7060 South Tucson Way, Suite B
Centennial, CO
USA 80112

PROXY

PROXY, SOLICITED BY THE MANAGEMENT OF ADMIRAL BAY RESOURCES INC. (the "Company"), for the Annual and General Meeting of the Company's shareholders to be held on Monday, January 31, 2011. The undersigned shareholder of the Company hereby appoints **Steven Tedesco**, the Company's President and Chief Executive Officer, or failing him, **Steven Quoy**, the Company's Director, or instead of either of them, _____ as proxy, with power of substitution, to attend and vote for the undersigned at the Annual General and Special Meeting of the Company's shareholders to be held at the offices of Admiral Bay Resources Inc., 7060 South Tucson Way, Suite B, Centennial, CO, USA 80112 at 10:00 a.m. (Colorado time) on Monday, January 31, 2011, and at any adjournments thereof, and without limiting the general authorization and power hereby given, the persons named above are specifically directed to vote as follows:

1. FOR () or WITHHOLD () To determine the number of directors and elect the directors as nominated by Management, as more particularly identified in the accompanying Information Circular;
2. FOR () or WITHHOLD () To appoint McGovern, Hurley, Cunningham, LLP, as the Company's auditor for the ensuing year and to authorize the directors to fix their remuneration;
3. FOR () or AGAINST () To approve the Company's Stock Option Plan;
4. At the discretion of the person or persons named in the Proxy for any amendment to the foregoing questions or for any matters duly submitted to the Meeting.

TO BE VALID, THIS PROXY MUST BE RECEIVED BY THE COMPANY, OR ITS AGENT, EQUITY TRANSFER & TRUST COMPANY, 200 UNIVERSITY AVENUE SUITE 400, TORONTO, ONTARIO, M5H 4H1, NOT LATER THAN 10:00 A.M. TORONTO TIME, ON THURSDAY, JANUARY 27, 2011.

This proxy revokes and supersedes all proxies of earlier date

THIS PROXY MUST BE DATED.

DATED this _____ day of _____,
20_____.

Name of Shareholder (please print)

Signature of Shareholder