

BLACKHAWK RESOURCE CORP.

**Instrument of Proxy
For Annual General and Special Meeting of Shareholders**

The undersigned shareholder of Blackhawk Resource Corp. (the “**Corporation**”) hereby appoints David Antony, Chief Executive Officer and a director of the Corporation, or failing him, Charidy Lazorko, Chief Financial Officer of the Corporation, or instead of either of the foregoing, _____, as proxyholder of the undersigned, with full power of substitution, to attend and act and vote for and on behalf of the undersigned at the Annual General and Special Meeting of the shareholders of the Corporation (the “**Meeting**”), to be held at 1000, 250 - 2nd Street S.W., Livingston Place, Calgary, Alberta on Tuesday, December 11, 2012, at 10:00 a.m., and at any adjournment or adjournments thereof, and on every ballot that may take place in consequence thereof to the same extent and with the same powers as if the undersigned were personally present at the Meeting with authority to vote at the said proxyholders’ discretion, except as otherwise specified below.

Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxyholder to vote the shares represented by this Instrument of Proxy in the following manner:

1. **FOR or AGAINST** fixing the number of directors to be elected at the Meeting at four (4);
2. The election of each of the following individuals as directors of the Corporation:
 - (a) **FOR or WITHHOLD FROM VOTING FOR** David Antony;
 - (b) **FOR or WITHHOLD FROM VOTING FOR** Raymond Antony;
 - (c) **FOR or WITHHOLD FROM VOTING FOR** Michael Bowie; and
 - (d) **FOR or WITHHOLD FROM VOTING FOR** David M. Fuchs;
3. **FOR or WITHHOLD FROM VOTING FOR** the appointment of Grant Thornton LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and the authorization of the directors to fix their remuneration as such;
4. **FOR or AGAINST** an ordinary resolution, as more particularly set forth in the Management Information Circular, re-approving the stock option plan of the Corporation; and
5. At the discretion of the said proxyholders, upon any amendment or variation of the above matters or any other matter that may be properly brought before the Meeting or any adjournment thereof in such manner as such proxy, in such proxyholder’s sole judgment, may determine.

This Instrument of Proxy is solicited on behalf of the management of the Corporation. The shares represented by this Instrument of Proxy will be voted and, where the shareholder has specified a choice with respect to the above matters, will be voted as directed above or, if no direction is given, will be voted in favour of the above matters.

Each shareholder has the right to appoint a proxyholder, other than the persons designated above, who need not be a shareholder, to attend and to act for him or her and on his or her behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder’s appointee should be legibly printed in the blank space provided.

(continued over)

The undersigned hereby revokes any proxies heretofore given.

Dated this ____ day of _____, 2012.

(signature of shareholder)

(name of shareholder - please print)

NOTES:

1. If the shareholder is a corporation, its corporate seal must be affixed or it must be signed by an officer or attorney thereof duly authorized.
2. This form of proxy must be dated and the signature hereon should be exactly the same as the name in which the shares are registered.
3. Persons signing as executors, administrators, trustees, etc., should so indicate and give their full title as such.
4. This Instrument of Proxy will not be valid and not be acted upon or voted unless it is completed as outlined herein and received by Olympia Trust Company, Suite 2300, 125 - 9th Avenue S.E., Calgary, Alberta, T2G 0P6, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment thereof. A proxy is valid only at the meeting in respect of which it is given or any adjournment(s) of that meeting.
5. If not dated, this proxy shall be deemed to bear the date on which it was mailed to shareholders by the Corporation.