

BLACKHAWK RESOURCE CORP.

FORM OF PROXY

FOR THE SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON SEPTEMBER 14, 2011 OR ANY ADJOURNMENT THEREOF.

The undersigned holder (the "**Shareholder**") of common shares (the "**Common Shares**") of Blackhawk Resource Corp. (the "**Corporation**"), or his attorney authorized in writing, hereby nominates, constitutes and appoints David M. Antony, Chief Executive Officer and a director of the Corporation, or failing him, Charidy Lazorko, Chief Financial Officer, or in the place and stead of the foregoing, _____, a true and lawful attorney and proxy of the undersigned with full power and substitution to attend, and vote in respect of all Common Shares held by the undersigned at the special meeting of the shareholders of the Corporation to be held at Suite 1000, 250 - 2nd Street SW, Calgary, Alberta on September 14, 2011 at 10:00 a.m. (Calgary time), and any adjournment(s) thereof (the "**Meeting**"), unless and until the undersigned is present in person at the Meeting, and without limiting the general authorization and power herein given, to vote on behalf of the undersigned as follows, **OR IF NO CHOICE IS SPECIFIED, THEN THE VOTE WILL BE IN FAVOUR OF ALL MATTERS TO BE CONSIDERED AT THE MEETING:**

Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxyholder to vote the Common Shares represented by this Instrument of Proxy in the following manner (**check (✓) the appropriate line**):

1. VOTE FOR _____ OR VOTE AGAINST _____

the special resolution, as more particularly set forth in the accompanying management information circular dated August [◆], 2011 prepared for the purpose of the Meeting approving and authorizing the sale of the Corporation's interest in the petroleum and natural gas rights, the tangibles and the miscellaneous interests related to its Bodo properties, held by Blackhawk Resource Operating Corp. (a wholly owned subsidiary of the Corporation), being substantially all the Corporation's assets, in two concurrent arm's length transactions to RIA Resources Corp. and a private company for gross proceeds of \$6.8 million, in accordance with the terms and conditions of the two related asset purchase and sale agreements each dated effective July 26, 2011.

2. In his/her discretion with respect to any amendments or variations to any matter identified in the Notice of the Special Meeting of Shareholders or other matters that may properly come before the Meeting or any adjournment thereof.

This Instrument of Proxy is solicited on behalf of the management of the Corporation. The Common 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 FOR 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 and on the behalf of such shareholder 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(s) should be legibly printed in the blank space provided.

THE UNDERSIGNED HEREBY REVOKES ANY PROXIES HERETOFORE GIVEN.

Dated this ____ day of _____.

(signature of Shareholder)

(name of Shareholder – please print)

(see reverse for instructions)

NOTES:

1. If the Shareholder is a company or a corporation, this form of proxy should be under its corporate seal and executed by an officer or attorney thereof duly authorized.
2. This proxy must be dated and the signature of the Shareholder should be exactly the same as the name in which the Common Shares are registered. If this proxy is not dated, it shall be deemed to be dated on the day on which it is mailed.
3. **The Shareholder has the right to appoint a proxyholder (who need not be a Shareholder of the Corporation) other than the persons designated above to attend and act for and on behalf of the Shareholder at the Meeting.** To exercise this right, the Shareholder must insert the name of the desired person in the blank space provided above and strike out the other names, and must deliver the completed proxy in accordance with the provisions set out in the Information Circular.
4. Persons signing as executors, administrators, trustees, etc. should so indicate. Only Shareholders of record on August 15, 2011 who either personally attend at the Meeting or who complete and deliver a form of proxy in the manner specified and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" in the Information Circular will be entitled to vote or have their Common Shares voted at the Meeting except to the extent that a Shareholder has transferred the ownership of any Common Shares after such date, and the transferee of those Common Shares produces properly endorsed share certificates or otherwise establishes ownership of such Common Shares and demands, not later than 10 days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote, in which case the transferee is entitled to vote such Common Shares at the Meeting.
5. This proxy must be deposited at Olympia Trust Company, 2300, 125 – 9th Avenue S.E., Calgary, Alberta T2G 0P6, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time of the Meeting or any adjournment thereof.