

FOX RESOURCES LTD.

PROXY FORM

FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 8, 2011.

THIS PROXY IS SOLICITED ON BEHALF OF THE MANAGEMENT OF THE COMPANY. IN THE ABSENCE OF INSTRUCTIONS, THE COMMON SHARES REPRESENTED HEREBY WILL BE VOTED FOR ALL RESOLUTIONS BROUGHT BEFORE THE MEETING.

The undersigned, being a shareholder of Fox Resources Ltd. (the "Company"), hereby appoints Mark T. Brown, Chief Executive Officer and a director of the Company, or failing him, Winnie Wong, Chief Financial Officer of the Company or, alternatively, _____, as proxyholder, to attend the Annual General Meeting of the Company to be held at 410 – 325 Howe Street, Vancouver, British Columbia, at 2:00 p.m, on June 8, 2011 and at any adjournment thereof (the "Meeting") and to vote the Common Shares in the capital of the Company held by the undersigned with respect to the matters set forth below as follows:

1. Election of the Board of Directors as follows:

MARK T. BROWN	<input type="checkbox"/> VOTE FOR	<input type="checkbox"/> WITHHOLD VOTE
JAMES H. ELLIOTT	<input type="checkbox"/> VOTE FOR	<input type="checkbox"/> WITHHOLD VOTE
ALASTAIR SINCLAIR	<input type="checkbox"/> VOTE FOR	<input type="checkbox"/> WITHHOLD VOTE

2. Appointment of Smythe Ratcliffe, Chartered Accountants as auditors of the Company and authorization of the Board of Directors to fix the auditors' remuneration.

VOTE FOR WITHHOLD VOTE

3. To confirm the Company's stock option plan dated April 28, 2006 as described in the Information Circular under the heading "Particulars of Matters to be Acted Upon – Confirming Stock Option Plan".

VOTE FOR VOTE AGAINST

4. To transact such further business as may properly come before the Meeting or any adjournment thereof.

THE UNDERSIGNED HEREBY REVOKES ANY PROXY PREVIOUSLY GIVEN.

DATED this _____ day of _____, 2011.

**Signature(s) of
Shareholder(s):**

**Name(s)
(Please Print):**

NOTES AND GENERAL INSTRUCTIONS FOR SHAREHOLDERS:

1. If the shareholder or an intermediary holding shares and acting on behalf of an unregistered shareholder has specified a choice with respect to any of the items above by marking an "X" in the space provided for that purpose the shares will be voted on any poll in accordance with that choice. *If no choice is specified, the proxyholder, if nominated by management, intends to vote the shares represented by the proxy as if the shareholder had specified an affirmative vote.* If any amendments or variations to matters identified in the Notice of Meeting are proposed at the Meeting or if any other matters properly come before the Meeting, discretionary authority is hereby conferred with respect thereto.

2. A shareholder or an intermediary holding shares and acting on behalf of an unregistered shareholder has the right to appoint a person (who need not be a shareholder) to attend and act on his behalf at the Meeting other than the persons named in the proxy as proxyholders. To exercise this right, the shareholder or intermediary must strike out the names of the persons named in the Proxy as proxyholders and insert the name of his nominee in the space provided, or complete another proxy.

3. This Proxy will not be valid unless it is dated and signed by the intermediary or by the shareholder or his attorney authorized in writing. In the case of a corporation, this Proxy must be dated and executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation. If the proxy form is not dated in the space provided, it is deemed to bear the date on which it is mailed by management of the Corporation.

4. To be effective, the Proxy together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof must be deposited with the Corporation's transfer agent, CIBC MELLON TRUST COMPANY, by fax at (416) 368-2502 or by mail at P.O. BOX 721, AGINCOURT, ONTARIO M1S 0A1, ATTENTION: PROXY DEPARTMENT, at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting.

Unregistered shareholders who received the Proxy through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.

5. This Proxy is solicited on behalf of the management of the Corporation.

6. Your name and address are registered as shown. Please notify CIBC Mellon Trust Company of any change in your address.

7. If you have any questions with respect to the delivery of this proxy, please call CIBC Mellon at (800) 387-0825 in Toronto, Ontario.