

# Proxy

**SPECIAL & GENERAL ANNUAL MEETING OF  
SHAREHOLDERS OF  
RED ORE GOLD INC. (the "Company")  
TO BE HELD AT Suite 205, 2742 St. Joseph Blvd.**

**Orleans, ON K1C 1G5**

**ON**

**October 24, 2012  
AT 11:00 AM EDT.**

The undersigned shareholder ("*Registered Shareholder*") of the Company hereby appoints, Larry Hoover, or failing this person, Robin Dow, or failing this person Michael Newman, or in the place of the foregoing, \_\_\_\_\_ as proxyholder for and on behalf of the Registered Shareholder with the power of substitution to attend, act and vote for and on behalf of the Registered Shareholder in respect of all matters that may properly come before the Meeting of the Registered Shareholders of the Company and at every adjournment thereof, to the same extent and with the same powers as if the undersigned Registered Shareholder were present at the said Meeting, or any adjournment thereof.

The Registered Shareholder hereby directs the proxyholder to vote the securities of the Company registered in the name of the Registered Shareholder as specified herein.

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

**SIGN HERE:** \_\_\_\_\_

**Please Print Name:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**Number of Shares Represented by Proxy:** \_\_\_\_\_

***THIS PROXY FORM IS NOT VALID UNLESS IT IS SIGNED AND DATED.***

***SEE IMPORTANT INFORMATION AND INSTRUCTIONS.***

**Resolutions** (For full detail of each item, please see the enclosed Notice of Meeting and Information Circular)

		<b>For</b>	<b>Withhold</b>
1.	To appoint James Stafford, Chartered Accountants, Suite 350 - 1111 Melville Street, Vancouver, British Columbia, Canada V6E 3V6, as Auditors of the Company and authorize the directors to fix the auditor's remuneration	_____	_____
2.	To set the number of Directors at 5	_____	_____
3..	To elect as Director, LARRY HOOVER.	_____	_____
4.	To elect as Director, ROBIN DOW	_____	_____
5.	To elect as Director, MICHAEL NEWMAN.	_____	_____
6.	To elect as Director, ROBERT SCHELLENBERG.	_____	_____
7.	To elect as Director, PATRICIA PURDY	_____	_____
		<b>For</b>	<b>Against</b>
8.	To approve by special resolution the creation of Series Preferred Shares	_____	_____
9.	To approve by special resolution the amendment of the Articles of the Company	_____	_____
10.	To approve by a resolution of disinterested shareholders the approval and ratification of the distribution of Contractor Shares	_____	_____
11.	To approve by a resolution of disinterested shareholders the approval and ratification of Stock Compensation issued to a Land Manager	_____	_____
12.	To transact such other business as may properly come before the Meeting.	_____	_____

# INSTRUCTIONS FOR COMPLETION OF PROXY

1. **This Proxy is solicited by the Management of the Company.**
  2. This form of proxy (“Instrument of Proxy”) ***must be signed*** by you, the Registered Shareholder, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and ***if executed by an attorney, officer, or other duly appointed representative***, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany the Instrument of Proxy.
  3. ***If this Instrument of Proxy is not dated*** in the space provided, authority is hereby given by you, the Registered Shareholder, for the proxyholder to date this proxy seven (7) calendar days after the date on which it was mailed to you, the Registered Shareholder, by the Company.
  4. ***A Registered Shareholder who wishes to attend the Meeting and vote on the resolutions in person***, may simply register with the scrutineers before the Meeting begins.
  5. ***A Registered Shareholder who is not able to attend the Meeting in person but wishes to vote on the resolutions***, may do the following:
    - (a) ***appoint one of the management proxyholders*** named on the Instrument of Proxy, by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxyholders shown and do not complete the blank space provided for the appointment of an alternate proxyholder). **Where no choice is specified by a Registered Shareholder with respect to a resolution set out in the Instrument of Proxy, a management appointee acting as a proxyholder will vote in favour of each matter identified on this Instrument of Proxy and for the nominees of management for directors and auditor as identified in this Instrument of Proxy;**
- OR**
- (b) ***appoint another proxyholder***, who need not be a Registered Shareholder of the Company, to vote according to the Registered Shareholder’s instructions, by striking out the management proxyholder names shown and inserting the name of the person you wish to represent you at the Meeting in the space provided for an alternate proxyholder. If no choice is specified, the proxyholder has discretionary authority to vote as the proxyholder sees fit.
6. ***The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any poll*** of a resolution that may be called for and, if the Registered Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. Further, the securities will be voted by the appointed proxyholder with respect to any amendments or variations of any of the resolutions set out on the Instrument of Proxy or matters which may properly come before the Meeting as the proxyholder in its sole discretion sees fit.
  7. If a Registered Shareholder has submitted an Instrument of Proxy, ***the Registered Shareholder may still attend the Meeting and may vote in person***. To do so, the Registered Shareholder must record his/her attendance with the scrutineers before the commencement of the Meeting and revoke, in writing, the prior votes.

*To be represented at the Meeting, voting instructions must be **DEPOSITED** at or received by mail or fax at the office of Capital Transfer Agency Inc., 105 Adelaide St.W., Suite 1101 Toronto, ON M5H 1P9, Attention: Proxy Department no later than 4:00 p.m. (EDT) on Monday October 22, 2012*

Fax number is : 416.350.5008