PHOENIX GOLD RESOURCES CORP.



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class

Holder Account Number

Fold

Fold

Form of Proxy - Annual and Special Meeting to be held on October 2, 2014

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- 2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
- 6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 5:00 PM (Pacific Time) on Monday, September 29, 2014.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- Smartphone? Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

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Appointment of Proxyholder

I/We, being holder(s) of Phoenix Gold Resources Corp. hereby appoint: Glenn Laing, or failing him, Andrew Lee, or failing him, Paul Jones, or failing him, William Matlack,

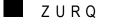
OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual and Special Meeting of shareholders of Phoenix Gold Resources Corp. to be held at Suite 595, 700 Burrard Street, Vancouver, British Columbia, on October 2, 2014 at 10:00 AM (Pacific Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS AR	E INDICATI	D BY <mark>HIGHL</mark>	IGHTED TEXT OVER TH	E BOXES.	-					For	Against
Number of Directors To set the number of Directors at	four.										
2. Election of Directors	For	Withhold			For	Withhold	i			For	Withhold
01. Glenn Laing			02. Paul Jones				03. A	ndrew Lee			
04. William Matlack											
										For	Withhold
3. Appointment of Auditors Appointment of SF Partnership, I their remuneration.	LP Charte	red Account	ants, as Auditors of the	Company for	the ensui	ng year ai	nd autho	rizing the D	irectors to fix		
										For	Against
4. 2014 Stock Option Plan To ratify, confirm and approve the	e Compan	y's 2014 Sto	ck Option Plan.								
										For	Against
5. Advance Notice Provisions To consider and if thought fit, to a certain provisions concerning ad Management Information Circula	vance notic	ce requireme	ents for the nomination	ompany to amo of directors, as	end its Ar more pa	ticles of In	ncorporat described	ion for the a	addition of ompanying		
										For	Against
6. Other Business To transact such other business	as may pro	perly come	before the Meeting.								
Authorized Signature(s) - Ti instructions to be executed	nis sectio	on must be	completed for you	r Sign	ature(s)				Date		
I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.			eby are				DD/WW/YY				
Interim Financial Statements - Mark this like to receive Interim Financial Statement accompanying Management's Discussion	s and	1 1	Annual Financial Statem like to receive the Annual I accompanying Manageme	Financial Statemer	nts and						

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.



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