

Proxy

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF NULEGACY GOLD CORPORATION (the "Company")

TO BE HELD AT THE VANCOUVER CLUB, 915 WEST HASTINGS STREET, VANCOUVER,
B.C.

ON TUESDAY, NOVEMBER 2ND, 2010, AT 10:00 AM (VANCOUVER TIME)

I/We being holder(s) of the Company hereby appoint, ALBERT J. MATTER, a Director of the Company, or failing this person, GREGORY T. CHU, Secretary of the Company, or in the place of the foregoing, _____ as my/our proxyholder with full power of substitution to attend, act and vote for and on my/our behalf in respect of all matters that may properly come before the aforesaid meeting of the holders of the Company (the "Meeting") and at every adjournment thereof, to the same extent and with the same powers as if I/we were present at the said Meeting and at any adjournment thereof.

I/We hereby direct the proxyholder to vote the securities of the Company recorded in my/our name as specified herein.

Number of Shares
Represented By Proxy: _____

Resolutions

	Resolutions	For	Against	Withhold
1.	Appointment of DeVisser Gray LLP, Chartered Accountants, as Auditors of the Company		N/A	
2.	To authorize the Directors to fix the auditors' remuneration		N/A	
3.	To determine the number of Directors at four			N/A
4.	To elect as Director, Albert J. Matter		N/A	
5.	To elect as Director, Roger C. Steininger		N/A	
6.	To elect as Director, Dmitri (Bill) Tymkiw		N/A	
7.	To elect as Director, David I. Awram		N/A	
8.	To transact such other business as may properly come before the Meeting			N/A

I/We hereby revoke any proxy previously given to attend and vote at said Meeting.

SECURITYHOLDER SIGN HERE: _____

Please Print Name: _____

Date Signed: _____

THIS FORM MUST BE SIGNED AND DATED ABOVE.

SEE IMPORTANT VOTING INSTRUCTIONS ON REVERSE

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 holder**, 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 holder, for the proxyholder to date this proxy seven (7) calendar days after the date on which it was mailed to you, the holder, by the **Company**.
4. ***A holder who wishes to attend the Meeting and vote on the resolutions in person***, may simply register with the scrutineer before the Meeting begins.
5. ***A holder 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 holder with respect to a resolution set out in the Instrument of Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on this Instrument of Proxy and, if applicable, 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 holder of the Company, to vote according to the holder’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.
6. ***The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the holder on any ballot*** of a resolution that may be called for and, if the holder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. If a holder has submitted an Instrument of Proxy, ***the holder may still attend the Meeting and may vote in person***. To do so, the holder must record his/her attendance with the scrutineer before the commencement of the Meeting and revoke, in writing, the prior votes.
7. Further, the securities will be voted by the appointed proxyholder with respect to any amendments or variations to matters identified in the Notice of Meeting or other matters which may properly come before the Meeting, as the proxyholder in its sole discretion sees fit.
8. ***To be represented at the Meeting, the proxies submitted must be received no later than forty-eight (“48”) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or adjournment thereof or with the chairman of the Meeting prior to the commencement thereof.***

VOTING METHODS

RETURN YOUR PROXY EITHER:

1. **By mail or fax to GREGORY T. CHU, A LAW CORPORATION at Suite 650 – 1188 West Georgia Street, Vancouver, British Columbia, V6E 4A2. Fax number 604 - 531 – 6885 at least 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting; or**
2. **By deposit with the chairman of the Meeting prior to the commencement thereof.**