

BLUE EARTH RESOURCES, INC.

311 S. Weisgarber Road

Knoxville, TN 37919

PROXY

**Solicited on Behalf of the Board of Directors for Special Meeting of Shareholders,
October 14, 2022 ("Special Meeting")**

The undersigned hereby appoints Scott M. Boruff, Chairman and CEO, as proxy with full power of substitution, to represent and to vote as set forth herein all the shares of the common stock and preferred stock of Blue Earth Resources, Inc. which the undersigned is entitled to vote at the Special Meeting of Shareholders and any adjournments or postponements thereof, as designated below. **If no designation is made, the proxy, when properly executed, will be voted: (i) FOR the addition of Article VIII to the Articles of Incorporation, (ii) FOR the filing of Amended and Restated Articles of Incorporation, and (iii) FOR the ratification of prior Board and Shareholder actions.**

Item 1 To approve addition of Article VIII to our Articles of Incorporation permitting adoption of future shareholder actions by written consent of a majority of shareholders entitled to vote in lieu of a unanimous consent.

☐ For

☐ Against

☐ Abstain

Item 2 To file Amended and Restated Articles of Incorporation in the form attached to the proxy statement with the Secretary of State of the State of Utah.

☐ For

☐ Against

☐ Abstain

Item 3 To ratify prior corporate actions of the board of directors and shareholders of the Corporation.

☐ For

☐ Against

☐ Abstain

In his or her discretion, the proxy is authorized to vote upon any adjournment or postponement thereof.

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

Dated: _____, 2022

Signature

Signature (Joint Owners)

Please date and sign name exactly as it appears hereon. Executors, administrators, trustees, etc. should so indicate when signing. If the stockholder is a corporation, the full corporate name should be inserted and the proxy signed by an officer of the corporation indicating his/her title .

SEE VOTING INSTRUCTIONS ON REVERSE SIDE