



INSTRUMENT OF PROXY

Type of Meeting: Special Meeting
Meeting Date: Friday, January 30, 2009
Meeting Time: 10:00 a.m. (United Kingdom time)
Meeting Location: Abbey House, Wellington Way, Weybridge, Surrey, United Kingdom

The undersigned shareholder of Crew Gold Corporation (the "Corporation") hereby appoints William LeClair, the Interim Chief Executive Officer, Chief Financial Officer and a Director of the Corporation, or failing him, Jens Dag Ulltveit-Moe, a Director of the Corporation, or failing him, Rory Taylor, Vice President, Accounting and Administration of the Corporation, or in the place of the foregoing, _____ as proxy for the undersigned shareholder, with full power of substitution, to attend, act and vote for and on behalf of the undersigned shareholder in respect of all matters that may properly come before the above-mentioned meeting of the shareholders of the Corporation and at any adjournment thereof, to the same extent and with the same powers as if the undersigned shareholder were present at the said meeting, or adjournment thereof, and without limiting the generality of the power hereby conferred, to vote as directed below:

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| 1. To pass a special resolution to amend the Articles of the Corporation to provide for an increase in the number of common shares in the Corporation's authorized capital from 1,000,000,000 common shares, to an unlimited number of common shares, as more particularly described in the accompanying management information circular. | For

<input type="checkbox"/> | Against

<input type="checkbox"/> | 3. To transact such further and other business as may properly come before the meeting or at any adjournment thereof. |
| 2. To pass a special resolution approving an amendment to the Corporation's Articles to provide for a common share consolidation on the basis of one post-consolidation share for each eight pre-consolidation shares, as more particularly described in the accompanying management information circular. | For

<input type="checkbox"/> | Against

<input type="checkbox"/> | |

The undersigned shareholder hereby revokes any instrument of proxy previously given to attend and vote at said meeting or at any adjournment thereof.

Signature of shareholder: _____

Name of shareholder (please print): _____

Date: _____

Number of shares represented by this Instrument of Proxy: _____

If not dated, this Instrument of Proxy is deemed to bear the date on which it was mailed by management of the Corporation. If the number of shares represented by this Instrument of Proxy is not indicated, then all shares registered in the name of the shareholder will be deemed to be represented by this Instrument of Proxy.

BEFORE EXECUTING THIS INSTRUMENT OF PROXY, PLEASE READ THE NOTES LOCATED ON THE REVERSE SIDE HEREOF.

1. **This Instrument of Proxy is solicited by the management of the Corporation.**
2. (i) *If the shareholder wishes to attend the meeting to vote on the resolutions in person*, please register as a shareholder with the Corporation's scrutineers at the meeting.
(ii) *If the shareholder has its shares held by its financial institution and wishes to attend the meeting to vote on the resolutions in person*, please cross off the management appointee name or names, insert the shareholder's name in the blank space provided, do not indicate a voting choice on any resolution, sign and date and return this Instrument of Proxy. At the meeting a vote will be taken on each of the resolutions as set out on this Instrument of Proxy and the shareholder's vote will be counted at that time.
3. ***If the shareholder cannot attend the meeting but wishes to vote on the resolutions, the shareholder can appoint another person or company, who need not be a shareholder of the Corporation, to vote according to the shareholder's instructions.*** To appoint someone other than the persons named, please cross off the management appointee names and insert your appointed proxy's name in the space provided, sign and date and return this Instrument of Proxy. Where no choice on a resolution is specified by the shareholder, this Instrument of Proxy confers discretionary authority upon the shareholder's appointed proxy with respect to such resolution.
4. *If the shareholder cannot attend the meeting but wishes to vote on the resolutions and to appoint one of the management appointees named*, please leave the wording appointing a nominee as shown, sign and date and return this Instrument of Proxy. **Where no choice or both choices are specified by a shareholder on a resolution shown on this Instrument of Proxy, a nominee of management acting as proxy will vote the shares as if the shareholder had specified an affirmative vote.**
5. The shares represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for and, if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. This Instrument of Proxy confers discretionary authority upon the person appointed proxy hereunder to vote on amendments or variations of matters identified in the Notice of Meeting and other matters that may properly come before the meeting.
6. This Instrument of Proxy must be signed and dated by the shareholder or by the shareholder's attorney duly authorized in writing or, if the shareholder is a body corporate or association, signed by any individual authorized by a resolution of the directors or governing body of the body corporate or association. If this Instrument of Proxy is executed by an attorney for an individual or by an individual authorized by a shareholder that is a body corporate or association, the instrument so empowering the attorney or individual, as the case may be, or a notarial certified copy thereof, must accompany this Instrument of Proxy.
7. To be effective, this Instrument of Proxy must be deposited at the office of Computershare Trust Company, 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, Canada V6C 3B9 (facsimile: (604) 661-9401), by mail or by facsimile, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the meeting.