

BLACKSTAR ENTERPRISE GROUP, INC.
4450 ARAPAHOE AVE., SUITE 100
BOULDER, CO 80303

VOTE BY INTERNET – www.issuerservices.us/blackstar
 Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Mountain Time the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

VOTE BY MAIL

Mark, sign and date your proxy card and return it to Sterling Issuer Services, LLC., 2030 Powers Ferry Road SE, Suite # 212, Atlanta, GA 30339.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

BLACKSTAR ENTERPRISE GROUP, INC.

The Board of Directors recommends a vote **FOR** all director nominees.

- | | | |
|--------------------------|--------------------------|--------------------------|
| 1. Election of Directors | For | Withhold |
| 1a. John Noble Harris | <input type="checkbox"/> | <input type="checkbox"/> |
| 1b. Joseph Kurczodyna | <input type="checkbox"/> | <input type="checkbox"/> |

The Board of Directors recommends a vote **FOR** Proposals 2 and 3.

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| | For | Against | Abstain |
| 2. Ratification of the Appointment of BF Borgers CPA PC | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Advisory Vote to Approve Executive Compensation ("Say-on-Pay") | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Board of Directors recommends a vote **FOR** "3 YEARS" on Proposal 4.

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| | 1
Year | 2
Years | 3
Years |
| 4. Advisory Vote on the Frequency of Future Say-on-Pay Votes | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Board of Directors recommends a vote **FOR** Proposal 5.

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| | For | Against | Abstain |
| 5. Increase in the total number of shares of the Company's authorized common stock to 700,000,000 by Amendment to the Certificate of Incorporation. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Please indicate whether you plan to attend the meeting: **Yes** **No**

Please sign exactly as name(s) appear(s) hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date

ADDRESS CHANGES/COMMENTS: _____