

**PROXY
PIONEER OIL AND GAS**

1206 W. South Jordan Parkway, Unit B, South Jordan, Utah 84095-5512
Annual Meeting of Shareholders July 31, 2012

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The Undersigned hereby appoints the Board of Directors of Pioneer Oil and Gas, as proxies with full power of substitution, and hereby authorizes them to represent and to vote as designated below, all of the shares of common stock of Pioneer Oil and Gas, held of record by the undersigned June 15, 2012, at the Annual Meeting of Shareholders to be held on July 31, 2012, or any adjournment thereof:

1. The Board of Directors recommends a vote FOR the election of the nominees for Directors as set forth in the Proxy Statement:

FOR _____ AGAINST _____ ABSTAIN _____
If you choose to withhold authority to vote for any of the nominees for Directors, please list the director or directors' names: WITHHOLD AUTHORITY TO VOTE FOR _____

2. The Board of Directors recommends a vote FOR the ratification of the selection by the Board of Directors of Jones Simkins LLP as independent auditors for Pioneer Oil and Gas for the next fiscal year ending September 30, 2012.

FOR _____ AGAINST _____ ABSTAIN _____

This proxy is solicited on behalf of the Board of Directors. Unless otherwise specified, the shares will be voted "FOR" items 1 through 2. This Proxy also delegates discretionary authority to the proxy to vote with respect to any other business which may properly come before the Annual Meeting of Stockholders held on July 31, 2012, and any and all adjournments or postponements thereof.

THE UNDERSIGNED HEREBY ACKNOWLEDGES RECEIPT OF THE NOTICE OF ANNUAL MEETING, PROXY STATEMENT AND ANNUAL REPORT OF PIONEER OIL AND GAS.

Please sign exactly as the name appears on your stock certificate. When joint tenants hold shares, both should sign. When signing as attorney-in-fact, executor, administrator, trustee or guardian, please give full title as such. If a corporation owns the shares, sign in the full corporate name by an authorized officer. If the shares are owned by a partnership, sign in the name of the partnership by an authorized officer. Also, please list your address below.

PLEASE PRINT YOUR NAME CAREFULLY OR ATTACH YOUR MAILING LABEL TO ASSURE THE CORRECT VOTING OF YOUR SHARES.

ADDRESS OF SHAREHOLDER

SIGNATURE

CITY, STATE AND ZIPCODE

SIGNATURE, IF JOINTLY OWNED

DATED NO. OF SHARES OWNED

PLEASE PRINT NAME CLEARLY

PLEASE PLACE YOUR PROXY IN THE ENCLOSED STAMPED ENVELOPE AND MAIL IMMEDIATELY.