

**FORTUNECITY.COM INC.
SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON JUNE 12, 2008**

This Proxy is Solicited on Behalf of the Board of Directors

The undersigned stockholder of FORTUNECITY.COM INC., a Delaware corporation (the "Company"), acknowledges receipt of the Notice of Special Meeting of Stockholders, and hereby constitutes and appoints Peter Macnee and Thomas Duhamel, or either of them acting singly in the absence of the other, with full power of substitution in either of them, the proxies of the undersigned to vote with the same force and effect as the undersigned all shares of the Company's Common Stock which the undersigned is entitled to vote at the Special Meeting of Stockholders to be held on June 12, 2008, and at any adjournment or adjournments thereof (the "Meeting"), hereby revoking any proxy or proxies heretofore given and ratifying and confirming all that said proxies may do or cause to be done by virtue thereof with respect to the following matters:

The undersigned hereby instructs said proxies or their substitutes:

1. Approve the sale of the FortuneCity.com website and related assets, subject to certain liabilities pursuant to an Asset Purchase Agreement:

FOR ☐

AGAINST ☐

ABSTAIN ☐

2. Approve an amendment to the Company's Amended and Restated Certificate of Incorporation to change the corporate name to MyPhotoAlbum Inc.:

FOR ☐

AGAINST ☐

ABSTAIN ☐

3. Approve an amendment to the Company's 1998 Stock Incentive Plan to extend the Plan term for an additional ten year period.

FOR ☐

AGAINST ☐

ABSTAIN ☐

4. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Meeting, and any adjournment or adjournments thereof.

This Proxy when properly executed will be voted as directed. If no direction is indicated, this Proxy will be voted FOR the three proposals.

Please sign, date and return this proxy immediately by mail or by fax (212-981-8125).

Name _____

Name *(if joint)*

Date _____, 2008

Please sign your name exactly as it appears hereon. When signing as attorney, executor, administrator, trustee or guardian, please give your full title as it appears hereon. When signing as joint tenants, all parties in the joint tenancy must sign. When a proxy is given by a corporation, it should be signed by an authorized officer and the corporate seal affixed.