

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c.
C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF ARRANGEMENT OF PURCELL BASIN MINERALS
INC. ET AL.**

PROXY

Before completing this Proxy, please read carefully the accompanying Instructions For Completion of Proxy set forth below.

Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Plan of Arrangement of the Petitioners dated as of October 11, 2018 (as may be amended, restated or supplemented from time to time, the "**Plan**") filed pursuant to the *Companies' Creditors Arrangement Act* (the "**CCA**") with the Supreme Court of British Columbia (the "**Court**").

In accordance with the Plan and the Meeting Order pronounced by the Court on October 11, 2018, (the "**Meeting Order**") this proxy may only be submitted by General Unsecured Creditors having a Proven Claim or a Disputed Claim ("**Eligible Voting Creditors**").

THE UNDERSIGNED ELIGIBLE VOTING CREDITOR hereby revokes all proxies previously given and nominates, constitutes, and appoints:

Print Name of Proxy

to attend on behalf of and act for the Eligible Voting Creditor at the Meeting to be held in connection with the Plan and at any and all adjournments, postponements or other rescheduling of such Meeting, and to vote the amount of the Eligible Voting Creditor's claim(s) for voting purposes as determined by and accepted for voting purposes in accordance with the Meeting Order and as set out in the Plan as follows:

Item 1. Amount of the Claim to be voted at the Meeting

List the amount of the Claim to be voted at the Meeting:

Amount Owed: \$CAD _____

Item 2. Vote

The undersigned hereby authorizes the Proxy to (mark one only):

- Vote **FOR** approval of the Plan; or
- Vote **AGAINST** approval of the Plan.

- and -

- B. Vote at the Proxy's discretion and otherwise act for and on behalf of the undersigned Eligible Voting Creditor with respect to any amendments, modifications, variations or supplements to the Plan and to any other matters that may come before the Meeting or any adjournment, postponement or other rescheduling of the Meeting.

If this proxy is submitted and a box is not marked as a vote for or against approval of the Plan, the Eligible Voting Creditor submitting this Proxy shall be deemed to have voted **FOR** approval of the Plan.

Dated this _____ day of _____, 2018.

Print Name of Eligible Voting Creditor

Title of the authorized signing officer of the estate, corporation, partnership or trust, if applicable

Signature of Eligible Voting Creditor or, if the Eligible Voting Creditor is an estate, corporation, partnership or trust, signature of an authorized signing executor, officer of the corporation, partnership or trust

Telephone number of Eligible Voting Creditor or authorized signing party

Mailing Address of Eligible Voting Creditor or authorized signing party

E-mail address of Eligible Voting Creditor or authorized signing party

Print Name of Witness, if Eligible Voting Creditor is an individual

Signature of Witness

INSTRUCTIONS FOR COMPLETION OF PROXY

1. This Proxy should be read in conjunction with the Plan and the Meeting Order.
2. Each Eligible Voting Creditor can vote without attending the Meeting by one of the following methods: (a) completing and submitting a Voting Letter in accordance with the terms thereon or (b) completing this Proxy and delivering such Proxy to MNP Ltd. (the "**Monitor**") either by hand at the Meeting prior to the commencement of the Meeting or so that it is received prior to the Voting Letter Deadline of 4:00 PM Pacific Time on November 1, 2018 or, if the Meeting is adjourned, by 4:00 P.M. Pacific Time on the date that is two business days prior to the date to which the Meeting has been adjourned.
3. Each Eligible Voting Creditor has the right to appoint a person (who need not be a Creditor) to attend, act and vote for and on behalf of the Eligible Voting Creditor and such right may be exercised by inserting the name of the person to be appointed in the space provided on the Proxy.
4. An Eligible Voting Creditor who has submitted a Proxy may revoke it as to any matter on which a vote has not already been cast pursuant to its authority by delivering written notice to the Monitor.
5. If this Proxy is not dated in the space provided, it shall be deemed to be dated as of the date on which it is received by the Monitor or the Chair presiding over the Meeting.
6. A valid Proxy from the same Eligible Voting Creditor bearing or deemed to bear a later date than this Proxy shall revoke this Proxy. If more than one valid Proxy from the same Eligible Voting Creditor and bearing or deemed to bear the same date are received with conflicting instructions, the Eligible Voting Creditor's appointed proxy shall not be entitled to vote at the Meeting.
7. This Proxy must be completed in full and signed by the Eligible Voting Creditor or by a person duly authorized (by power of attorney) to sign on the Eligible Voting Creditor's behalf or, if the Eligible Voting Creditor is an estate, corporation, partnership or trust, by a duly authorized executor, officer or attorney of the estate, corporation, partnership or trust. If the proxy is voting on behalf of an estate, corporation, partnership or trust, you may be required to provide documentation evidencing your power and authority to sign this Proxy.
8. **THIS PROXY MUST BE DELIVERED TO THE MONITOR OR THE CHAIR BY HAND AT THE MEETING PRIOR TO THE COMMENCEMENT OF THE MEETING OR RECEIVED BY THE MONITOR BY NO LATER THAN 4:00 P.M. PACIFIC TIME ON NOVEMBER 1, 2018 OR, IF THE MEETING IS ADJOURNED, BY 4:00 P.M. PACIFIC TIME ON THE DATE THAT IS TWO BUSINESS DAYS PRIOR TO THE DATE TO WHICH THE MEETING HAS BEEN ADJOURNED.**
9. The Monitor is authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which any proxy is completed and executed.