

VOTING INSTRUCTION FORM (“VIF”)

**ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF SHOAL POINT ENERGY LTD.(the "Company") TO BE HELD AT
SUITE 1060, 1090 WEST GEORGIA STREET, VANCOUVER BC CANADA
ON DAY OF MONDAY, JUNE 30, 2014 AT 10 AM (PACIFIC TIME)**

I/We, being holders(s) of securities of the Company hereby appoints **MARK JARVIS**, a Director of the Company, or failing this person, **LESLIE YOUNG**, a Director of the Company, or, in the place of the foregoing, _____(see Item 3 on the reverse) as my/our appointee to attend, act and vote in accordance with the following direction (or if no directions have been given, as the appointee sees fit) and all other matters that may properly come before the above-noted meeting and at any adjournment or postponement thereof.

I/We hereby revoke any voting instruction form previously given to attend and vote at said Meeting.

<p>THIS VOTING INSTRUCTION FORM IS NOT VALID UNLESS IT IS SIGNED AND DATED.</p> <p><i>If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this VIF with signing capacity stated.</i></p>	<p>SIGN HERE: _____</p> <p>Please Print Name: _____</p> <p>Date: _____</p>
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Resolutions (For full detail of each item, please see the enclosed Notice of Meeting and Information Circular)

	For	Against	Withhold
1. To consider and, if thought advisable, to approve a special resolution empowering the Board of Directors to determine from time to time the number of directors within the minimum and maximum numbers provided for in the Articles of the Company.			N/A
2. To elect as Director, Mark Jarvis.		N/A	
3. To elect as Director, Eric Schneider.		N/A	
4. To elect as Director, Brian Usher-Jones.		N/A	
5. To re-appoint Dale Matheson Carr Hilton Labonte as auditors of the Company		N/A	
6. To ratify, confirm and approve the Company's Stock Option Plan as described in the management information circular of the Company.			N/A
7. To transact such other business as may properly come before the Meeting			N/A

INSTRUCTIONS FOR COMPLETION OF VOTING INSTRUCTION FORM (“VIF”):

- 1) We are sending to you the enclosed proxy-related materials that relate to a meeting of the holders of the series or class of securities that are held on your behalf by the intermediary identified on the reverse. Unless you or someone on your behalf attends the meeting in person, your securities can be voted only by management, as proxyholder of the registered holder, in accordance with your instructions.
- 2) **We are prohibited from voting these securities on any of the matters to be acted upon at the meeting without your specific voting instructions.** In order for these securities to be voted at the meeting, **it will be necessary for us to have your specific voting instructions.** Please complete and return the information requested in this form to provide your voting instructions to us promptly.
- 3) If you want to attend the meeting and vote in person, write your name in the place provided for that purpose in this form. You can also write the name of someone else whom you wish to attend the meeting and vote on your behalf. Unless prohibited by law, the person whose name is written in the space provided will have full authority to present matters to the meeting and vote on all matters that are presented at the meeting, even if those matters are not set out in this form or the information circular. Consult a legal advisor if you wish to modify the authority of that person in any way. If you require help, contact Olympia Trust Company or Olympia Transfer Services Inc. **If no choice is specified with respect to the matters to be voted on at the Meeting, the appointee has discretionary authority to vote as the appointee sees fit.**
If you are not able to attend the Meeting in person or do not wish to appoint some other person or company to attend on your behalf, but wish to vote on the resolutions, you may **appoint one of the management appointees** named on this VIF by leaving the wording appointing the nominee as is (i.e. do not strike out the management appointee shown and do not insert a name in the blank space provided for the appointment of an alternate appointee). **Where no choice is specified with respect to a resolution set out herein, a management appointee acting as a proxyholder will vote in favour of each matter identified on this VIF.**
- 4) **This VIF should be signed by you in the exact manner as your name appears on the VIF.** If these voting instructions are given on behalf of a body corporate, set out the **full legal name of the body corporate, the name and position of the person giving voting instructions** on behalf of the body corporate and the address for service of the body corporate.
- 5) **If this VIF is signed and the form is not marked otherwise,** the securities will be voted in favour of each matter identified in the notice of meeting.
- 6) **If this VIF is not dated,** it will be deemed to bear the date on which management mailed the VIF.
- 7) This VIF confers onto the appointees **discretionary authority to vote on such other business** as may properly come before the meeting or any adjournment thereof.
- 8) This VIF should be read in conjunction with the accompanying notice of meeting and information circular.
- 9) By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to voting of, these securities.
- 10) Your voting instructions will be recorded on receipt of the VIF and a legal form of proxy will be submitted on your behalf.
- 11) To be represented at the Meeting, **VIFs must be submitted no later than forty-eight (“48”) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or adjournment thereof.**

INTERNET VOTING 24 Hours a Day, 7 days a week: If a WEB VOTING ID NUMBER appears on the face of this Voting Instruction Form in the address box (see example below), you can complete internet voting at <https://secure.olympiatrust.com/proxy/>

Vote By Internet

Example:

123456	9999	1000	123F45K
JOHN DOE			
123 MAIN STREET			
CALGARY AB T1A 1A1			

o **123F45K** would be your WEB VOTING ID NUMBER

RETURN YOUR VOTING INSTRUCTION FORM BY MAIL, FACSIMILE OR E-MAIL TO Olympia Trust Company

**Vote By Mail,
Fax or E-mail**

*Olympia Trust Company, Proxy Department,
1003-750 West Pender Street, Vancouver, British Columbia V6C 2T8
Facsimile: (604) 484-8638
E-mail: proxy@olympiatrust.com*

Do not mail the printed VIF if you have voted via the internet, facsimile or email.