

# Proxy

ANNUAL GENERAL AND EXTRAORDINARY MEETING OF  
SHAREHOLDERS OF  
**TULLOCH RESOURCES LTD.**

TO BE HELD AT SUITE 900 - 885 WEST GEORGIA STREET, VANCOUVER,  
BRITISH COLUMBIA  
ON MONDAY, DECEMBER 22, 2014, AT 10:00 A.M. (PACIFIC TIME)

I/We being holder(s) of the Company hereby appoint:

**Stuart Wooldridge**, the Chief Executive Officer, President and a Director of the Company, or failing this person, **Robert Trenaman**, the Chief Financial Officer and a Director of the Company, or in the place of the foregoing, (*print the name*) \_\_\_\_\_ as my/our proxyholder with full power of substitution to attend, act and vote for and on my/our behalf in respect of all matters that may properly come before the aforesaid meeting of the holders of the Company (the "Meeting") and at every adjournment thereof, to the same extent and with the same powers as if I/we were present at the said Meeting and at any adjournment thereof.

I/We hereby direct the proxyholder to vote the securities of the Company recorded in my/our name as specified herein.

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

SECURITYHOLDER SIGN HERE: \_\_\_\_\_

PLEASE PRINT NAME: \_\_\_\_\_

DATE SIGNED: \_\_\_\_\_

**THIS PROXY FORM IS NOT VALID UNLESS IT IS SIGNED AND DATED.  
SEE IMPORTANT INFORMATION AND INSTRUCTIONS ON REVERSE.**

**SEE IMPORTANT VOTING INSTRUCTIONS ON REVERSE.**

## Resolutions

(For full details of each resolution, please see the enclosed Information Circular)

	For	Against	Withhold
1. To ratify the appointment of Manning Elliott LLP, Chartered Accountants, as auditors for the financial year ending July 31, 2014 and the fixing by the board of directors of the Company of the remuneration to be paid to the auditors for the financial year ending July 31, 2014		N/A	
2. To appoint Manning Elliot LLP, Chartered Accountants, as the auditor of the Company for the fiscal year ending July 31, 2015 and authorize fixing by the board of directors of the Company of the remuneration to be paid to the auditors for the financial year ending July 31, 2015		N/A	
3. To set the number of Directors at four (4)			N/A
4. To elect Stuart Wooldridge as a director		N/A	
5. To elect Robert Trenaman as a director		N/A	
6. To elect Saeed Otufat-Shamsi as a director		N/A	
7. To elect Cheng Jian (Michael) as a director		N/A	
8. To consider and, if thought fit, to approve a special resolution removing the application of the Pre-existing Company Provisions (as defined in the <i>Business Corporations Act</i> (British Columbia)) from the Notice of Articles			N/A
9. To consider and, if thought fit, to approve a special resolution authorizing the replacement of the Company's existing Articles with the new articles in substantially the form attached as Schedule C to the information circular			N/A
10. To consider and, if thought fit, to approve a special resolution increasing the authorized share capital of the Company			N/A
11. To consider and, if thought fit, to approve a special resolution altering the Company's authorized share structure by creating an unlimited number of Preferred shares without par value (the "Preferred Shares"), to authorize the directors of the Company to create and attach special rights and restrictions to the Preferred Shares, and to create and attach additional classes of shares, at the discretion of the board of directors of the Company			N/A
12. To consider and, if thought fit, to approve an ordinary resolution of the disinterested shareholders, to approve a 10% rolling stock option plan			N/A
13. To confirm, ratify and approve all acts, resolutions, deeds and things done by and proceedings of the directors and officers of the Company on behalf of the Company since the annual general meeting of the shareholders			N/A

## INSTRUCTIONS FOR COMPLETION OF PROXY INSTRUCTIONS FOR COMPLETION OF PROXY

1. **This Proxy is solicited by the Management of the Company.**
2. **If you are a registered shareholder and you wish to attend the Meeting to vote on the resolutions in person**, please register your attendance with the Company's scrutineers at the Meeting.
3. **If you cannot attend the Meeting but wish to vote on the resolutions, you can appoint another person**, who need not be a shareholder of the Company, to vote according to your instructions. To appoint someone other than the designees of management named, please insert your appointed proxyholder's name in the space provided, sign and date and return the proxy. Where you do not specify a choice on a resolution shown on the proxy, this proxy confers discretionary authority upon your appointed proxyholder.
4. **If you cannot attend the Meeting but wish to vote on the resolutions and to appoint one of the management appointees named**, please leave the wording appointing a nominee as shown, sign and date and return the proxy. Where you do not specify a choice on a resolution shown on the proxy, a nominee of management acting as proxyholder will vote the securities as if you had specified an affirmative vote.
5. **The securities represented by this proxy will be voted or withheld from voting in accordance with your instructions** on any ballot of a resolution that may be called for and, if you specify a choice with respect to any matter to be acted upon, the securities will be voted accordingly. With respect to any amendments or variations in any of the resolutions shown on the proxy, or any other matters which may properly come before the Meeting, the securities will be voted by the appointed nominee as he or she in their sole discretion sees fit.
6. If you vote on the resolutions and return your proxy, you may still attend the Meeting and vote in person should you later decide to do so. To attend the Meeting and vote, you must revoke your former proxy. If you are a registered shareholder and you wish to revoke your proxy, you may do so by depositing a letter to that effect and delivering it to the offices of **CST Trust Company Inc., PO Box 721 Agincourt, Ontario, M1S 0A1 or via Fax to (416) 368-2502**, at any time up to and including the last business day preceding the day of the Meeting, or to the Chairman of the Meeting on the day of the Meeting.
7. **In order to be entitled to vote or to have its shares voted at the Meeting, a shareholder which is a corporation (a "Corporate Shareholder") must** either (a) attach a certified copy of the directors' resolution authorizing a representative to attend the Meeting on the Corporate Shareholder's behalf, or (b) attach a certified copy of the directors' resolution authorizing the completion and delivery of the proxy. Only a Corporate Shareholder of record at (Vancouver time) on November 14, 2014, the authorized representative of which attends the Meeting pursuant to a certified copy of the directors' resolution authorizing such representative, or which has completed and delivered a proxy as authorized by a certified directors' resolution, in the manner and subject to the provisions set forth herein, will be entitled to vote or to have its shares voted at the Meeting.

**To be represented at the Meeting, this proxy must be received at the office of CST Trust Company by mail or by fax no later than forty eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof or may be accepted by the Chairman of the Meeting prior to the commencement of the Meeting. The mailing address of CST Trust Company Inc., PO Box 721 Agincourt, Ontario, M1S 0A1 or via Fax to (416) 368-250**