

WEDGE ENERGY INTERNATIONAL INC.
2746 St. Joseph Boulevard, Suite 100, Orleans, Ontario, K1C 1G5

**INSTRUMENT OF PROXY FOR HOLDERS OF COMMON SHARES OF WEDGE ENERGY
INTERNATIONAL INC. FOR THE SPECIAL MEETING OF SECURITYHOLDERS
TO BE HELD ON OCTOBER 21, 2011**

The undersigned holder (“**Wedge Shareholder**”) of common shares (“**Wedge Shares**”) of Wedge Energy International Inc. (the “**Corporation**”) hereby appoints Donald Padgett, the President and Director of the Corporation, or failing him, Sabino Di Paola, Chief Financial Officer of the Corporation, or instead of either of the foregoing, _____, as proxyholder of the undersigned, with full power of substitution, to attend and act and vote for and on behalf of the undersigned at the special meeting of holders of Wedge Shares, holders of stock options and warrants of the Corporation (collectively with the Wedge Shares, the “**Wedge Securities**”) and holders (“**Wedge Noteholders**”) of convertible notes of the Corporation to be held on October 21, 2011 at 11:00 a.m. (the “**Meeting**”) and at any adjournment(s) thereof, and on every ballot that may take place in consequence thereof to the same extent and with the same powers as if the undersigned were personally present at the Meeting with authority to vote at the said proxyholders’ discretion, except as otherwise specified below.

Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxyholder to vote the Wedge Shares represented by this Instrument of Proxy in the following manner (**check the appropriate box**):

1. **FOR or AGAINST (and if no specification is made, FOR)** passing, with or without variation, a special resolution, the full text of which is set forth in Appendix A to the management information circular of the Corporation dated September 26, 2011 (the “**Information Circular**”), to approve the continuance of the Corporation under the *Business Corporations Act* (British Columbia), all as more particularly described in the Information Circular;
2. **FOR or AGAINST (and if no specification is made, FOR)** passing, with or without variation, a special resolution, the full text of which is set forth in Appendix B to the Information Circular, to approve the plan of arrangement pursuant to Section 288 of the *Business Corporations Act* (British Columbia), all as more particularly described in the Information Circular;
3. **FOR or AGAINST (and if no specification is made, FOR)** passing, with or without variation, a special resolution, the full text of which is set forth in Appendix C to the Information Circular, to approve the issuance of a minimum of 12,500,000 common shares of Amalco and a maximum of 35,000,000 common shares of Amalco at a price of \$0.20 per Amalco common share for gross proceeds of between \$2,500,000 (minimum) and \$7,000,000 (maximum), all as more particularly described in the Information Circular;
4. **FOR or AGAINST (and if no specification is made, FOR)** passing, with or without variation, an ordinary resolution, the full text of which is set forth in Appendix D to the Information Circular, to approve the stock option plan to be adopted by the entity resulting from an amalgamation of the Corporation and Undur Tolgoi Minerals Inc. (“**Amalco**”), pursuant to which the directors of Amalco may, from time to time, authorize the issuance of options to directors, officers, employees and consultants of Amalco and its subsidiaries to a maximum of 10% of the issued and outstanding common shares of Amalco at the time of grant, subject to regulatory approvals, all as more particularly described in the Information Circular;
5. At the discretion of the said proxyholder, upon any amendment or variation of the above matters or any other matter that may properly be brought before the Meeting or any adjournment thereof, in such manner as such proxyholder, in his sole judgment may determine.

This Instrument of Proxy is solicited on behalf of the management of the Corporation. The Wedge Shares represented by this Instrument of Proxy will be voted and, where the Wedge Shareholder has specified a choice with respect to the above matters, will be voted as directed above or, if no direction is given, will be voted FOR the above matters. This Instrument of Proxy should be read in conjunction with the accompanying Information Circular.

Each Wedge Shareholder has the right to appoint a proxyholder, other than the persons designated above, who need not be a Wedge Shareholder, to attend and to act for and on behalf of such Wedge Shareholder at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the Wedge Shareholder's appointee should be legibly printed in the blank space provided.

(See Reverse)

PLEASE COMPLETE, SIGN, DATE AND RETURN THIS FORM OF PROXY PROMPTLY USING THE ENCLOSED ENVELOPE. Properly executed forms of proxy must be deposited no later than 5:00 p.m. on the day (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment thereof with Equity Financial Trust Company, 200 University Avenue, Suite 400, Toronto ON M5H 4H1 or by facsimile to (416) 361-0470.

DATED this ____ day of _____, 2011.

(Signature of Wedge Shareholder)

(Name of Wedge Shareholder – please print)

NOTES:

1. **This proxy is for use at the Special Meeting of the Securityholders of the Corporation to be held on October 21, 2011 and at any adjournments thereof.**
2. If the Wedge Shareholder is a corporation, its corporate seal must be affixed or it must be signed by an officer or attorney thereof duly authorized and such person signing this Instrument of Proxy or signatory may be required to provide documentation evidencing his or her authority to sign this Instrument of Proxy.
3. If the Wedge Shares are registered in the name of more than one owner (for example; joint ownership, trustees, executors, etc.) then all these registered owners should sign the Instrument of Proxy.
4. Persons signing as executors, administrators, trustees, etc., should so indicate and give their full title as such and such person signing this Instrument of Proxy or signatory may be required to provide documentation evidencing his or her authority to sign this Instrument of Proxy.
5. If not dated, this Instrument of Proxy shall be deemed to bear the date on which it was mailed to Wedge Shareholders by the Corporation.
6. The Wedge Shareholder hereby revokes any proxies heretofore given.
7. If it is desired that the securities represented by this proxy are to be voted for or against the resolutions referred to above, the appropriate boxes above providing for voting for or against the resolution should be marked with an X or a tick (✓).