

**SEAWAY ENERGY SERVICES INC.**

**INSTRUMENT OF PROXY**

**FOR USE AT THE ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS ON FEBRUARY 28, 2013**

The undersigned, being a shareholder of *Seaway Energy Services Inc.* (the "**Company**") hereby appoints, **Jerry Budziak**, CEO of the Company, or failing him, **Michael Holub**, CFO of the Company, or instead of either of them, \_\_\_\_\_ as proxyholder for and on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the annual & special meeting of the shareholders of the Company to be held at the offices of Davis LLP, Suite 1000, 250-2<sup>nd</sup> Street S.W., Calgary, Alberta, at 10:00 a.m. (Calgary time) on Thursday, February 28, 2013, at the offices of Davis LLP, Suite 1000, 250-2<sup>nd</sup> Street S.W., Calgary, Alberta, and at any adjournment or adjournments thereof, to the same extent and with the same power as if the undersigned were personally present at the said meeting or such adjournment or adjournments thereof. The undersigned hereby directs the proxyholder to vote the securities of the Company recorded in the name of the undersigned as specified herein.

**This proxy revokes and supersedes all proxies of earlier date**

THIS PROXY MUST BE SIGNED & DATED.

DATED this        day of                    , 2013.

\_\_\_\_\_  
**Signature of Shareholder**

\_\_\_\_\_  
**Name of Shareholder (Please Print)**

TO BE VALID, THIS PROXY MUST BE SIGNED AND RECEIVED by the Company's transfer agent:  
 EQUITY FINANCIAL TRUST COMPANY,  
 200 UNIVERSITY AVENUE, SUITE 400,  
 TORONTO, ONTARIO, M5H 4H1, NOT LATER THAN 12:00 NOON TORONTO TIME, ON TUESDAY, FEBRUARY 26, 2013.

**CHECK BOX**

<b>1.</b>	<b>FOR</b> <input type="checkbox"/>	<b>AGAINST</b> <input type="checkbox"/>	To set the number of directors to be elected at four.
<b>2.</b>	<b>FOR</b> <input type="checkbox"/>	<b>WITHHOLD</b> <input type="checkbox"/>	To elect the following nominees proposed as directors of the Company:
	<b>("✓" or "X" one box per nominee)</b>		
	<input type="checkbox"/>	<input type="checkbox"/>	Jerry Budziak
	<input type="checkbox"/>	<input type="checkbox"/>	David A. Burroughs
	<input type="checkbox"/>	<input type="checkbox"/>	Elias Foscolos
	<input type="checkbox"/>	<input type="checkbox"/>	Michael Windle
<b>3.</b>	<b>FOR</b> <input type="checkbox"/>	<b>WITHHOLD</b> <input type="checkbox"/>	Approve the re-appointment of Buchanan Berry LLP as auditors and authorize the directors to fix its remuneration.
<b>4.</b>	<b>FOR</b> <input type="checkbox"/>	<b>AGAINST</b> <input type="checkbox"/>	Re-approve the stock option plan of the Company, as described in the accompanying information circular.
<b>5.</b>	<b>FOR</b> <input type="checkbox"/>	<b>AGAINST</b> <input type="checkbox"/>	Approve the Dissolution Resolution, as described in the accompanying information circular.
<b>6.</b>	At the discretion of the said nominees, upon any amendment or variation of the above matters or any other matter that may be properly brought before the Meeting or any adjournment thereof in such manner as such proxy, in such nominee's sole judgment, may determine.		

If any amendments or variations to the matters referred to above or to any other matters identified in the notice of meeting are proposed at the meeting or any adjournment or adjournments thereof, or if any other matters which are not now known to management should properly come before the meeting or any adjournment or adjournments thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in accordance with the best judgment of such person.

**NOTES:**

- 1. THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.**
- 2. The shares represented by this proxy will be voted. Where a choice is specified, the proxy will be voted as directed. Where no choice is specified, this proxy will be voted in favour of the matters listed on the proxy. The proxy confers discretionary authority on the above named person to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of Meeting accompanying the proxy or such other matters which may properly come before the Meeting.**
- 3. Each shareholder has the right to appoint a person other than management designees specified above to represent them at the Meeting. Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a shareholder of the Company.**
- 4. Each shareholder must sign this proxy. Please date the proxy. If the shareholder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized.**
- 5. If the proxy is not dated in the space provided, it is deemed to bear the date of its mailing to the shareholders of the Company.**
- 6. If the shareholder appoints any of the persons designated above, including persons other than Management Designees, as proxy to attend and act at the said Meeting:
  - a. the shares represented by the proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for;**
  - b. where the shareholder specifies a choice in the proxy with respect to any matter to be acted upon, the shares represented by the proxy shall be voted accordingly; and**
  - c. IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS LISTED ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS.****