HILLCREST PETROLEUM LTD.



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class

Holder Account Number

Form of Proxy - Annual General Meeting to be held on Monday, December 9, 2019

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

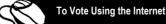
- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting
 on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this
 proxy.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
- 6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 10:00 am, Pacific Time, on Thursday, December 5, 2019

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.
 - 1-866-732-VOTE (8683) Toll Free



- Go to the following web site: www.investorvote.com
- Smartphone? Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

Michael Krzus, Executive Chairman a	We being holder(s) of Hillcrest Petroleum Ltd. hereby appoint(s): ichael Krzus, Executive Chairman and a Director of the Company, or failing m, Donald J. Currie, Chief Executive Officer and a Director of the Company m, Donald J. Currie, Chief Executive Officer and a Director of the Company													
as my/our proxyholder with full power given, as the proxyholder sees fit) and McMillan LLP, Suite 1500, 1055 West postponement thereof.	all other ma	atters that m	ay properly come	before the	Annual General Meeti	ng of sl	harehol	ders of Hi	llcrest Petr	oleum Ltd. t	o be held a	t the office	nave been es of	
VOTING RECOMMENDATIONS ARE		D BY <mark>HIG</mark> H	LIGHTED TEXT O	VER THE I	BOXES.									
4 Election of Directory														
1. Election of Directors	For	Withhol	d		For	Wi	ithhold	l				For	Withhold	
01. Michael Krzus			02. Donald J.	Currie				03. The	omas G. N	Vilne				
04. David M.R. Stone			05. Robert La	mbert										Fold
												For	Withhold	
2. Appointment of Auditors														
Appointment of Pricewaterhouse	Coopers LL	P, Charter	ed Professional /	Accountar	ts, as Auditors of t	ne Con	npany	for the e	nsuing ye	ar.				
												For	Against	
3. 10% Rolling Share Option Pla	in											_		
An ordinary resolution approving t Circular.	he continu	ation of the	e Company's 10%	% rolling S	hare Option Plan, a	as deso	cribed	in the ac	company	ing Informa	ation			
												For	Against	
4. Increase number of Fixed Re	stricted Sh	nare Unit I	Plan											
An ordinary resolution of disintere the Company's Fixed Restricted S									ed for iss	suance und	ler			
												For	Against	
5. Repricing of Certain Outstand An ordinary resolution of disintere Insiders of the Company, as detai	sted share	holders au			rice the exercise p	ice of	previou	usly gran	ted stock	options to				Fold
Authorized Signature(s) - This section must be completed for your instructions to be executed. Signature(s) I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management. Signature(s)										Dat	_			
Interim Financial Statements - Mark this to like to receive Interim Financial Statements accompanying Management's Discussion a mail. If you are not mailing back your proxy, you	box if you wou and nd Analysis b	^{ld}	Annual Financia like to receive the accompanying M mail.	al Statemen e Annual Fin lanagement's	s - Mark this box if you v ancial Statements and i Discussion and Analysi mail at www.computersi	s by	n/mailing	list.						

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