# **EXITO ENERGY II INC**



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

Security Class

Holder Account Number

## Form of Proxy - Annual General and Special Meeting to be held on Friday, May 26, 2017

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

#### Notes to proxy

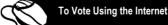
- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, 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, MST, on Wednesday, May 24, 2017

## 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**

I/We being holder(s) ("Registered Shar "Corporation") hereby appoint(s): Brad Officer of the Corporation, or failing him Corporate Secretary of the Corporation	Docherty	, President a	and Chief Executive	you are is some	e appointi eone othe ement No	f the perso ng if this p r than the minees list	erson			
as my/our proxyholder with full power of given, as the proxyholder sees fit) and a offices of Gowling WLG (Canada) LLP,	II other ma	tters that ma	av properly come before the	e Annual Gener	ral and So	ecial Meeti	ing of shareholders of l	Exito Energy II In	c. to be held	l at the
VOTING RECOMMENDATIONS ARE I	NDICATED	) by <mark>highl</mark>	IGHTED TEXT OVER THE	BOXES.					For	Against
1. Number of Directors										
Fixing the number of directors to be	elected a	it seven (7	).							
2. Election of Directors	For	Withhold	I		For	Withhold	I		For	Withhold
01. Bradley Docherty			02. Eli Abergel				03. William Mathe	son		
04. Brody M. Loster			05. Colin M. Reeves				06. Christopher So	case		
07. Andrew Oppenheim										
									For	Withhold
3. Appointment of Auditors										
Appointing PricewaterhouseCoop	ers LLP a	is auditors	of the Corporation and a	authorizing the	directors	s of the Co	prporation to fix their	remuneration.		
4. Stock Option Plan									For	Against
Approving the stock option plan of the Corporation as more particularly described in the management information circular dated March 31, 2017 ("Information Circular").										
5. Consolidation Resolution									For	Against
Approving the consolidation of all the issued and outstanding common shares of the Corporation at a ratio of two pre-consolidation common shares for one post-consolidation common share, as more particularly described in the Information Circular.										
6. Continuance Resolution									For	Against
Approving the continuation of the C Information Circular.	orporatior	n from the p	province of Alberta to the	e province of E	British Co	lumbia, as	more particularly de	escribed in the		
Authorized Signature(s) - This instructions to be executed.	section	must be	completed for your	Signa	ture(s)			Date		
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.										
Interim Financial Statements - Mark this bo like to receive Interim Financial Statements and accompanying Management's Discussion and mail. If you are not mailing back your proxy, you mail	nd I Analysis by		Annual Financial Stateme NOT like to receive the Ann accompanying Managemer mail. e the above financial report(s) I	ual Financial State t's Discussion and	ements and I Analysis b	у	glist.			

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