

**3MV ENERGY CORP.**  
**1150, 444 – 5<sup>th</sup> Avenue S.W.,**  
**Calgary, Alberta, T2P 2T8**

**INSTRUMENT OF PROXY**

**THIS INSTRUMENT OF PROXY IS SOLICITED BY THE MANAGEMENT OF 3MV ENERGY CORP.**  
**AND WILL BE USED AT THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**  
**TO BE HELD ON JULY 16, 2014**

The undersigned holder (the “**Shareholder**”) of common shares (“**Common Shares**”) of 3MV Energy Corp. (the “**Corporation**”) hereby nominates, constitutes and appoints Dallas C. Duce, Interim Chief Executive Officer and a director of the Corporation or, failing him, William (Billy) M. Abbey, Vice-President, Finance and Chief Financial Officer of the Corporation, or in the place and stead of the foregoing \_\_\_\_\_, the true and lawful attorney and proxy of the undersigned to attend, act and vote in respect of all Common Shares represented by this Instrument of Proxy at the annual and special meeting (the “**Meeting**”) of the Shareholders of the Corporation to be held on Wednesday, July 16, 2014 at 3:00 p.m. (Calgary time), and at any adjournment thereof. The undersigned hereby instructs the said proxy to vote the Common Shares represented by this Instrument of Proxy in the following manner (**and, if no instruction has been given, to vote FOR each of the matters set forth below**):

1. Election of Directors

To elect or to withhold from voting for the nominees listed below:

Ronald B. Baba	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
Jim Boyle	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
Dallas C. Duce	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
Donald O. Fairholm	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>
Alex Francoeur	FOR <input type="checkbox"/>	WITHHOLD <input type="checkbox"/>

2. To appoint KPMG LLP, Chartered Accountants, as auditors for the Corporation until the next annual meeting or their successor are appointed and to authorize the board of directors of the Corporation to fix their remuneration FOR  WITHHOLD

3. To re-approve the Corporation’s incentive stock option plan FOR  AGAINST

**DATED** this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_  
(Signature of Shareholder)

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

Number of Common Shares  
represented by this proxy: \_\_\_\_\_

**NOTES:**

1. The Common Shares owned by the Shareholder and represented by this Instrument of Proxy will be voted or withheld from voting by the proxyholder in accordance with the instructions of the Shareholder as specified by marking an "X" or similar notation in the space provided for that purpose. **In the absence of any such specifications, the management designees, if named as proxy, will vote in favour of all the matters set out herein.**

**2. The Shareholder has the right to appoint a person (who need not be a shareholder of the Corporation) to attend and act on its behalf at the Meeting other than the persons named in this proxy. To exercise this right, the Shareholder must strike out the name of the person named in this Instrument of Proxy and insert the name of its nominee in the space provided or complete another appropriate form of proxy.**

3. A proxy will not be valid unless signed by the Shareholder or by its attorney authorized in writing, or, in the case of a corporation, executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation. If the proxy is executed by an attorney for the Shareholder or by an officer or attorney of a corporate Shareholder not under its corporate seal, the instrument so empowering the attorney or officer or a notarial copy thereof should accompany the proxy. If the proxy is not dated, it will be deemed to be dated on the date it was mailed to the Shareholder.

4. A Shareholder who has given a proxy has the power to revoke it. A proxy may be revoked by depositing an instrument in writing signed by the Shareholder or its attorney authorized in writing, or, if the Shareholder is a corporation, under its corporate seal or signed by a duly authorized officer or attorney for the corporation: (i) at the offices of the transfer agent of the Corporation, Olympia Trust Company, Suite 2300, 125 – 9<sup>th</sup> Avenue S.E., Calgary, Alberta, T2G 0P6, Fax: (403) 265-1455, at any time, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the Meeting or an adjournment thereof; (ii) at the registered office of the Corporation, located at 25 Adelaide Street East, Suite 1900, Toronto, Ontario, M5C 3A1, at any time up to and including the last business day preceding the day of the Meeting; (iii) with the chairman of the Meeting on the day of the Meeting; or (iv) in any other manner permitted by law. In addition, a proxy may be revoked by the Shareholder executing another form of proxy bearing a later date and depositing same at the registered offices of the Corporation not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the Meeting or adjournment thereof, or by the Shareholder personally attending the Meeting and voting its shares.

5. Proxies may be deposited at the offices of Olympia Trust Company: (i) by mail at (Attention: Proxy Department), Suite 2300, 125 - 9<sup>th</sup> Avenue S.E., Calgary, Alberta, T2G 0P6; (ii) by facsimile at (403) 265-1455; or (iii) by email at [proxy@olympiustrust.com](mailto:proxy@olympiustrust.com), in each case not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the Meeting or an adjournment of the Meeting. Alternatively you can complete internet voting by logging on at <https://secure.olympiustrust.com/proxy/> and entering your WEB VOTING ID NUMBER (located on the address box on this proxy), not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the Meeting or an adjournment of the Meeting. **Do not mail the printed proxy if you have voted via the Internet.**

6. 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.