



Form of Proxy – Annual and Special Meeting to be held on May 19, 2021

Stock Exchange Tower
1230, 300 5th Ave SW
Calgary, AB T2P 3C4

Appointment of Proxyholder

I/We being the undersigned holder(s) of **Pine Cliff Energy Ltd.** ("Pine Cliff") hereby appoint George F. Fink, Chairman of the Board of Directors, or failing this person, Philip B. Hodge, President and Chief Executive Officer and a Director

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein:

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual Meeting of Pine Cliff to be held at the main office of Pine Cliff Energy Ltd., 8th Floor, 1015 4th Street S.W., Calgary, Alberta on Thursday May 19, 2021, at 11:00 a.m. (Calgary time) or at any adjournment thereof.

1. Election of Directors.	For	Withhold	For	Withhold	For	Withhold
a. George F. Fink	☐	☐	b. Robert B. Fryk	☐	c. Philip B. Hodge	☐
d. Jacqueline R. Ricci	☐	☐	e. William S. Rice	☐		☐
2. Appointment of Auditors. To appoint Deloitte LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.						For ☐
3. Approval of Unallocated Options. To approve an ordinary resolution approving all unallocated options under the Corporation's Stock Option Plan.						Against ☐
4. Adoption of New By-Laws. To confirm the adoption of New By-Laws as set forth as Schedule "C" to the Information Circular						For ☐
						Against ☐

To transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

Authorized Signature(s) – This section must be completed for your instructions to be executed.

Signature(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.**

/ /
MM / DD / YY

Interim Financial Statements – Check the box to the right if you would like to **RECEIVE** interim financial statements and accompanying Management's Discussion & Analysis by mail. See reverse for instructions to sign up for delivery by email.

☐

Annual Report – Check the box to the right if you would like to **DECLINE** to receive the Annual Report and accompanying Management's Discussion and Analysis by mail.

☐

See over for important notes to proxy.

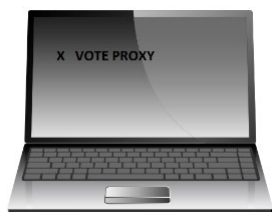
This form of proxy is solicited by and on behalf of Management.

Proxies must be received by 11:00 AM, Mountain Time, on Tuesday May 17, 2021.

Notes to Proxy

1. Each holder has the right to appoint a person, who need not be a shareholder of Pine Cliff, to attend and represent him or her at the Annual and Special Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears 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 or withheld from voting, 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 to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:



To Vote Your Proxy Online please visit:

<http://odysseytrust.com/Transfer-Agent/Login> and click

VOTE

on **on**. You will require the **CONTROL NUMBER** printed with your address to the right. If you vote by Internet, do not mail this proxy.

To request the receipt of future documents via email and/or to sign up for Securityholder Online services,

Shareholder Address and Control Number Here

you may contact Odyssey Trust Company at info@odysseytrust.com.

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. A return envelope has been enclosed for voting by mail.