

CREW ENERGY INC.

Instrument of Proxy For Special Meeting of Shareholders

The undersigned shareholder of Crew Energy Inc. (the "**Corporation**" or "**Crew**") hereby appoints Dale O. Shwed, President, Chief Executive Officer and a director of the Corporation, or failing him, John G. Leach, Senior Vice-President and Chief Financial Officer of the Corporation, or instead of either of the foregoing, _____, as proxyholder of the undersigned, with full power of substitution, to attend and act and vote for and on behalf of the undersigned at the Special Meeting of the shareholders of the Corporation (the "**Meeting**"), to be held on June 28, 2011 and at any adjournment or adjournments thereof, and on every ballot that may take place in consequence thereof to the same extent and with the same powers as if the undersigned were personally present at the Meeting with authority to vote at the said proxyholders' discretion, except as otherwise specified below.

Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxyholder to vote the common shares of the Corporation represented by this instrument of proxy in the following manner:

1. **FOR** or **AGAINST** (and, if no specification is made, **FOR**) passing, with or without variation, an ordinary resolution, the full text of which is set forth in the Information Circular – Proxy Statement of the Corporation dated May 27, 2011 (the "**Information Circular**"), approving the issuance of up to 34,786,997 common shares of Crew to be issued in connection with the acquisition by Crew of all of the outstanding shares of Caltex Energy Inc. ("**Caltex**") pursuant to a plan of arrangement involving Crew, 1594370 Alberta Ltd., Caltex and the holders of all of the outstanding shares of Caltex, all as more particularly described in the Information Circular; and
2. at the discretion of the said proxyholders, 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 proxyholder's sole judgment, may determine.

This Instrument of Proxy is solicited on behalf of the management of the Corporation. The common shares of Crew represented by this Instrument of Proxy will be voted and, where the shareholder has specified a choice with respect to the above matters, will be voted as directed above or, if no direction is given, will be voted in favour of the above matters.

Each shareholder has the right to appoint a proxyholder, other than the persons designated above, who need not be a shareholder of the Corporation, to attend and to act for and on behalf of such shareholder at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder's appointee should be legibly printed in the blank space provided.

The undersigned hereby revokes any proxies heretofore given.

Dated this ____ day of _____, 2011.

(signature of shareholder)

(name of shareholder - please print)

NOTES:

1. If the shareholder is a corporation, its corporate seal must be affixed or it must be signed by an officer or attorney thereof duly authorized.
2. This instrument of proxy must be dated and the signature hereon should be exactly the same as the name in which the shares are registered.
3. Persons signing as executors, administrators, trustees, etc., should so indicate and give their full title as such.
4. This instrument of proxy will not be valid and not be acted upon or voted unless it is completed as outlined herein and delivered to the attention of the Corporation's Secretary, c/o Valiant Trust Company, 600, 750 Cambie Street, Vancouver, British Columbia V6B 0A2, Facsimile (604) 681-3067, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in Alberta) before the time set for the holding of the Meeting or any adjournment thereof. A proxy is valid only at the meeting in respect of which it is given or any adjournment(s) of that meeting.
5. If not dated, this proxy shall be deemed to bear the date on which it was mailed to shareholders by the Corporation.