

# CREW ENERGY INC.

## Instrument of Proxy For Annual and 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 Annual and Special Meeting of the shareholders of the Corporation (the "**Meeting**"), to be held on May 24, 2012 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 represented by this instrument of proxy in the following manner (**check the appropriate box**):

1. **FOR**  **or AGAINST**  (and, if no specification is made, FOR) fixing the number of directors of Crew to be elected at the Meeting at five;
2. **FOR or WITHHOLD FROM VOTING FOR** (and, if no specification is made, FOR) the election of each of the following nominees as directors of the Corporation:

	<b>FOR</b>	<b>WITHHOLD</b>
John A. Brussa	<input type="checkbox"/>	<input type="checkbox"/>
Jeffery E. Errico	<input type="checkbox"/>	<input type="checkbox"/>
Dennis L. Nerland	<input type="checkbox"/>	<input type="checkbox"/>
Dale O. Shwed	<input type="checkbox"/>	<input type="checkbox"/>
David G. Smith	<input type="checkbox"/>	<input type="checkbox"/>

3. **FOR**  **or WITHHOLD FROM VOTING FOR**  (and, if no specification is made, FOR) the appointment of KPMG LLP, Chartered Accountants, as auditors of Crew for the ensuing year and the authorization of the directors to fix their remuneration as such;
4. **FOR**  **or AGAINST**  (and, if no specification is made, FOR) passing, with or without variation, a special resolution, the full text of which is set forth in the Information Circular – Proxy Statement of the Corporation dated April 20, 2012 (the "**Information Circular**"), to approve an amendment to the Corporation's articles of incorporation so as to cancel the class "C" performance shares from the Corporation's authorized capital; and
5. **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, to approve the Restricted and Performance Award Incentive Plan of the Corporation, all as more particularly described in the Information Circular; and
6. 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 shares 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, to attend and to act for him and on his behalf 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 \_\_\_\_\_, 2012.

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(Signature of Shareholder)

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(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, Suite 310, 606 – 4<sup>th</sup> Street S.W., Calgary, Alberta T2P 1T1, or by Facsimile to (403) 233-2857, not less than 48 hours (excluding Saturdays, Sundays and holidays) 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 instrument of proxy shall be deemed to bear the date on which it was mailed to shareholders by the Corporation.

**Vote By Internet**

6. You may use the internet site at [www.valianttrust.com](http://www.valianttrust.com) to transmit your voting instructions. You should have this form of proxy in hand when you access the web site. You will be prompted to enter your Control Number, which is located on this Form of Proxy. If you vote by internet, your vote must be received not later than 3:00 p.m. (Calgary time) on May 22, 2012 or 48 hours prior to the time of any adjournment of the Meeting.
7. The website may be used to appoint a proxy holder (the "proxy holder") to attend and vote on your behalf at the Meeting and to convey your voting instructions. Complete proxy instructions are found in the Information Circular. Please note that if you appoint a proxy holder and submit your voting instructions and subsequently wish to change your appointment or voting instructions, you may resubmit their proxy, prior to the cut off time noted above. When resubmitting a proxy, the latest proxy will be recognized as the only valid one, and all previous proxies submitted will be disregarded and considered as revoked, provided that your latest proxy is submitted within the timeframe noted above.