



## RAZOR ENERGY CORP.

### PROXY

This form of proxy (the "**Proxy**") accompanies the notice of meeting (the "**Notice of Meeting**") and management information circular (the "**Information Circular**") dated April 8, 2019.

**This Proxy is solicited by management for use at the Annual General Meeting (the "Meeting") of the holders (the "Shareholders") of common shares (the "Common Shares") of Razor Energy Corp. (the "Corporation") to be held on May 22, 2019 at 2:00 p.m. (Calgary time).**

The undersigned holder of Common Shares, hereby appoints Doug Bailey of Calgary, Alberta, President and Chief Executive Officer of the Corporation, or failing him, Kevin Braun, of Calgary, Alberta, Chief Financial Officer of the Corporation, or instead of either of them, \_\_\_\_\_ of \_\_\_\_\_, \_\_\_\_\_ as proxyholder, with power of substitution, to attend and vote for and act on behalf of the undersigned at the offices of McCarthy Tétrault LLP, Suite 4000, 421- 7<sup>th</sup> Avenue S.W. Calgary, Alberta T2P 4K9 on May 22, 2019 at 2:00 p.m. (Calgary time) and at any adjournments thereof, and at any poll(s) which may take place in consequence thereof, with the same powers that the undersigned would have if the undersigned were present at the Meeting or any adjournments thereof, and without limiting the foregoing, the said proxy is hereby instructed to vote at the said meeting as follows:

1. Fixing the number of directors to be elected at the Meeting at six. ) ☐ FOR ☐ AGAINST
2. Electing the following individuals as directors of the Corporation for the ensuing year:
  - (a) Doug Bailey ) ☐ FOR ☐ WITHHOLD FROM VOTING
  - (b) Frank Muller ) ☐ FOR ☐ WITHHOLD FROM VOTING
  - (c) Vick Saxon ) ☐ FOR ☐ WITHHOLD FROM VOTING
  - (d) Sanjib Gill ) ☐ FOR ☐ WITHHOLD FROM VOTING
  - (e) Shahin Mottahed ) ☐ FOR ☐ WITHHOLD FROM VOTING
  - (f) Stan Smith ) ☐ FOR ☐ WITHHOLD FROM VOTING
3. Appointing KPMG LLP as the auditor of the Corporation for the ensuing year and authorizing the directors of the Corporation to fix their remuneration as such. ) ☐ FOR ☐ WITHHOLD FROM VOTING
4. Approving the stock option plan of the Corporation, as described in the Information Circular. ) ☐ FOR ☐ AGAINST
5. At the discretion of the said Proxy, to vote upon any amendment or variation of the above matters or any other matter which may properly come before the Meeting or any adjournment(s) thereof.

The undersigned hereby revokes any proxies previously given for the Meeting referred to herein.

Number of Common Shares in respect of which this proxy is given (if no number is specified, then this proxy is given in respect of all Common Shares registered in the name of the undersigned): \_\_\_\_\_

Dated this \_\_\_\_ day of \_\_\_\_\_, 2019.

**Please see notes on the reverse side of this Proxy**

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

\_\_\_\_\_  
Signature of Shareholder

**NOTES:**

- (1) **Unless otherwise indicated, the persons named above, if appointed as proxyholder, will vote "FOR" each of the above matters. If any amendments or variations to matters identified in the Notice of Meeting are proposed at the Meeting, or if any other business properly comes before the Meeting, discretionary authority is hereby conferred with respect thereto.**
- (2) **Each Shareholder has the right to appoint a person or company, who need not be a Shareholder of the Corporation, to attend and to act for him or her and on his or her behalf at the Meeting, other than the persons designated above. To exercise such rights, the names of the persons designated by management to act should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.**
- (3) Common Shares represented by this Proxy will be voted for or against or withheld from voting in accordance with the instructions of the Shareholder represented hereby on any ballot that may be called for at the Meeting. If the Shareholder represented by this Proxy specifies a choice with respect to any matter to be acted upon above, the Common Shares represented by this Proxy will be voted accordingly.
- (4) This Proxy must be dated and must be executed by the Shareholder or his attorney authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized. A copy of such authorization should accompany this Proxy. Persons signing as executors, administrators, trustees, etc. should so indicate. If this Proxy is not dated, it shall be deemed to bear the date on which it was mailed to the Shareholder by the Corporation.
- (5) To be effective, this Proxy must be deposited at the office of the Corporation's agent, Alliance Trust Company, 1010, 407 - 2<sup>nd</sup> Street S.W., Calgary, Alberta T2P 2Y3, not later than 2:00 p.m. (Calgary time), on the second last business day (not including Saturdays, Sundays and holidays) preceding the day of the Meeting or any adjournment thereof or deposited with the Chairman of the Meeting on the day of the Meeting prior to the commencement of the Meeting.
- (6) You may use the internet site at [www.alliancetrust.ca](http://www.alliancetrust.ca) 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 2:00 p.m. (Calgary time), on the second last business day (not including Saturdays, Sundays and holidays) prior to the day of the Meeting or any adjournment(s) thereof.