

Security Class

Holder Account Number

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## Form of Proxy - Special Meeting of Noteholders and certain Guarantee Holder to be held on March 29, 2021

### This Form of Proxy is solicited by and on behalf of Management.

#### Notes to proxy

1. Every holder (collectively "holders" and each a "holder") of outstanding convertible secured notes due April 2, 2021 of Terrace Energy Corp. and an unsecured claim pursuant to a Parent Guaranty dated April 1, 2015 between Terrace Energy Corp. and ConocoPhillips Company (the "Guaranty") has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of, or in the case of the Guaranty, the Guaranty is owned by, more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered (or in the case of the Guaranty, all those owners) should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) 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 or other interests 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 or other interests represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, 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 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.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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**Proxies submitted must be received by 10:00 am, (Pacific Time), on March 25, 2021.**

### VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



#### To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

**1-866-732-VOTE (8683) Toll Free**



#### To Vote Using the Internet

- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)
- **Smartphone?**  
Scan the QR code to vote now.



**If you vote by telephone or the Internet, DO NOT mail back this proxy.**

**Voting by mail** may be the only method for securities or other interests held in the name of a corporation or securities or other interests being voted on behalf of another individual.

**Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

**To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.**

**CONTROL NUMBER**



## Appointment of Proxyholder

I/We hereby appoint: Daniel Carriere, or failing him, Kenneth Shannon, or failing him, Murray Oliver,

OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on my/our behalf 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 Special Meeting of noteholders and certain guarantee holder of Terrace Energy Corp. to be held at 1000-925 West Georgia Street, Vancouver, BC, on March 29, 2021 at 10:00 am, (Pacific Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

**For** **Against**

### 1. Arrangement Resolution

To pass, with or without variation, a resolution, the full text of which is set forth in Appendix "A" to the Company's Management Information Circular dated February 26, 2021 (the "Circular"), to approve an arrangement under Division 5, Part 9 of the *Business Corporations Act* (British Columbia) which involves, among other things, an exchange of all of the outstanding convertible secured notes of the Company due April 2, 2021 and an unsecured claim for common shares of the Company, all as more particularly described in the accompanying Circular.

 

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

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.**

Signature(s)

Date

DD / MM / YY



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