

ORCA ENERGY GROUP INC.

FORM OF PROXY

Proxy Solicited by Management for the 2020 Annual General Meeting of Shareholders

The undersigned shareholder of Orca Energy Group Inc. (the "**Company**") hereby appoints Jay Lyons, Director or failing him, David W. Ross, Secretary or, instead of and to the exclusion of all of the foregoing, _____ as nominee, with full power of substitution, to attend, act and vote for the undersigned at the annual general meeting of shareholders of the Company, to be held via live audio webcast at <https://web.lumiagm.com/169227750> on September 17, 2020 at 8:00a.m. (Calgary time) and at any adjournment thereof (the "**Meeting**"), 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 proxyholder's discretion, except as otherwise specified below.

If you are appointing a proxyholder other than the management appointees listed above you must return your Instrument of Proxy and MUST contact AST Trust Company (Canada) at 1-416-368-2502 or toll free in Canada and the United States at 1-866-781-3111 by 8:00 a.m. on September 15, 2020, or, if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario, Canada) before the time and date of the adjourned or postponed meeting, and provide AST Trust Company (Canada) with the required information for your chosen proxyholder so that AST Trust Company (Canada) may provide your proxyholder with a control number via email. This control number will allow your proxyholder to log in and vote at the Meeting. Without a control number your proxyholder will only be able to log in to the Meeting as a guest and will not be able to vote.

Virtual Meeting Website Address: <https://web.lumiagm.com/169227750>
Password: **orc2020** (case sensitive)

Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxyholder to vote the Class A Common Voting Shares and/or Class B Subordinate Voting Shares represented by this proxy (as applicable, the "**Shares**") in the following manner (check (✓) the appropriate box):

1. For [] or against [] fixing the number of directors to be elected at the Meeting at four (4).
2. The election of directors, as described in the Management Proxy Circular of the Company dated August 17, 2020 (the "**Management Proxy Circular**"):

For [] or withhold from voting []	David W. Ross
For [] or withhold from voting []	Jay C. Lyons
For [] or withhold from voting []	Linda Beal
For [] or withhold from voting []	Dr. Frannie Léautier
3. For [] or withhold from voting [] in respect of the appointment of KPMG LLP, Chartered Accountants, as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration as such.
4. At the discretion of the said proxyholder, upon any amendment or variation which may properly be put before the Meeting with respect to any matter identified in the notice of the Meeting and on any other matter which may properly come before the Meeting 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 Company. 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 FOR the above matters.

The undersigned hereby revokes any proxies dated prior to the date hereof.

DATED _____, 2020.

Signature of Shareholder

Print Name

HOW TO VOTE

INTERNET

- Go to www.ASTvotemyproxy.com
- Cast your vote online
- View Meeting documents

QR CODE

To vote using your smartphone,
please scan this QR code:



MAIL

Complete and return your signed proxy in the envelope provided to:

AST Trust Company (Canada)
Attention: Proxy Department
P.O. Box 721
Agincourt, Ontario M1S 0A1

FAX

Fax your completed proxy to 416-368-2502 or toll free in Canada and United States to
1-866-781-3111.

EMAIL

Scan and email your completed proxy to proxyvote@astfinancial.com

VIRTUALLY ATTEND THE MEETING

You can attend the meeting virtually by visiting the URL provided on the front of this proxy.

Please Note:

1. The form of proxy must be signed by the shareholder or the shareholder's attorney authorized in writing. Please sign exactly as your shares are registered. If the shareholder is a corporation, the proxy must be executed under its corporate seal or by a duly authorized officer or attorney.
2. If the form of proxy is not dated in the blank space above, the proxy is deemed to bear the date on which it is mailed by the Company to the shareholders.
3. **You may appoint any person, who need not be a shareholder, as nominee, other than those persons specifically named above, to attend and act on your behalf at the Meeting by inserting the name of such person in the blank space provided above or by completing another appropriate form of proxy.**
4. Your shares will be voted in accordance with your instructions given above. If no instructions are given for a particular item, your shares will be voted for that item.
5. **A proxy will not be acted upon unless it is completed as specified herein and received by AST Trust Company (Canada), P.O. Box 721, Agincourt, Ontario, M1S 0A1, Attention: Proxy Department or by facsimile to (416) 368-2502 or toll free in Canada and the United States to 1-866-781-3111 not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario, Canada) prior to the time of the Meeting or any adjournments thereof.**