

RIVERSTONE ENERGY LIMITED

(Company No. 56689)



FORM OF PROXY

I/We, [Please insert shareholder name(s) using block capitals] [Please note if the shareholder name(s) is not inserted the Form of Proxy cannot be used]

being a member of Riverstone Energy Limited (the "Company") hereby appoint:

(full name) of

(address)

or failing him, the Chairman of the Extraordinary General Meeting or the Company Secretary as my/our proxy to attend and vote on (address) my/our behalf and if necessary demand a poll at the Extraordinary General Meeting of the Company to be held at The Old Government House Hotel, St Ann's Place, St Peter Port, Guernsey GY1 2NU, Channel Islands on 15 December 2016 at 11.30 a.m. (GMT) and at any adjournment thereof.

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Please tick here if this proxy appointment is one of multiple appointments being made*

Event Code:

Please indicate the number of shares this proxy is appointed over (if less than your full voting entitlement).

Barcode:

Investor Code:

* For the appointment of more than one proxy, see Note 2.

IMPORTANT: IF YOU WISH YOUR PROXY TO CAST ALL OF YOUR VOTES FOR OR AGAINST THE RESOLUTION, OR TO WITHHOLD ALL YOUR VOTES IN RESPECT OF THE RESOLUTION, YOU SHOULD INSERT AN "X" IN THE APPROPRIATE BOX. IF YOU WISH YOUR PROXY TO CAST ONLY CERTAIN VOTES FOR AND CERTAIN VOTES AGAINST, OR TO WITHHOLD ONLY CERTAIN VOTES IN RESPECT OF THE RESOLUTION, INSERT THE RELEVANT NUMBER OF SHARES IN THE APPROPRIATE BOX.

Ordinary Resolution

1. That the Company's investment policy be amended by permitting the Company to make an investment in Canadian International Oil Corp. of a size representing up to 35 per cent. of the Company's gross assets, including cash holdings, measured at the time of the making of the investment, as set out in the Company's circular to Shareholders dated 29 November 2016.

For

Against

Vote
Withheld



Signature

Date

IMPORTANT: IN ORDER TO BE VALID AT THIS MEETING THIS FORM OF PROXY MUST BE RECEIVED BY CAPITA ASSET SERVICES, PXS1, 34 BECKENHAM ROAD, BECKENHAM, KENT, BR3 4ZF NO LATER THAN 11.30 A.M. (GMT) ON 13 DECEMBER 2016. ALTERNATIVELY, SHAREHOLDERS MAY SUBMIT PROXIES ELECTRONICALLY NOT LATER THAN 11.30 A.M. ON 13 DECEMBER 2016 USING THE CAPITA SHARE PORTAL SERVICE AT WWW.CAPITASHAREPORTAL.COM.

Notes:

1. Please insert your full name(s) and address(es) in BLOCK CAPITALS. In the case of joint holders, the names and addresses of all the joint holders should be stated on this Form of Proxy.
2. Shareholders entitled to attend and vote at the meeting may appoint one or more proxies (who need not be a Shareholder) to attend, speak and vote on their behalf, provided that if two or more proxies are to be appointed, each proxy must be appointed to exercise the rights attaching to different shares. Where multiple proxies have been appointed to exercise rights attached to different shares, on a show of hands those proxy holders taken together will collectively have the same number of votes as the Shareholder who appointed them would have on a show of hands if he were present at the meeting. On a poll, all or any of the rights of the Shareholder may be exercised by one or more duly appointed proxies. To appoint more than one proxy you may photocopy this Form of Proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions given by you. All hard copy proxy appointments must be signed and should be returned together in the same envelope.
3. If you wish to appoint as a proxy a person other than the Chairman of the meeting or the Company Secretary, please insert the name of the proxy preferred in the space provided. The person to whom this proxy is given need not be a member of the Company but must attend the meeting in person to represent you. If no name is entered, the return of this Form of Proxy duly signed will authorise the Chairman of the meeting or the Company Secretary to act as your proxy.
4. The completion and return of this Form of Proxy will not prevent you from attending in person and voting at the meeting should you subsequently decide to do so.
5. In the absence of instructions, your proxy may vote or withhold from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, may also vote or withhold from voting as he or she thinks fit on any other business (including on a motion to amend a resolution, to propose a new resolution or to adjourn the meeting) which may properly come before the meeting. A vote withheld is not a vote in law. If instruction is given to withhold from voting in respect of any resolution, this instruction will be deemed to be neither a vote for or against the resolution.
6. Any alteration made to this Form of Proxy should be initialled by the person who signs it.
7. In the case of joint holders, such holders may elect one of their number to represent them and vote whether in person or by proxy in their name. In the absence of such an election, the person whose name stands first on the share register of the Company shall alone be entitled to vote.
8. In the case of a corporation, this proxy must be given under its common seal or signed by a duly authorised officer or attorney.
9. To be valid, this Form of Proxy (together with any power of attorney or other authority under which it is signed or a copy of such authority certified notari ally) must be received by Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, as soon as possible but, in any event, so as to arrive not later than 11:30 a.m. (GMT) on 13 December 2016. Alternatively, Shareholders may submit proxies electronically not later than 11.30 a.m. on 13 December 2016 using the Capita Share Portal Service at www.capitashareportal.com.
10. The time by which a person must be entered on the share register in order to have the right to attend and vote at the meeting is close of business on 13 December 2016. If the meeting is adjourned, the time by which a person must be entered on the share register in order to have the right to attend and vote at the adjourned meeting is 48 hours before the date fixed for the adjourned meeting. In calculating such 48 hours period, no account shall be taken of any part of a day that is not a business day in London and Guernsey. Changes to entries on the share register after such times shall be disregarded in determining the rights of any person to attend or vote at the meeting.
11. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.