

COMPLIANCE ENERGY CORPORATION



8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1
www.computershare.com

Security Class

Holder Account Number

Fold

Form of Proxy - Annual and Special Meeting to be held on June 26, 2015

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

Notes to proxy

1. Every holder 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 more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered 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 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 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 8:00 AM (Vancouver Time) on Wednesday, June 24, 2015.

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
- 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 held in the name of a corporation or securities 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 being holder(s) of Compliance Energy Corporation hereby appoint:
James O'Rourke, or failing him, Stephen Ellis, or failing him, Grant Tanaka,

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 behalf of the shareholder 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 Annual and Special Meeting of shareholders of Compliance Energy Corporation to be held at Suite 550 – 800 West Pender Street, Vancouver, BC, on June 26, 2015 at 8:00 AM (Vancouver Time) and at any adjournment or postponement thereof.

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

For Against

1. Number of Directors

To set the number of Directors at six.

2. Election of Directors

For Withhold

For Withhold

For Withhold

01. James O'Rourke

02. John A. Tapics

03. Rodney Shier

04. Jamieson Merritt

05. Paul Willis

06. Paul Krivokuca

For Withhold

3. Appointment of Auditors

Appointment of Smythe Ratcliffe LLP, Chartered Accountants as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

All special resolutions require 3/4 approval (75%)

For Against

4. Ratification of Stock Option Plan

To ratify, confirm and approve the Corporation's Stock Option Plan.

5. Approval of Share Consolidation

To consider, and if thought fit, to pass a special resolution to consolidate the Corporation's share capital on the basis of one new common share without par value for every ten existing common shares without par value.

6. Approval of Increase to Authorized Share Capital

To consider, and if thought fit, to pass a special resolution to increase the authorized share capital of the Corporation to an unlimited number of common shares without par value.

7. Approval of Removal of Pre-Existing Company Provisions

To consider, and if thought fit, to pass a special resolution to amend the Notice of Articles of the Corporation to remove the application to the Corporation of the Pre-Existing Company Provisions.

8. Approval of New Articles

To consider and, if thought fit, to pass a special resolution to adopt a new form of Articles of the Corporation.

9. Approval of Distribution to Shareholders

To consider and, if thought fit, to pass a special resolution to approve the distribution of all of the outstanding common shares in the capital of Compliance Coal Corporation, a wholly owned subsidiary of the Corporation.

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

MM / DD / YY

Interim Financial Statements – Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements – Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

