

**Security Class**

**Holder Account Number**

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## Form of Proxy - Annual and Special Meeting to be held on June 9, 2009

### 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 3:00 p.m., Mountain Daylight time, on June 5, 2009.**



### Appointment of Proxyholder

I/We being holder(s) of Questerre Energy Corporation hereby appoint: Michael Binnion, President, Chief Executive Officer and a director of the Corporation, or failing him, Maria Rees, Corporate Secretary of the Corporation

OR

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

As my/our proxyholder with full power of substitution and to vote 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 (the "Meeting") of holders of Class "A" Common Shares ("Common Shares") of Questerre Energy Corporation (the "Corporation") will be held at the The Westin Hotel, Bow Valley Room, 320 - 4th Avenue S.W., Calgary, Alberta on Tuesday, June 9, 2009 at 3:00 p.m. (Calgary time) and at any adjournment thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

For Against

#### 1. Set the Number of Directors

 

To set the number of directors to be elected at the Meeting at seven (7).

For Withhold

#### 2. Election of Directors

The election of directors from the Management proposed nominees, all as more particularly outlined in the accompanying Management Information Circular.

 

Vote FOR or WITHHOLD for all nominees proposed by Management

For Withhold

#### 3. Appointment of Auditors

 

To appoint PricewaterhouseCoopers LLP as auditor of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix the auditor's remuneration.

For Against

#### 4. Shareholder Rights Plan

 

To consider and, if appropriate, pass an ordinary resolution approving the shareholder rights plan agreement of the Corporation, as more particularly set forth in the accompanying Management Information Circular.

To transact such other business as may be properly brought before the Meeting or any adjournment thereof.

#### 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

