

ANTERRA ENERGY INC.

PROXY SOLICITED BY MANAGEMENT FOR THE
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD JUNE 9, 2009

The undersigned shareholder of Anterra Energy Inc. (the "**Corporation**") hereby appoints Owen C. Pinnell, Chairman and Chief Executive Officer of the Corporation, or failing him, A. Giles Parker, Vice-President and Chief Financial Officer of the Corporation, or instead of either of them _____ as proxyholder for the undersigned, with power of substitution, to attend, act and vote for and on behalf of the undersigned at the annual meeting of shareholders of the Corporation to be held on June 9, 2009 (the "**Meeting**"), and at any adjournment or adjournments thereof, in the same manner, to the same extent and with the same powers as if the undersigned were present at the Meeting or any adjournment or adjournments thereof and, without limiting the general authorization given, the person above named is specifically directed to vote on behalf of the undersigned in the following manner:

1. On the election of directors, for the nominees set forth in the Information Circular of the Corporation dated April 28, 2009 accompanying the Notice of Meeting (the "Information Circular"):

VOTE FOR _____ **or WITHHOLD VOTE** _____
(and, if no specification is made, to vote FOR)

2. On the appointment of Deloitte & Touche LLP, Chartered Accountants, as auditors of the Corporation at such remuneration as may be approved by the directors of the Corporation:

VOTE FOR _____ **or WITHHOLD VOTE** _____
(and, if no specification is made, to vote FOR)

3. On the approval of the Corporation's existing stock option plan, as set forth in the Information Circular:

VOTE FOR _____ **or VOTE AGAINST** _____
(and, if no specification is made, to vote FOR)

4. On the approval of the grant of new stock options to directors and officers of the Corporation to replace previously cancelled stock options, as set forth in the Information Circular:

VOTE FOR _____ **or VOTE AGAINST** _____
(and, if no specification is made, to vote FOR)

and confers discretionary authority to vote on amendments or variations to the matters identified in the Notice of Meeting and on all other matters that may properly come before the Meeting or any adjournment thereof in such manner as the person above named may see fit.

The undersigned hereby revokes any instrument of proxy previously given and does hereby further ratify all the said proxy may lawfully do in the premises.

DATED this ____ day of _____, 2009.

Signature of Shareholder

Name of Shareholder (Please Print)

Number of Shares Held

NOTES:

1. **A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON, WHO NEED NOT BE A SHAREHOLDER, TO ATTEND AND ACT ON HIS BEHALF AT THE ANNUAL MEETING OTHER THAN THE PERSONS DESIGNATED IN THIS FORM OF PROXY. THIS RIGHT MAY BE EXERCISED BY INSERTING SUCH OTHER PERSON'S NAME IN THE BLANK SPACE PROVIDED FOR THAT PURPOSE OR BY COMPLETING ANOTHER PROPER FORM OF PROXY AND, IN EITHER CASE, BY DELIVERING THE COMPLETED FORM OF PROXY TO THE CORPORATION AS INDICATED BELOW.**

2. This form of proxy must be dated and must be executed by the shareholder or his attorney authorized in writing or, if the shareholder is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized. A copy of such authorization should accompany this form of proxy. Persons signing as executors, administrators, trustees, etc. should so indicate.

3. In order for this form of proxy to be effective at the Meeting or any adjournment thereof, it must be signed and deposited with Olympia Trust Company at 2300, 125 - 9th Avenue S.E., Calgary, Alberta, T2G 0P6 by no later than 4:30 p.m. (Calgary time) on the business day preceding the day of the Meeting or any adjournment thereof.