

**ANTERRA ENERGY INC.**

**INSTRUMENT OF PROXY**

**For the Special Meeting of Holders of Class A Shares and Class B Shares to be held on  
Tuesday, October 6, 2009**

**THIS PROXY IS SOLICITED BY THE MANAGEMENT OF THE CORPORATION**

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, William E. Johnson, President and Chief Operating 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 special meeting of shareholders of the Corporation to be held on October 6, 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 ordinary resolution approving an investment of up to \$15 million in the Corporation by Alliance Success Holding Group Limited, which will result in the creation of a new "control person" as such term is defined in the TSX Venture Exchange Corporate Finance Manual:

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

2. At the discretion of the said Proxyholder, to vote upon any amendments or variation of the above matter or any other matter that may be properly brought before the said Meeting or any adjournment thereof.

**This Proxy is solicited on behalf of the Management of the Corporation and will be voted as directed in the space provided above or, if no direction is given, it will be voted FOR each resolution. The persons named in this Proxy are officers of the Corporation. Each shareholder has the right to appoint a person, who need not be a shareholder, to attend and to act for him and on his behalf at the Meeting, other than the persons designated above. To exercise such rights, the names of the persons designated by Management to act should be crossed out and the name of the shareholder's appointee should be legibly printed in the blank space provided.**

**DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2009**

\_\_\_\_\_  
**Signature of Shareholder**

\_\_\_\_\_  
**Shareholder's Name (Please Print)**

## NOTES

1. In the event that the date is not completed, this Proxy will be deemed to be dated upon the day that it is mailed.
2. This Proxy will not be valid and will not be acted upon or voted unless it is signed and delivered to the attention of Olympia Trust Company, 2300, 125 – 9th Avenue SW, Calgary, Alberta T2G 0P6, no later than 4:30 p.m. (Calgary time) on Friday, October 2, 2009, or delivered to the Corporate Secretary at the Meeting.
3. The signature on the Proxy should be exactly the same as the name in which the shares are registered. If the appointee is a corporation, the Proxy must be exercised under its corporate seal and signed by an officer or attorney duly authorized. Persons signing as executors, administrators, trustees, etc. should so indicate.