

**CENTURY ENERGY LTD.**

**INSTRUMENT OF PROXY**

**Proxy Solicited by Management for the  
Annual and Special Meeting of Century Energy Ltd.  
to be held on Thursday June 24, 2010**

The undersigned, being a holder of Common Shares (the "Shares") of Century Energy Ltd. (the "Company"), hereby appoints **Jimmy M. McCarroll**, or failing him, **Douglas N. Baker**, or instead of either of them, \_\_\_\_\_, as proxy of the undersigned, with full power of substitution, for and in the name of the undersigned, to vote (with all the power which the undersigned would possess according to the number of votes which the undersigned would be entitled to cast if personally present) at the Annual and Special Meeting (the "Meeting") of the Company to be held at 3:00 p.m. in the afternoon, Calgary time, on Thursday, June 24, 2010 at the offices of Cavendish Investing Ltd. located at Suite 4615 Canterra Tower, 400 - 3rd Ave. SW Calgary, Alberta and at any adjournment thereof, and at every poll which may take place in consequence thereof upon the matters that may come before the Meeting and without restricting the general authorization and power hereby given, to vote at the Meeting as specifically directed below:

1. TO VOTE FOR \_\_\_\_\_ or AGAINST \_\_\_\_\_  
fixing the number of directors to be elected at the Meeting at five (5) members;
2. TO VOTE FOR \_\_\_\_\_ or WITHHOLD FROM VOTING FOR \_\_\_\_\_  
the election as directors of the nominees proposed by management in the Management Information Circular dated May 7, 2010 (the "Circular") accompanying this form of Proxy;
3. TO VOTE FOR \_\_\_\_\_ or WITHHOLD FROM VOTING FOR \_\_\_\_\_  
the appointment of Davidson & Company LLP, Chartered Accountants, as auditors of the Corporation and the authorization of the directors to fix the remuneration of the auditors;
4. TO VOTE FOR \_\_\_\_\_ or AGAINST \_\_\_\_\_  
the ordinary resolution set out in the accompanying Management Information Circular re- approving the Corporation's rolling 10 percent Stock Option Plan for the ensuing year.

**In the absence of any specification above, the said appointees shall be deemed to have been granted authority to vote the Shares represented by this Proxy in favour of the aforementioned resolutions.**

**A Shareholder may appoint as his proxy a person (who need not be a Shareholder) other than those named in this form of Proxy. A Shareholder wishing to appoint another person to attend and act on his behalf at the Meeting may do so by filling in the name of that person in the blank space in this proxy form following the name of the persons listed as proxy hereon or by completing another appropriate form of proxy.**

**A Shareholder who has submitted a proxy for the Meeting may revoke it at any time before it is voted at the Meeting.**

The undersigned hereby revokes any instrument of proxy previously given and does further hereby ratify and confirm all that such proxy may do by virtue hereof.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2010.

\_\_\_\_\_  
(Signature of Shareholder)

\_\_\_\_\_  
(Name of Shareholder)

\_\_\_\_\_  
(Number of Common Shares held)

The management of the Company knows of no amendments, variation or other matters to come before the Meeting other than the matters referred to in the Notice of Annual and Special Meeting that accompanies this Instrument of Proxy. However, if any such amendment, variation or other matter properly comes before the Meeting this proxy confers discretionary authority upon the Shareholder's proxy holder to vote on such amendment, variation or other such matter in accordance with his best judgment.

NOTES:

1. This Instrument of Proxy must be executed by the Shareholder, or the Shareholder's attorney authorized in writing. If the Shareholder is a corporation, the proxy must be executed under its corporate seal or by an officer or attorney duly authorized. Persons signing as executors, administrators, trustees, or the like, should so indicate and give their full title as such.
2. This Instrument of Proxy must be dated and signed exactly as the shares are registered. The duly completed Instrument of Proxy must be delivered to the office of Olympia Trust Company by mail at 2300, 125 – 9<sup>th</sup> Avenue SE, Calgary, Alberta, T2G 0P6, or by fax at (403) 265-1455 not less than 48 hours, excluding Saturdays, Sundays and holidays, before the time fixed for holding the Meeting or any adjournment thereof.