

**IN THE SUPREME COURT OF BRITISH COLUMBIA**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,  
S.B.C. 2002, c. 57, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT  
OF ARTHON INDUSTRIES LIMITED, ARTHON CONTRACTORS INC.,  
ARTHON EQUIPMENT LTD., COALMONT ENERGY CORP.,  
ROBEKA PROJECTS INC. and 0755049 B.C. LTD.

PETITIONERS

**PROXY**

**CREDITORS' MEETING**

**RE: THE PLAN OF COMPROMISE AND ARRANGEMENT OF  
ARTHON INDUSTRIES LIMITED**

***Before completing this Proxy, please read carefully the accompanying Instructions for Completion of Proxy.***

All capitalized terms used herein and not otherwise defined have the meaning ascribed to them in the plan of compromise and arrangement of Arthon Industries Limited ("**Industries**") dated November 25, 2014, as may be amended from time to time (the "**Plan**") and filed pursuant to the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**").

**THIS PROXY MUST BE COMPLETED, SIGNED AND RETURNED BY THE RECIPIENT TO INDUSTRIES' COURT-APPOINTED MONITOR, ALVAREZ & MARSAL CANADA INC., AT THE ADDRESS PROVIDED IN THE INSTRUCTIONS FOR COMPLETION OF PROXY BY NO LATER THAN 5:00 PM (VANCOUVER, B.C. TIME) ON DECEMBER 14, 2014 OR BE DEPOSITED IN PERSON WITH THE CHAIR PRIOR TO COMMENCEMENT OF THE CREDITORS' MEETING. NO PROXY WILL BE ACCEPTED BY THE CHAIR AFTER COMMENCEMENT OF THE CREDITORS' MEETING.**

**THE UNDERSIGNED AFFECTED CREDITOR** revokes all proxies previously given and hereby nominates, constitutes and appoints:

A. \_\_\_\_\_ (the “**Named Nominee**”),

**OR**, instead of appointing a Named Nominee,

B. Peter Gibson of Alvarez & Marsal Canada Inc., in its capacity as Monitor of Industries, or such person as Peter Gibson, in his sole and absolute discretion, with the power of substitution, may designate (the “**Deemed Nominee**”),

as nominee of the Affected Creditor to exercise all voting rights and any rights ancillary thereto which are necessary to permit the Named Nominee or the Deemed Nominee, as applicable, to vote the value of the undersigned Affected Creditor’s Affected Claims (as determined pursuant to the Claims Process Order) at the Creditors’ Meeting held to consider and vote on the Plan, and any other matters that may be put before the Creditors’ Meeting, as follows:

- A.  VOTE FOR approval of the Plan; **OR**
- VOTE AGAINST approval of the Plan; **AND**

B. vote and otherwise act at the discretion of the Named Nominee or Deemed Nominee, as applicable, for and on behalf of the Affected Creditor in respect of any amendments, modifications, variations or supplements to the Plan and to any other matters that may come before the Creditors’ Meeting.

*If this Proxy is submitted and a box is not marked as a vote for or against approval of the Plan, this Proxy shall be voted **FOR** approval of the Plan.*

*If this Proxy is submitted with both boxes marked, this Proxy shall be voted **FOR** approval of the Plan.*

Dated at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

**Creditor Signature:**  
(If Creditor is a corporation this section must be completed by duly authorized officer or attorney of the corporation)

Name: \_\_\_\_\_  
(Print Name of Creditor, as it appears on the Proof of Claim Form)

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

(Signature of Creditor, and if applicable, Authorized Officer or Attorney of Creditor and Name and Title of duly appointed officer or attorney for the Corporation)

**Witness Signature:**  
(Only applicable if  
Creditor is an individual)

Name: \_\_\_\_\_  
(Print name of Witness)

By: \_\_\_\_\_  
(Signature of Witness)

**Creditor's Contact Information**

Name of Affected Creditor: \_\_\_\_\_

Mailing Address: \_\_\_\_\_  
\_\_\_\_\_

Email Address: \_\_\_\_\_

Phone Number: \_\_\_\_\_

## INSTRUCTIONS FOR COMPLETION OF PROXY

1. This Proxy should be read in conjunction with the Plan and the Meeting Order. Copies of the Plan and the Meeting Order are available at the Monitor's Website at: <http://www.alvarezandmarsal.com/arthon>.
2. Each Affected Creditor who has a right to vote has the right to appoint a person (who does not need to be an Affected Creditor) to attend, act and vote for and on his or her behalf at the Creditors' Meeting and such right may be exercised by inserting in the space provided therefor the name of the person to be appointed.
3. **If no name has been inserted in the space provided, Peter Gibson of Alvarez & Marsal Canada Inc., in its capacity as Monitor, or such other representative of the Monitor as Mr. Gibson may designate, at his sole and absolute discretion, with power of substitution, shall be deemed to be appointed as proxy holder for the Affected Creditor.**
4. **If the Monitor is appointed or is deemed to be appointed as proxyholder and the Affected Creditor fails to indicate a vote for or against the approval of the Plan on this Proxy, this Proxy will be voted FOR approval of the Plan.**
5. If the proxy is not dated in the space provided therefor, it shall be deemed to bear the date on which it was received by the Monitor.
6. This Proxy must be completed in full and signed by the Affected Creditor or by a person duly authorized (by power of attorney) to sign on the Affected Creditor's behalf or, if the Affected Creditor is an estate, corporation, partnership or trust, by a duly authorized executor, officer or attorney of the estate, corporation, partnership or trust. If the proxy holder appointed under this Proxy is voting on behalf of an estate, corporation, partnership or trust, he or she may be required to provide documentation evidencing the authority to vote this Proxy on behalf of the Affected Creditor.
7. Valid proxies bearing or deemed to be bearing a later date shall revoke this proxy. In the event that more than one valid proxy for the same Affected Creditor and bearing or deemed to be bearing the same date is received with conflicting instructions, such proxies will be treated as disputed proxies and shall not be counted for the purposes of the vote.
8. **This proxy must be received by the Monitor by delivery, facsimile or e-mail, by no later than 5:00 pm (Vancouver Time) on December 14, 2014, at the following address:**

**Alvarez & Marsal Canada Inc.  
400 Burrard Street, Suite 1680  
Vancouver, BC V6C 3A6  
Fax: (604) 638-7441  
e-mail: marianna.lee@alvarezandmarsal.com  
Attention: Marianna Lee**

9. This proxy may also be deposited with the Chair prior to commencement of the Creditors' Meeting but no Proxy will be accepted by the Chair after commencement of the Creditors' Meeting.
10. The Monitor is authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which any Proxy is completed and executed.