

HARDY OIL AND GAS PLC
(the “Company”)

FORM OF PROXY

for use at the

EXTRAORDINARY GENERAL MEETING

**of the Company to be held at the offices of Lawrence Graham LLP, 4 More London Riverside,
London, SE1 2AU at 10.00 a.m. on 27 October 2010**

I/We (block capitals please) of being (a) member(s) of the above-named Company hereby appoint the Chairman of the Extraordinary General Meeting (the “Meeting”), or (see note 1 and note 7) as my/our proxy to vote for me/us and on my/our behalf at the Meeting to be held at 10.00 a.m. on 27 October 2010 and at any adjournment thereof and thereat to vote as indicated below.

I/We direct that on a poll my/our proxy shall vote on the resolution to be proposed at the Meeting as indicated below, and may vote and/or abstain as he or she thinks fit on any other business properly dealt with at the Meeting.

Please indicate with an X in the space below how you wish your vote to be cast.

ORDINARY RESOLUTION	FOR	AGAINST	VOTE WITHHELD
THAT the Disposal, on the terms set out in the Share Purchase Agreement, (capitalised terms both as defined in the circular to shareholders containing the notice of the Meeting), be approved and that the directors of the Company be authorised to waive, amend, vary or extend any of the terms of the Share Purchase Agreement as they may consider to be necessary or expedient to give effect to, or otherwise in connection with, the Disposal and any matters incidental to the Disposal.			

Signed this day of 2010.

Signature(s)..... Print name:

Number of Shares Proxy appointed over: (see note 8)

NOTES:

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at an extraordinary general meeting of the Company. Your proxy can vote for you on a poll. Your proxy can, depending on your shareholding, demand (or join in demanding) a poll on the proposed resolution.
2. Please indicate with a cross in the appropriate box how you wish the proxy to vote. In the absence of any indication, the proxy will exercise his/her discretion as to whether and how he/she votes.
3. If you mark the box “vote withheld”, it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the resolution.
4. To be effective, this proxy form, together with any power of attorney or other written authority under which it is signed, or a notarially certified copy of such power or written authority, must be completed, signed and lodged at the Company’s registered office, 15-19 Athol Street, Douglas, Isle of Man, IM1 1LB, not later than 10.00 a.m. on 25 October 2010. Any alteration to this form must be initialled.
5. A corporation must execute this proxy form either under its common seal or under the hand of an officer or attorney duly authorised in writing.
6. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated and the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the shares.
7. If you wish to appoint any other person as proxy delete the words “the Chairman of the Meeting” and add the name and address of the proxy appointed. A proxy need not be a member of the Company. If you complete the proxy form but do not delete the words “the Chairman of the Meeting” and you do not appoint another person as proxy, the Chairman shall be entitled to vote as proxy.
8. In the absence of any specific direction, a proxy shall be deemed to be entitled to vote in respect of all the shares in the relevant holding.
9. If you submit more than one valid proxy appointment, the appointment received last before the latest time and date for receipt of proxies will take precedence.
10. Returning the proxy form will not prevent you from attending the Meeting and voting in person.

BUSINESS REPLY SERVICE

Licence No. DO 104

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**Cains Fiduciaries Limited
Registered Office
15-19 Athol Street
Douglas
Isle of Man
IM86 2AG**