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**PROOF OF CLAIM - CURRENT AND FORMER HOLDERS OF MERIT ENERGY LTD.  
FLOW-THROUGH SHARES**

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*Please read carefully the "Instructions to Current and Former Holders of Merit Energy Ltd. Flow-Through Shares for Proof of Claim" accompanying this Form. Please type or print legibly.*

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**PART I: CLAIMANT IDENTIFICATION**

Full Legal Name of Shareholder: \_\_\_\_\_  
*First Middle Last*

Street Address: \_\_\_\_\_

City: \_\_\_\_\_ Province: \_\_\_\_\_ Postal Code: \_\_\_\_\_

Phone Number (include area code): \_\_\_\_\_ Email: \_\_\_\_\_

Full Legal Name of Person Filling out Proof of Claim (if different from Shareholder):

\_\_\_\_\_  
*First Middle Last*

Relationship to Shareholder: \_\_\_\_\_

Do you hold Merit flow-through shares for the benefit of any other individual or entity?

Yes

No

If yes, provide the following Information:

Full Legal Name of Beneficial owner: \_\_\_\_\_  
*First Middle Last*

Street Address: \_\_\_\_\_

City: \_\_\_\_\_ Province: \_\_\_\_\_ Postal Code: \_\_\_\_\_

Phone Number (include area code): \_\_\_\_\_ Email: \_\_\_\_\_

**PART II: SCHEDULE OF TRANSACTIONS IN MERIT ENERGY LTD. FLOW-THROUGH SHARES**

**\* If you owned Merit Energy Ltd. common stock before you purchased Merit Energy Ltd. flow-through shares pursuant to the short form prospectus dated July 30, 1999, or if you bought Merit Energy Ltd. common stock after you purchased Merit Energy Ltd. flow-through shares pursuant to the short form prospectus dated July 30, 1999, please complete Schedule A.**

A) Number of Merit Energy Ltd. flow-through shares bought pursuant to the short form prospectus dated July 30, 1999: \_\_\_\_\_

B) Number of Merit shares sold after purchase of Merit Energy Ltd. flow-through shares:

Trade Date(s) Sold <i>m/d/y</i>	Number of Shares Sold	Sale Price Per Share	Total Sale Price <i>(Excluding Commissions and Fees)</i>

C) Number of Merit shares held at close of trading on April 12, 2000: \_\_\_\_\_

**ACCURATE CLAIMS PROCESSING TAKES TIME  
THANK YOU FOR YOUR PATIENCE**

**PART III: ACKNOWLEDGMENTS AND SUBMISSION TO JURISDICTION OF COURT**

1. I acknowledge that the Administrator has the right to require that I submit additional information or documentation in support of my claim, and the Administrator in connection with this claim may examine me under oath. I acknowledge that the Administrator may contact investment dealers, depositories and other intermediaries to obtain information relating to my Merit shares. I consent to such contact, authorize the person contacted to provide the Administrator with the information requested and, if necessary, I will execute such documents as may be reasonably required in order to allow the release of information.
2. I acknowledge that the Administrator is obligated and entitled to disclose the details of any claim and all matters pertaining to it to The Court of Queen’s Bench of Alberta.
3. I agree that any disputes relating to my claim against Merit will be determined in accordance with this process under the supervision of The Court of Queen’s Bench of Alberta.
4. I acknowledge that by submitting this claim I am releasing any and all claims relating to the Merit flow-through share offering as described in the August 7, 2002 Order of the Honourable Mr. Justice S.J. Lovecchio (included in this Claims Package) that I may have against the Defendants, who are more fully described in the August 7, 2002 Order.

DATED at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 2002.

\_\_\_\_\_  
*(Signature of Witness)*

\_\_\_\_\_  
*(Signature of individual completing this form)*

\_\_\_\_\_  
*(Please print name)*

\_\_\_\_\_  
*(Please print name)*

The completed Proof of Claim together with the schedule (if required), supporting documentation, and any other accompanying documents, must be received by the Administrator, no later than 5:00 p.m. (Mountain Time), month, day, 2002 at the following address or facsimile:

**KPMG Inc.**

Merit Claims Administrator  
Suite 1200  
Bow Valley Square II  
205 - 5th Avenue SW  
Calgary Alberta T2P 4B9

**Attention: Brian Trypka, CA, CIRP**

Telephone: (403) 691-8000  
Facsimile: (403) 691-8009

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**STATUTORY DECLARATION**

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I \_\_\_\_\_ solemnly swear/affirm that:  
*(full legal name of Claimant or Representative)*

- a) this Proof of Claim form sets out all transactions involving Merit flow-through, and common shares from the time Merit Energy Ltd. flow-through shares were purchased pursuant to the short form prospectus dated July 30, 1999;
- b) this Proof of Claim form sets out the number of Merit shares owned as at the close of trading on April 12, 2000; and
- c) the information contained in this Proof of Claim form is true, complete, and accurate.

SWORN/AFFIRMED before me at the \_\_\_\_\_ )  
 \_\_\_\_\_ of \_\_\_\_\_, )  
 in the Province of \_\_\_\_\_, this )  
 \_\_\_\_\_ day of \_\_\_\_\_ 2002. ) \_\_\_\_\_  
 ) (Signature of Claimant or Representative)  
 )  
 \_\_\_\_\_ ) \_\_\_\_\_  
 ) (If a representative, please state relationship)

A Commissioner for Oaths or Notary Public

**REMINDER CHECKLIST**

1. Please sign the Proof of Claim.
2. You must have the Statutory Declaration sworn/affirmed in front of a Commissioner for oaths or Notary Public.
3. Attach the following documents in support of your Claim:
  - a) trade confirmations for all transactions relating to Merit common stock from the time Merit Energy Ltd. flow-through shares were purchased pursuant to the short form prospectus dated July 30, 1999 until the close of trading on April 12, 2000;
  - b) If claiming total value of shares, Broker's statements showing Merit common stock owned subsequent to April 12, 2000;
4. Do not send original stock certificates or confirmations.
5. Keep a copy of the claim, and all supporting documentation for your records.
6. If you desire an acknowledgment of receipt of the claim form, please send it by Registered Mail, Return Receipt Requested.
7. If you move, please send the Claims Administrator your new address.