

MADALENA ENERGY INC.

INSTRUMENT OF PROXY

**THIS PROXY IS SOLICITED BY THE MANAGEMENT AND WILL  
BE USED AT THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON SEPTEMBER 13, 2017**

The undersigned holder (the "**Shareholder**") of common shares (the "**Common Shares**") of Madalena Energy Inc. (the "**Corporation**") hereby nominates, constitutes and appoints Jose D. Penafiel, President and Chief Executive Officer of the Corporation, or failing him, Ezequiel Martinez Ariet, Chief Financial Officer of the Corporation, or in the place and stead of the foregoing \_\_\_\_\_, the true and lawful attorney and proxy of the undersigned to attend, act and vote in respect of all Common Shares represented by this Instrument of Proxy at the annual and special meeting (the "**Meeting**") of the Shareholders of the Corporation to be held on Tuesday, September 13, 2017 at 10:00 p.m. (Calgary time) at the offices of the Corporation's legal counsel, Burstall Winger Zammit LLP, located at Suite 1600, 333 – 7th Avenue S.W., Calgary, Alberta, and at any adjournment thereof. The undersigned hereby instructs the said proxy to vote the Common Shares represented by this Instrument of Proxy in the following manner (**and, if no instruction has been given, to vote FOR each of the matters set forth below**):

- |  |                              |                                   |
|--|------------------------------|-----------------------------------|
| 1. To fix the number of directors for the ensuing year at eight (8);   | FOR <input type="checkbox"/> | AGAINST <input type="checkbox"/>  |
| 2. To elect Ruben Etcheverry as a director   | FOR <input type="checkbox"/> | WITHHOLD <input type="checkbox"/> |
| To elect Ralph Gillcrist as a director   | FOR <input type="checkbox"/> | WITHHOLD <input type="checkbox"/> |
| To elect Gus Halas as a director   | FOR <input type="checkbox"/> | WITHHOLD <input type="checkbox"/> |
| To elect Barry Larson as a director  | FOR <input type="checkbox"/> | WITHHOLD <input type="checkbox"/> |
| To elect Leonardo Madcur as a director   | FOR <input type="checkbox"/> | WITHHOLD <input type="checkbox"/> |
| To elect Eric Mark as a director   | FOR <input type="checkbox"/> | WITHHOLD <input type="checkbox"/> |
| To elect Alejandro Penafiel as a director  | FOR <input type="checkbox"/> | WITHHOLD <input type="checkbox"/> |
| To elect Jose D. Penafiel as a director  | FOR <input type="checkbox"/> | WITHHOLD <input type="checkbox"/> |
| 3. To appoint KPMG LLP, Chartered Accountants, as auditors for the Corporation until the next annual meeting or until their successor are appointed and to authorize the board of directors of the Corporation to fix their remuneration;  | FOR <input type="checkbox"/> | WITHHOLD <input type="checkbox"/> |
| 4. To approve the Corporation's incentive stock option plan;   | FOR <input type="checkbox"/> | AGAINST <input type="checkbox"/>  |
| 5. The ordinary resolution of shareholders to approve a convertible loan to be provided to Madalena by KD Energy International Capital Limited (" <b>KD Energy</b> ") pursuant to the terms of the convertible loan agreement, which will result in KD Energy becoming a new "Control Person" (as such term is defined in the TSX Venture Exchange Corporate Finance Manual) of the Corporation, the full text of which is set forth in the accompanying management information circular of the Corporation dated August 17, 2017; and | FOR <input type="checkbox"/> | AGAINST <input type="checkbox"/>  |
| 6. At the discretion of the said proxyholders, upon any amendment or variation of the above matters or any other matter that may be properly brought before the Meeting or any adjournment thereof in such manner as such proxy, in such proxyholder's sole judgment, may determine.   |                              |                                   |

**This Instrument of Proxy is solicited on behalf of the management of the Corporation. The Common Shares represented by this Instrument of Proxy will be voted and, where the Shareholder has specified a choice with respect to the above matters, will be voted as directed above or, if no direction is given, will be voted in favour of the above matters.** The undersigned hereby revokes any proxies heretofore given.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

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

\_\_\_\_\_  
(Name of Shareholder - Please Print)

Number of Common Shares  
represented by this proxy: \_\_\_\_\_

**NOTES:**

1. This Instrument of Proxy confers discretionary authority upon the persons named herein with respect to amendments or variations to matters identified above or with respect to such other matters as may properly come before the Meeting. At the time of mailing of this Instrument of Proxy, the management of the Corporation knows of no such amendments or other matters.

2. The Common Shares owned by the Shareholder and represented by this Instrument of Proxy will be voted or withheld from voting by the proxyholder in accordance with the instructions of the Shareholder as specified by marking an "X" or similar notation in the space provided for that purpose. **In the absence of any such specifications, the management designees, if named as proxy, will vote in favour of all the matters set out herein.**

**3. The Shareholder has the right to appoint a person (who need not be a Shareholder of the Corporation) to attend and act on its behalf at the Meeting other than the persons named in this proxy. To exercise this right, the Shareholder must strike out the name of the person named in this Instrument of Proxy and insert the name of its nominee in the space provided or complete another appropriate form of proxy.**

4. A proxy will not be valid unless signed by the Shareholder or by its attorney authorized in writing, or, in the case of a corporation, executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation. If the proxy is executed by an attorney for the Shareholder or by an officer or attorney of a corporate Shareholder not under its corporate seal, the instrument so empowering the attorney or officer or a notarial copy thereof should accompany the proxy. If the proxy is not dated, it will be deemed to be dated on the date it was mailed to the Shareholder.

5. A Shareholder who has given a proxy has the power to revoke it. A proxy may be revoked by an instrument in writing signed by the Shareholder or its attorney authorized in writing, or, if the Shareholder is a corporation, under its corporate seal or signed by a duly authorized officer or attorney for the corporation, and either deposited: (i) at the offices of the transfer agent of the Corporation, Alliance Trust Company, 1010, 407 – 2<sup>nd</sup> Street SW, Calgary, Alberta T2P 2Y3 (Facsimile: (403) 237-6181, online at [www.alliancetrust.ca](http://www.alliancetrust.ca)), at any time, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the Meeting or an adjournment thereof; or (ii) with the Chairman of the Meeting on the day of the Meeting or an adjournment of the Meeting. In addition, a proxy may be revoked by the Shareholder executing another form of proxy bearing a later date and depositing same at the offices of the Corporation not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the Meeting or adjournment thereof, or by the Shareholder personally attending the Meeting and voting its Common Shares.

6. Proxies may be deposited at the offices of Alliance Trust Company: (i) by mail at (Attention: Proxy Department), 1010, 407 – 2<sup>nd</sup> Street SW, Calgary, Alberta T2P 2Y3, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, preceding the Meeting or an adjournment of the Meeting. **Do not mail the printed proxy if you have voted via the Internet.**