

**Hardy Oil and Gas plc**

(the "Company")

**FORM OF PROXY**

Before completing this form please read the explanatory notes.

I/We .....

of .....

being a shareholder of the Company hereby appoint the Chairman of the meeting or (see note 3)

as my/our proxy to attend, represent and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 4.00 pm on 30 September 2019 and at any adjournment thereof. Please indicate with an "X" in the space below how you wish your votes to be cast in respect of the resolutions which are set out in the notice convening the Annual General Meeting (the "Notice"). If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

**ORDINARY RESOLUTIONS**

	FOR	AGAINST	WITHHELD
1. To receive and adopt the Company's annual accounts for the year ended 31 March 2019 together with the Directors' Report and Auditors' Report on those accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To receive and consider the Directors' Remuneration Report (other than the Directors' Remuneration Policy) contained in the annual report for the year ended 31 March 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Peter Milne as a Non-Executive Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint Crowe U.K. LLP as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company, at a remuneration to be determined by the Directors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**SPECIAL RESOLUTIONS**

5. To authorise the disapplication of the provisions of Article 5.1 of the Articles of Association of the Company allowing the issue of up to an aggregate number of 3,688,202 ordinary shares which represents 5 per cent of the issued share capital of the Company as at the date of the Notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Company generally for the purpose of sections 13 of the Isle of Man Companies Act 1992 to make one or more market purchases (within the meaning of section 13(2) of the said Act) to make market purchases of ordinary shares of US\$0.01 each in the capital of the Company subject to the conditions set out in the Notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date:..... Signature:.....

Name (Printed):..... Number of Shares proxy appointed over: .....

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 (if permitted) and vote at a general meeting of the Company.

You can only appoint a proxy using the procedures set out in these notes.

2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman of the meeting, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. If you wish to appoint more than one proxy, please contact the Company's registrar, IQ EQ (Isle of Man) Limited, at First Names House, Victoria Road, Douglas, Isle of Man, IM2 4DF, telephone +44 1624 630630.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to the Company's registrar, IQ EQ (Isle of Man) Limited, at First Names House, Victoria Road, Douglas, Isle of Man, IM2 4DF;
  - received by IQ EQ (Isle of Man) Limited no later than 4.00 pm on 26 September 2019.
7. In the case of an adjournment, the form must be received by IQ EQ (Isle of Man) Limited no later than 48 hours (excluding any non-business day) before the rescheduled meeting. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
10. If you submit more than one proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.