

**LETTER OF TRANSMITTAL
FOR REGISTERED HOLDERS OF COMMON SHARES
OF
TRIAXON RESOURCES LTD.**

This Letter of Transmittal, properly completed and duly executed, together with all other documents required hereby, must accompany certificates for common shares ("TriAxon Shares") of TriAxon Resources Ltd. ("TriAxon") delivered in connection with the proposed arrangement (the "Arrangement") among TriAxon, the holders of TriAxon Shares (each a "TriAxon Shareholder"), Crescent Point Energy Corp. ("Crescent Point"), and 7277083 Canada Ltd., a wholly owned subsidiary of Crescent Point, pursuant to the *Canada Business Corporations Act*. Upon the Arrangement becoming effective, each issued and outstanding TriAxon Share, other than those held by Crescent Point and Dissenting Shareholders (if any), will be exchanged for 0.18 of a common share of Crescent Point (each whole share a "Crescent Point Share"). Capitalized terms used but not defined in this Letter of Transmittal which are defined in the information circular (the "Information Circular") of TriAxon dated November 18, 2009 have the meanings set out in the Information Circular.

TriAxon Shareholders whose TriAxon Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee should contact that nominee for instructions and assistance in delivering those TriAxon Shares to the Depositary.

YOU ARE STRONGLY URGED TO READ THE ACCOMPANYING INFORMATION CIRCULAR AND THE APPENDICES ATTACHED THERETO, BEFORE COMPLETING THIS LETTER OF TRANSMITTAL.

Please read the Instructions set out below carefully before completing this Letter of Transmittal.

**TO: TRIAXON RESOURCES LTD.
AND TO: CRESCENT POINT ENERGY CORP.
AND TO: OLYMPIA TRUST COMPANY, AS DEPOSITARY ("the Depositary")**

The undersigned represents and warrants that the undersigned owns the number of TriAxon Shares represented by the enclosed certificate(s) and delivers such TriAxon Share certificate(s) to you for deposit in exchange for Crescent Point Shares at the exchange ratio of 0.18 of a Crescent Point Share for each such TriAxon Share upon the terms and conditions contained in the Information Circular. The following are the details of the enclosed certificate(s):

DESCRIPTION OF CERTIFICATES DEPOSITED		
Certificate Number(s)	Name and Address in which TriAxon Shares are Registered (see Instruction 7)	Number of TriAxon Shares Held
TOTAL:		

(If space is not sufficient, please attach a list in the above form.)

- Some or all of my TriAxon Share certificates have been lost, stolen or destroyed. Please review Instruction 8 of the instructions hereof for the procedure to replace lost or destroyed certificates. (Check box if applicable).

The tax implications of the Arrangement are discussed in greater detail in the Information Circular under the heading "Certain Canadian Federal Income Tax Considerations".

No certificates representing fractional Crescent Point Shares will be issued pursuant to the Arrangement. In the event that the Arrangement would in any case otherwise result in a registered TriAxon Shareholder being entitled to a fractional Crescent Point Share, the number of Crescent Point Shares issued to such TriAxon Shareholder shall be rounded up to the next greater whole number of Crescent Point Shares if the fractional entitlement is equal to or greater than 0.5, and shall be rounded down to the next lesser whole number of Crescent Point Shares if the fractional entitlement is less than 0.5. In calculating such fractional interests, all TriAxon Shares registered in the name of each TriAxon Shareholder shall be aggregated.

RESIDENCY

The undersigned certifies that the residence of the undersigned is as follows (check one of the following two boxes only, as applicable):

- Resident of Canada or a partnership that is a Canadian partnership, both for the purposes of the *Income Tax Act* (Canada)
- Resident of any jurisdiction other than Canada

Any TriAxon Shareholder failing to complete one of the above two boxes will, pursuant to the Arrangement, have their TriAxon Shares exchanged directly with Crescent Point for Crescent Point Shares, rather than exchanged for Crescent Point Shares under the amalgamation. If such TriAxon Shareholder is not resident of Canada or a Canadian partnership, the direct exchange will result in certain adverse income tax treatment to such TriAxon Shareholder. TriAxon Shareholders should refer to the Information Circular under the heading "Certain Canadian Federal Income Tax Considerations" in this regard.

The undersigned:

1. represents and warrants that the undersigned is the legal owner of the above listed TriAxon Shares and has good title to the rights represented by the abovementioned certificate(s) free and clear of all liens, charges, encumbrances, claims and equities and, together with all rights and benefits, and the undersigned has full power and authority to deliver such certificates;
2. represents and warrants that all information provided by the undersigned in this Letter of Transmittal is true, accurate and complete;
3. represents and warrants that it is resident in the jurisdiction set out as "Address of TriAxon Shareholder" on page 3 of this Letter of Transmittal;
4. represents and warrants that the undersigned has full power and authority to complete, execute and deliver this Letter of Transmittal, to deposit, sell, assign and transfer the TriAxon Shares listed herein and, unless the undersigned shall have revoked this Letter of Transmittal by notice in writing given to the Depositary, the undersigned will not, prior to such time, transfer or permit to be transferred any of the TriAxon Shares represented by the certificates delivered herewith;
5. directs the Depositary to send the certificates representing the Crescent Point Shares to which the undersigned is entitled on completion of the Arrangement to the address, or hold them for pickup, as indicated in this Letter of Transmittal, unless otherwise indicated under "*Box A - Special Registration Instructions*" or "*Box B - Special Delivery Instructions*" on page 4 of this Letter of Transmittal;
6. covenants and agrees to execute, upon request, any additional documents, transfers and other assurances as may be necessary or desirable to complete the exchange of certificate(s) representing TriAxon Shares for the certificates representing Crescent Point Shares; and
7. acknowledges that all authority conferred, or agreed to be conferred by the undersigned herein may be exercised during any subsequent legal incapacity of the undersigned and shall survive the death, incapacity, bankruptcy or insolvency of the undersigned and all obligations of the undersigned herein shall be binding upon any heirs, personal representatives, successors and assigns of the undersigned.

The undersigned acknowledges and agrees that the covenants, representations and warranties of the undersigned herein shall survive the completion of the Arrangement.

The undersigned revokes any and all authority, other than as granted in this Letter of Transmittal or any proxy delivered by the undersigned for use at the Meeting, whether as agent, attorney-in-fact, attorney, proxy or otherwise, previously conferred or agreed to be conferred by the undersigned at any time, with respect to the TriAxon Shares represented by the certificates being deposited. No subsequent authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise will be granted with respect to the TriAxon Shares represented by the certificates being deposited. Each authority conferred or agreed to be conferred by the undersigned in this Letter of Transmittal survives the death or incapacity of the undersigned and any obligation of the undersigned hereunder is binding upon the heirs, legal representatives, successors and assigns of the undersigned.

Unless otherwise indicated under "*Box A - Special Registration Instructions*" or "*Box B - Special Delivery Instructions*" on page 4 of this Letter of Transmittal (in which case registration or delivery should be made in accordance with those instructions), certificate(s) representing the Crescent Point Shares to which the undersigned is entitled under the Arrangement should be issued in the name of the undersigned and delivered to the undersigned at the address specified below the signature of the undersigned on page 3 of this Letter of Transmittal (or if no such address or delivery instructions are given, to the latest address of record on TriAxon's share register). If the Arrangement is not completed and the Arrangement Agreement is terminated, the undersigned directs the Depository to return the enclosed certificate(s) in accordance with the instructions in the preceding sentence.

Signature guaranteed by (see Instructions 4 and 5)

Dated: _____, 20____.

Authorized Signature of Guarantor

Signature of TriAxon Shareholder or Authorized Representative
(see Instructions 4 and 6)

Name of Guarantor (please print or type)

Address of TriAxon Shareholder

Address of Guarantor (please print or type)

Daytime Telephone Number of TriAxon Shareholder

Facsimile Number of TriAxon Shareholder

Social Insurance Number, Business Number or U.S. Resident Taxpayer
Identification Number (**must be provided**)

Name of TriAxon Shareholder (please print or type)

Name of Authorized Representative, if applicable (please print or type)

Total Number of TriAxon Shares Beneficially Held by the TriAxon Shareholder

EVERY TRIAXON SHAREHOLDER WHO TENDERS TRIAXON SHARES PURSUANT TO THIS LETTER OF TRANSMITTAL MUST COMPLETE AND EXECUTE THE ABOVE INCLUDING, WHERE REQUIRED, THE SIGNATURE GUARANTEE INFORMATION.

REGISTRATION AND DELIVERY INSTRUCTIONS (If you want the securities issuable to you pursuant to the Arrangement registered differently, please provide separate registration instructions for each registration)

<p style="text-align: center;">BOX A SPECIAL REGISTRATION INSTRUCTIONS (See Instruction 3)</p> <p><i>To be completed only if the certificate(s) for the Crescent Point Shares are NOT to be issued in the name of the TriAxon Shareholder set out on page 3.</i></p> <p>Register in the Name of: _____ <i>(please print)</i></p> <p>Address: _____ _____ _____ <i>(include postal or zip code)</i></p> <p>_____ <i>(Social Insurance Number, Business Number or U.S. Resident Taxpayer Identification Number)</i></p>	<p style="text-align: center;">BOX B SPECIAL DELIVERY INSTRUCTIONS (See Instruction 3)</p> <p><i>To be completed only if the certificate(s) of the Crescent Point Shares are to be sent to a name or an address other than the name and address of the TriAxon Shareholder set out on page 3.</i></p> <p>Deliver certificates to the attention of: _____ <i>(please print)</i></p> <p>Address: _____ _____ _____ <i>(include postal or zip code)</i></p>
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BOX C

Check here if the certificate(s) are to be held for pick-up at the office of the Depositary at which this Letter of Transmittal is deposited.

INSTRUCTIONS

1. Exchange

To receive certificates representing the Crescent Point Shares to which a registered holder of TriAxon Shares is entitled on completion of the Arrangement, registered holders of TriAxon Shares must deposit with the Depository (at the address specified on the last page hereof) a duly completed and executed Letter of Transmittal together with the certificates representing their TriAxon Shares and any other documents required by this Letter of Transmittal.

2. Use of Letter of Transmittal

- (a) The method used to deliver this Letter of Transmittal and any accompanying certificate(s) representing TriAxon Shares and all other required documents is at the option and risk of the person depositing the same, and delivery will be deemed effective only when such documents are actually received by the Depository. It is recommended that the necessary documentation be hand delivered to the Depository, at their office specified on the back page of this document, and a receipt obtained. However, if such documents are mailed, it is recommended that registered mail be used and that proper insurance be obtained and a return receipt requested.
- (b) This Letter of Transmittal is for use only by registered holders of TriAxon Shares. **TriAxon Shareholders whose TriAxon Shares are registered in the name of a nominee should contact their stockbroker, investment dealer, bank, trust company or other nominee for assistance in depositing their TriAxon Shares.**

3. Special Registration and Delivery Instructions

The boxes entitled "*Box A - Special Registration Instructions*", "*Box B - Special Delivery Instructions*" and "*Box C*" on page 4 of this Letter of Transmittal, should be completed, as applicable, if the certificate(s) for the Crescent Point Shares to which a registered TriAxon Shareholder is entitled pursuant to the Arrangement are to be: (a) issued in the name of a person other than the person signing the Letter of Transmittal; (b) sent to someone other than the person signing the Letter of Transmittal; (c) sent to the person signing the Letter of Transmittal at an address other than that appearing below that person's signature on page 3 of this Letter of Transmittal; or (d) held by the Depository for pick-up. See also Instruction 5 "*Guarantee of Signatures*" below.

4. Signatures

This Letter of Transmittal must be completed and signed by the holder of TriAxon Shares or by such holder's duly authorized representative (in accordance with Instruction 6 below), as follows:

- (a) If this Letter of Transmittal is signed by the registered owner(s) of the accompanying certificate(s) representing TriAxon Shares, such signature(s) on this Letter of Transmittal must correspond with the name(s) as registered or as written on the face of such certificate(s) representing the TriAxon Shares being deposited without any change whatsoever, and the certificate(s) need not be endorsed. If such certificate(s) representing TriAxon Shares are owned of record by two or more joint owners, all such owners must sign this Letter of Transmittal. In these circumstances, a signature guarantee is not mandatory.
- (b) If this Letter of Transmittal is signed by a person other than the registered owner(s) of the TriAxon Shares or if the certificates representing the Crescent Point Shares to which the registered TriAxon Shareholder is entitled to pursuant to the Arrangement are to be issued to a person other than the registered holder(s):
 - (i) such deposited certificate(s) representing TriAxon Shares must be endorsed or be accompanied by an appropriate share transfer power of attorney duly and properly completed by the registered owner(s); and
 - (ii) the signature(s) on such endorsement or power of attorney must correspond exactly to the name(s) of the registered owner(s) as registered or as appearing on the certificate(s) representing TriAxon Shares and must be guaranteed as noted in Instruction 5 below.

5. **Guarantee of Signatures**

If this Letter of Transmittal is executed by a person other than the registered owner(s) of the TriAxon Shares, such signature must be guaranteed by an Eligible Institution (as defined below), or in some other manner satisfactory to the Depository (except that no guarantee is required if the signature is that of an Eligible Institution).

An "Eligible Institution" means a Canadian Schedule 1 Chartered Bank, a member of the Securities Transfer Agent Medallion Program (STAMP), a member of the Stock Exchange Medallion Program (SEMP) or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP). Members of these programs are usually members of a recognized stock exchange in Canada or the United States, members of the Investment Industry Regulatory Organization, members of the National Association of Securities Dealers or banks and trust companies in the United States.

6. **Fiduciaries, Representatives and Authorizations**

Where this Letter of Transmittal or any certificate or share transfer or power of attorney is executed by a person as an executor, administrator, trustee, guardian, attorney-in-fact, or agent or on behalf of a corporation, partnership or association or is executed by any other person acting in a fiduciary or representative capacity, this Letter of Transmittal must be accompanied by satisfactory evidence of the authority to act. Any of the Depository or TriAxon, at its discretion, may require additional evidence of authority or additional documentation.

7. **Miscellaneous**

- (a) If the space on this Letter of Transmittal is insufficient to list all certificates for TriAxon Shares, additional certificate numbers, registration detail and the number of TriAxon Shares represented thereby may be included on a separate signed list affixed to this Letter of Transmittal.
- (b) If TriAxon Shares are registered in different forms (e.g. "John Doe" and "J. Doe"), a separate Letter of Transmittal should be signed for each different registration.
- (c) No alternative, conditional or contingent deposits will be accepted. All depositing holders TriAxon Shares, by execution of this Letter of Transmittal (or a copy thereof) waive any right to receive any notice by the Depository.
- (d) The holder of the TriAxon Shares covered by this Letter of Transmittal hereby unconditionally and irrevocably attorns to the non-exclusive jurisdiction of the courts of the Province of Alberta and the courts of appeal therefrom.
- (e) Additional copies of the Letter of Transmittal may be obtained on request and without charge from the Depository at its office at the address listed on the back page of this document.

8. **Lost Certificates**

If a certificate representing TriAxon Shares has been lost or destroyed, this Letter of Transmittal should be completed as fully as possible and forwarded, together with a letter describing the loss or destruction, to the Depository, which must be properly completed and submitted in good order to the Depository. In addition, the registered TriAxon Shareholder should immediately contact the Depository so that arrangements can be made to issue a replacement certificate upon the holder satisfying the requirements of TriAxon relating to the replacement certificates. The Depository will require written notice of the lost or destroyed certificate.

OFFICE OF THE DEPOSITARY:

Olympia Trust Company
2300, 125 - 9th Avenue SE
Calgary, Alberta
T2G 0P6

Toll Free Telephone: 1-800-727-4493
Telephone: (403) 261-0900
E-mail: info@olympiatruster.com

Any questions and requests for assistance may be directed by shareholders to the Depositary at the telephone number and location set out above.