



PROXY

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
December 14, 2009**

**THIS PROXY IS SOLICITED BY THE MANAGEMENT OF
TRIAxon RESOURCES LTD.**

The undersigned, being a shareholder of TriAxon Resources Ltd. (the "**Corporation**") and entitled to vote, hereby appoints Jeff Saponja, President and Chief Executive Officer of the Corporation, or failing him, Dale Cugnet, Chief Financial Officer of the Corporation, or instead of either of the foregoing, _____ as proxy of the undersigned, with full power of substitution, to attend, act and vote for and on behalf of the undersigned at the annual and special meeting of shareholders of the Corporation to be held on December 14, 2009 (the "**Meeting**") and at any or all adjournment thereof, in the same manner, to the same extent and with the same powers as if the undersigned were present at the Meeting or any adjournment or adjournments thereof and, without limiting the general authorization given, the person named above is specifically directed to vote on behalf of the undersigned in the following manner:

1. FOR _____ or AGAINST _____ a special resolution, the full text of which is set forth in Appendix A to the accompanying information circular of TriAxon dated November 18, 2009 (the "**Information Circular**"), approving an arrangement under Section 192 of the *Canada Business Corporations Act* involving the Corporation, the shareholders of the Corporation, Crescent Point Energy Corp., and 7277083 Canada Inc. (the "**Arrangement**"), all as more particularly described in the Information Circular;
2. FOR _____ or WITHHOLD FROM VOTING FOR _____ the election of directors nominated as set forth in the Information Circular to hold office until the earlier of the completion of the Arrangement and the close of the next annual meeting of the shareholders of the Corporation; and
3. FOR _____ or WITHHOLD FROM VOTING FOR _____ the appointment of KPMG LLP, Chartered Accountants, as auditors of the Corporation, at such remuneration as may be approved by the directors of the Corporation, until the earlier of the completion of the Arrangement and the close of the next annual meeting of the shareholders of the Corporation.

The securities represented by this proxy will be voted as directed by the undersigned where the undersigned has specified a choice with respect to the above matters and will be voted or withheld from voting in accordance with any instructions indicated on any ballot that may be called for. Unless a contrary instruction is indicated, this proxy will be voted at the Meeting in favour of the matters referred to above.

If any amendment or variation to the matters identified in the Notice of Special and Annual Meeting which accompanies this proxy is proposed at the Meeting or at any adjournment thereof, or if any other matters properly come before such meeting or any adjournment thereof, this Proxy confers discretionary authority to vote any such amendment or variation or such other matters according to the best judgment of the person voting the proxy. The undersigned hereby agrees to ratify and confirm all that such proxyholder may do by virtue hereof.

The undersigned hereby revokes any instrument of proxy previously given to vote at the Meeting. The undersigned acknowledges receipt of the Notice of Annual and Special Meeting and Information Circular.

DATED this ____ day of _____, 2009.

Signature of Shareholder or Authorized
Representative

Name of Shareholder (Please Print)

Number of Common Shares Held

NOTES:

- (1) **A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY OTHER THAN THE PERSONS DESIGNATED IN THIS FORM OF PROXY, WHO NEED NOT BE A SHAREHOLDER, TO ATTEND, ACT AND VOTE ON THE SHAREHOLDER'S BEHALF AT THE MEETING. THIS RIGHT MAY BE EXERCISED BY INSERTING SUCH OTHER PERSON'S OR COMPANY'S NAME IN THE BLANK SPACE PROVIDED FOR THAT PURPOSE OR BY COMPLETING ANOTHER PROPER FORM OF PROXY AND, IN EITHER CASE, BY DELIVERING THE COMPLETED FORM OF PROXY AS INDICATED BELOW.**
- (2) This form of proxy must be dated and must be executed by the shareholder or the shareholder's attorney authorized in writing or, if the shareholder is a body corporate, under its corporate seal by an officer or attorney thereof duly authorized. A copy of such authorization should accompany this form of proxy. Persons signing as executors, administrators, trustees, etc. should so indicate. If this form of proxy is not dated, it shall be deemed to bear the date on which it was received by Valiant Trust Company.
- (3) In order for this form of proxy to be effective at the Meeting or any adjournment thereof, it must be signed and dated and received by Valiant Trust Company, Attn: Proxy Department, 310, 606 – 4th Street S.W., Calgary, Alberta, T2P 1T1, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the commencement of the Meeting or any adjournment thereof. The time limit for the deposit of proxies may be waived by the Chairman of the Meeting at his discretion, without notice.

