



JX Energy Ltd.

(incorporated under the laws of Alberta with limited liability)

(HK stock code: 3395)

FORM OF PROXY

This form of proxy (the “Proxy”) is solicited by management of JX Energy Ltd. (the “Company”) and will be used at the Annual General and Special Meeting (the “Meeting”) of the holders (the “Shareholders”) of common shares (the “Common Shares”) in the capital of the Company to be held at Suite 900, 717 7th Avenue SW, Calgary, Alberta T2P 0Z3, Canada on June 30, 2023 at 9:00 a.m. (Calgary time), for the following purposes.

The undersigned Shareholder, hereby appoints Yongtan Liu, Chairman of the Board and Executive Director of the Company, or failing him, Tara Leray, Chief Financial Officer and Joint Company Secretary of the Company, or instead of either of them, _____ as proxyholder, with power of substitution, to attend and vote for and act on behalf of the undersigned at the Meeting and any adjournments thereof, and at any poll(s) which may take place in consequence thereof, with the same powers that the undersigned would have if the undersigned were present at the Meeting or any adjournments thereof, and without limiting the foregoing, the said proxy is hereby instructed to vote for or against or withhold from voting the Common Shares of the undersigned at the said Meeting as follows:

		FOR	AGAINST
1.	Fixing the number of directors to be elected at the Meeting at five (5).		
2.	Electing or re-electing, as the case may be, the following individuals as directors of the Company for the ensuing year:	FOR	WITHHOLD FROM VOTING
	(a) Yongtan Liu		
	(b) Pingzai Wang		
	(c) Richard Dale Orman		
	(d) Larry Grant Smith		
	(e) Peter David Robertson		
3.	Re-appointing BDO Limited as the auditors of the Company for the ensuing year and authorizing the directors of the Company to fix their remuneration as such.		
		FOR	AGAINST
4.	To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution granting the Board a general and unconditional mandate to allot, issue or otherwise deal with the Common Shares allotted or agreed to be allotted not exceeding twenty percent (20%) of the aggregate issued and outstanding share capital of the Company as at the date of this resolution (the “Issuing Mandate”), as more particularly described in the Company’s management information circular to be despatched for the meeting (the “Circular”).		
5.	To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution granting the Board a general and unconditional mandate to exercise all the power of the Company to repurchase Common Shares not exceeding ten percent (10%) of the aggregate issued and outstanding share capital of the Company as at the date of this resolution (the “Share Repurchase Mandate”), as more particularly described in the Circular.		
6.	To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution granting the Board a general and unconditional mandate to extend the Issuing Mandate by the aggregate number of Common Shares repurchased by the Company pursuant to the exercise of the Share Repurchase Mandate, as more particularly described in the Circular.		
7.	To consider and, if deemed advisable, to pass, with or without variation, a special resolution to approve the proposed amendments to the existing By-Laws of the Company (the “Proposed Amendments”), as more particularly described in the Circular.		
8.	To consider and, if deemed advisable, to pass, with or without variation, a special resolution to approve and adopt the new set of by-laws, incorporating and consolidating all the Proposed Amendments, in substitution for and to the exclusion of the existing By-Laws of the Company.		
9.	To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.		

Upon any amendment to or variation of the above matters or on any other matter properly brought before the Meeting, the proxyholder will have the discretion to act in such manner as such proxyholder, in his or her sole discretion, may determine.

The undersigned hereby revokes any proxies previously given for the Meeting referred to herein.

Number of Common Shares in respect of which this proxy is given (if no number is specified, then this proxy is given in respect of all Common Shares registered in the name of the Shareholder): _____

Dated _____ this day of _____, 2023.

Name of Shareholder (Please Print)

Signature of Shareholder

Please see notes to this Proxy on reverse.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this form of proxy has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 ("PDPO"), which includes your and your proxy's name and address.

You and your proxy's Personal Data provided in this form of proxy will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Meeting. The supply of your and your proxy's Personal Data is on a voluntary basis. However, the Company may not be able to process your request unless you provide us with your and your proxy's Personal Data.

Your and your proxy's Personal Data will be disclosed or transferred to the Company's share registrar and its Hong Kong branch share registrar and transfer office and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and will be retained for such period as may be necessary for our verification and record purpose.

By providing your proxy's Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer

Computershare Hong Kong Investor Service Limited 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

By e-mail to: PrivacyOffice@computershare.com.hk

NOTES:

- (1) **Unless otherwise indicated, the persons named above, if appointed as proxyholder, will vote 'FOR' each of the above matters. If any amendments or variations to matters identified in the Notice of Meeting are proposed at the Meeting, or if any other business properly comes before the Meeting, discretionary authority is hereby conferred with respect thereto. Common Shares represented by this Proxy will be voted for or against or withheld from voting in accordance with the instructions of the Shareholder represented hereby on any vote that may be called for at the Meeting.**
- (2) **Each Shareholder has the right to appoint a person, who need not be a Shareholder of the Company, to attend and to act for them and on their behalf at the Meeting, other than the persons designated above. To exercise such rights, the names of the persons designated by the management to act should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.**
- (3) This Proxy must be dated and must be executed by the Shareholder or his attorney authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized. A copy of such authorization should accompany this Proxy. Persons signing as executors, administrators, trustees, etc. should so indicate. If this Proxy is not dated, it shall be deemed to bear the date on which it was mailed to the Shareholder by the Company.
- (4) Any one of the joint holders of a Common Share may sign a form of proxy in respect of the share but, if more than one of them is present at the Meeting or represented by proxyholder, that one of them whose name appears first in the register of members in respect of the Common Share, or that one's proxyholder, will alone be entitled to vote in respect thereof. Where the form of proxy is signed by a corporation, either its corporate seal must be affixed or the form should be signed by the corporation under the hand of an officer or an attorney duly authorized in writing.
- (5) If the Shareholder is a company or a corporation, this form of proxy should be executed by an officer or attorney thereof duly authorized.
- (6) If the Shareholder acquired its Common Shares prior to June 2, 2023 and is registered as a Shareholder on the register of Shareholders in Canada on June 2, 2023 (the "**Record Date**"), such Shareholder's records are maintained on the Canadian register and the proxy should be deposited in accordance with the instructions set out in Section 7(a) below. If the Shareholder acquired its Common Shares on or after June 2, 2023 and is registered as a shareholder of the Company on the Hong Kong register on the Record Date, such Shareholder's records are maintained on the Hong Kong register and the Proxy should be deposited in accordance with the instructions set out in Section 7(b) below.
- (7) To be effective, this Proxy must be completed, signed, dated and deposited, as applicable:
 - (a) if the Shareholder is on the Canadian register, at the office of the Company's principal share registrar in Canada, being Computershare Trust Company of Canada, at Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Canada, so that it is received no later than 48 hours (Toronto time) (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof. **Registered shareholders may also use the internet site at www.investorvote.com to transmit their voting instructions or vote by phone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America).** Shareholders are cautioned that the use of mail to transmit proxies is at each Shareholder's risk; or
 - (b) if the Shareholder is on the Hong Kong register, at the office of the Company's branch share registrar in Hong Kong, being Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, during regular business hours not later than 48 hours before the Meeting (Hong Kong time) (excluding Saturdays, Sundays and public holidays in Hong Kong) prior to the time of the Meeting or any adjournment thereof or, deposited with the Chairman of the Meeting on the day of the Meeting prior to the commencement of the Meeting.
- (8) Completion and delivery of this proxy will not preclude the Shareholder from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.