

RODINIA OIL CORP.
Suite 320, 715 – 5th Avenue S.W.
Calgary, AB T2P 2X6

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 NOVEMBER 10, 2011**

The undersigned shareholder (the "**Shareholder**") of Rodinia Oil Corp. (the "**Corporation**") hereby nominates, constitutes and appoints Robert J. Iverach Q.C., or failing him, Shane J. Kozak, 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 class "A" common shares of the Corporation (the "**Common Shares**") held by the Shareholder at the annual and special meeting (the "**Meeting**") of the shareholders of the Corporation to be held on Thursday, November 10, 2011 at 3:30 p.m. (Calgary time) at Rodinia's Conference Room, Main Floor, 715 - 5th Avenue SW, Calgary, Alberta, T2P 2X6 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**):

1. TO VOTE FOR [] OR AGAINST [] (or if no choice is specified **FOR**)

To fix the number of directors for the ensuing year at five (5).

2. TO VOTE FOR [] OR WITHHOLD FROM VOTING [] (or if no choice is specified **FOR**)

To elect as directors the nominees proposed by management of the Corporation to hold office until the next annual meeting of Shareholders or until their successors are duly elected or appointed.

3. TO VOTE FOR [] OR WITHHOLD FROM VOTING [] (or if no choice is specified **FOR**)

To appoint PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of the Corporation until the next annual meeting and to authorize the directors to fix their remuneration;

4. TO VOTE FOR [] OR AGAINST [] (or if no choice is specified **FOR**)

The resolution approving the Corporation's incentive stock option plan as described in the Information Circular accompanying this Instrument of Proxy;

5. TO VOTE FOR [] OR AGAINST [] (or if no choice is specified **FOR**)

The resolution in the form set out in the Information Circular approving the shareholder rights plan as described in the Information Circular accompanying this Instrument of Proxy; and

6. To vote in the discretion of the proxy nominee on any amendments to or variations of matters identified in the Notice of Meeting and on any other matters which may properly come before the Meeting.

DATED this _____ day of _____, 2011.

(Signature of Shareholder)

(Name of Shareholder - Please Print)

Number of Common Shares represented by this proxy: _____

All Common Shares represented at the Meeting by properly executed proxies will be voted and, where a choice with respect to any matter to be acted upon has been specified in this Instrument of Proxy, the Common Shares represented hereby will be voted in accordance with such specifications. **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.**

If the shareholder is a corporation, the Instrument of Proxy must be under its corporate seal or under the hand of an officer duly authorized in that behalf.

Proxies, to be valid, must be deposited at the office of the registrar and transfer agent of the Corporation, Valiant Trust Company, Suite 310, 606 – 4th Street S.W., Calgary, Alberta, T2P 1T1, Fax: (403) 233-2857, not less than 48 hours, excluding Saturdays, Sundays and holidays, preceding the Meeting or any adjournment of the Meeting.

A blank space has been provided to date the Instrument of Proxy. If the Instrument of Proxy is undated, it will be deemed to bear the date on which it is mailed by the person making the solicitation.

A SHAREHOLDER HAS THE RIGHT TO DESIGNATE A PERSON (WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION) OTHER THAN ROBERT J. IVERACH AND SHANE J. KOZAK, THE MANAGEMENT DESIGNEES, TO ATTEND AND ACT FOR IT AT THE MEETING. SUCH RIGHT MAY BE EXERCISED BY INSERTING IN THE BLANK SPACE PROVIDED ABOVE, THE NAME OF THE PERSON TO BE DESIGNATED.

If a Registered Shareholder has submitted an Instrument of Proxy, **the Registered Shareholder may still attend the Meeting and may vote in person.** To do so, the Registered Shareholder must record his/her attendance with the scrutineers before the commencement of the Meeting and revoke, in writing, the previously submitted Instrument of Proxy.

Vote by Internet

You may use the internet site at www.valianttrust.com to transmit your voting instructions. You should have this form of proxy in hand when you access the web site. You will be prompted to enter your Control Number, which is located on this Form of Proxy. If you vote by internet, your vote must be received not later than 3:30 p.m. (Calgary time) on November 8, 2011 or 48 hours prior to the time of any adjournment of the Meeting.

This website may be used to appoint a proxy holder (the "proxy holder") to attend and vote on your behalf at the Meeting and to convey your voting instructions. Complete proxy instructions are found in the Information Circular. Please note that if you appoint a proxy holder and submit your voting instructions and subsequently wish to change your appointment or voting instructions, you may resubmit their proxy, prior to the cut off time noted above. When resubmitting a proxy, the latest proxy will be recognised as the only valid one, and all previous proxies will be disregarded and considered as revoked, provided that your latest proxy is submitted within the timeframe noted above.