

**IN THE MATTER OF *THE COMPANIES' CREDITORS ARRANGEMENT ACT*,  
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT  
OF CLINE MINING CORPORATION, NEW ELK COAL COMPANY LLC AND  
NORTH CENTRAL ENERGY COMPANY**

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**CREDITORS PROXY**

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Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Plan of Compromise and Arrangement of the Applicants (as may be amended, restated or supplemented from time to time, the “**Plan**”) filed pursuant to the *Companies' Creditors Arrangement Act* (the “**CCAA**”) with the Ontario Superior Court of Justice (Commercial List) (the “**Court**”).

This proxy may only be filed by Affected Unsecured Creditors and WARN Act Plaintiffs (an “**Eligible Voting Creditor**”). Secured Noteholders must complete the Secured Noteholder Proxy with respect to their applicable portion of the Secured Noteholders Allowed Claim.

THE UNDERSIGNED ELIGIBLE VOTING CREDITOR hereby revokes all proxies previously given and nominates, constitutes, and appoints:

Paul Bishop of FTI Consulting Canada Inc., in its capacity as Monitor, or a person appointed by Paul Bishop

or, instead of the foregoing, \_\_\_\_\_, or such other Person as he/she, in his/her sole discretion, may designate to attend on behalf of and act for the Eligible Voting Creditor at the Unsecured Creditors Meeting or the WARN Act Plaintiffs Meeting, as applicable, to be held in connection with the Plan and at any and all adjournments, postponements or other rescheduling of such Meetings, and to vote the amount of the Eligible Voting Creditor's claim(s) for voting purposes as determined by and accepted for voting purposes in accordance with the Meetings Order, Claims Procedure Order and set out in the Plan as follows:

**To be completed by an Eligible Voting Creditor holding an Affected Unsecured Claim:**

1. (mark one only):

Vote **FOR** approval of the Plan; or

Vote **AGAINST** approval of the Plan.

If this proxy is submitted and a box is not marked as a vote for or against approval of the Plan, this proxy shall be voted **FOR** approval of the Plan.

- and -

2. Vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Eligible Voting Creditor with respect to any amendments, modifications, variations or supplements to the Plan and to any other matters that may come before the Unsecured Creditors Meeting or any adjournment, postponement or other rescheduling of such meeting.

**To be completed by an Eligible Voting Creditor holding a WARN Act Claim:**

3. (mark one only):

Vote **FOR** approval of the Plan; or

Vote **AGAINST** approval of the Plan.

If this proxy is submitted and a box is not marked as a vote for or against approval of the Plan, this proxy shall be voted **FOR** approval of the Plan.

- and -

4. Vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Eligible Voting Creditor with respect to any amendments, modifications, variations or supplements to the Plan and to any other matters that may come before the WARN Act Plaintiffs Meeting or any adjournment, postponement or other rescheduling of such meeting.

5. Vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Eligible Voting Creditor with respect to any amendments, modifications, variations or supplements to the Plan and to any other matters that may come before the Secured Noteholders Meeting or any adjournment, postponement or other rescheduling of such meeting.

*[Remainder of page intentionally left blank]*

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 201\_\_\_\_.

\_\_\_\_\_  
Print Name of Eligible Voting Creditor

\_\_\_\_\_  
Title of the authorized signing officer of the corporation partnership or trust, if applicable

\_\_\_\_\_  
Signature of Eligible Voting Creditor or, if the Eligible Voting Creditor is a corporation, partnership or trust, signature of an authorized signing officer of the corporation, partnership or trust

\_\_\_\_\_  
Telephone number of Eligible Voting Creditor or authorized signing officer

\_\_\_\_\_  
Mailing Address of Eligible Voting Creditor

\_\_\_\_\_  
E-mail address of Eligible Voting Creditor

\_\_\_\_\_  
Print Name of Witness, if Eligible Voting Creditor is an individual