

**EMBER RESOURCES INC.**  
**INSTRUMENT OF PROXY FOR THE COMMON SHAREHOLDERS**  
**FOR THE SPECIAL MEETING OF SHAREHOLDERS**  
**TO BE HELD ON SEPTEMBER 3, 2008**

The undersigned holder of common shares of Ember Resources Inc. ("Ember") hereby appoints Terry Meek, President and Chief Operating Officer of Ember, of the City of Calgary, in the Province of Alberta, or, failing him, Bruce Ryan, Vice President, Finance and Chief Financial Officer of Ember, of the City of Calgary, in the Province of Alberta, or instead of either of the foregoing, \_\_\_\_\_, as proxyholder of the undersigned, with full power of substitution, to attend, act and vote for and on behalf of the undersigned at the special meeting of shareholders of Ember (the "Meeting"), to be held at ● a.m. (Calgary time) on Wednesday, September 3, 2008 at ●, Calgary, Alberta, and at any adjournment thereof, and on every ballot that may take place in consequence thereof to the same extent and with the same powers as if the undersigned were personally present at the Meeting with the authority to vote at the said proxyholder's discretion, except as otherwise specified below.

Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxyholder to vote the common shares of Ember represented by this Instrument of Proxy in the following manner (check (✓) the appropriate box):

1. **FOR**  or **AGAINST**  (and, if no specification is made, FOR) passing an ordinary resolution, the full text of which is set forth in the accompanying information circular and proxy statement of Ember dated August 5, 2008, to approve a private placement of 26,829,269 subscription receipts of Ember, the participation by Ember in a proposed plan of arrangement under the *Business Corporations Act* (Alberta) involving Cordero Resources Inc. and the issuance of 26,829,269 common shares of Ember pursuant to the subscription receipts upon completion of the plan of arrangement;
2. **FOR**  or **AGAINST**  (and, if no specification is made, FOR) passing a special resolution, the full text of which is set forth in the accompanying information circular and proxy statement of Ember dated August 5, 2008, to approve an amendment to Ember's articles of incorporation to consolidate its issued and outstanding common shares on the basis of 1 post-consolidation common share for every 2.5 pre-consolidation common shares; and

at the discretion of the said proxyholders, upon any amendment or variation of the above matters or any other matter that may be properly brought before the Meeting or any adjournment thereof in such manner as such proxy, in such proxyholder's sole judgment, may determine.

**This Instrument of Proxy is solicited on behalf of the management of Ember. The common shares of Ember represented by this Instrument of Proxy will be voted and, where the shareholder has specified a choice with respect to the above matters, will be voted as directed above or, if no direction is given, will be voted in favour of the above matters.**

**Each shareholder has the right to appoint a proxyholder other than the persons designated above, who need not be a shareholder, to attend and to act for and on the behalf of such shareholder at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder's appointee should be legibly printed in the blank space provided.**

**IMPORTANT – PLEASE SEE REVERSE**

THE UNDERSIGNED HEREBY REVOKES ANY PROXIES HERETOFORE GIVEN.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2008.

\_\_\_\_\_  
**(signature of shareholder)**

\_\_\_\_\_  
**(name of shareholder - please print)**

NOTES:

1. If the shareholder is a corporation, its corporate seal must be affixed or it must be signed by an officer or attorney thereof duly authorized.
2. This Instrument of Proxy must be dated and the signature hereon should be exactly the same as the name in which the shares are registered. If the Instrument of Proxy is not dated in the above space, it is deemed to bear the date on which it is mailed by the person making the solicitation.
3. Persons signing as executors, administrators, trustees, etc., should so indicate and give their full title as such.
4. This Instrument of Proxy will not be valid and will not be acted upon or voted unless it is completed as outlined herein and deposited with Olympia Trust Company, 2300, 125 – 9<sup>th</sup> Avenue S.E., Calgary, Alberta, T2G 0P6, so that it is received not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof.