



ESSENTIAL

energy services trust

**FORM OF PROXY FOR HOLDERS OF TRUST UNITS OF ESSENTIAL ENERGY SERVICES TRUST
FOR THE ANNUAL GENERAL AND SPECIAL MEETING OF ESSENTIAL ENERGY SERVICES
TRUST TO BE HELD ON APRIL 28, 2010**

This Instrument of Proxy is solicited on behalf of the management of Essential Energy Services Operating Corp. (the “Essential Operating Corp.”), the manager of Essential Energy Services Trust (the “Trust”). The undersigned holder (“Unitholder”) of trust units (“Units”) of the Trust hereby appoints Garnet K. Amundson, President and Chief Executive Officer of Essential Operating Corp., of the City of Calgary, in the Province of Alberta, or, failing him, Jeff Newman, Vice President, Finance and Chief Financial Officer of Essential Operating Corp., 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 and act and vote for and on behalf of the undersigned at the Annual General and Special Meeting of holders of Units of the Trust to be held on April 28, 2010 (the “Meeting”), at 10:00 a.m. (Calgary time) in the Livingston Club Conference Centre at Livingston Place (South Tower), Plus 15 Level, 222 – 3rd Avenue SW, Calgary, Alberta, and at any adjournment or adjournments 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 authority to vote at the said proxyholders’ discretion, except as otherwise specified below.

Without limiting the general powers hereby conferred, the undersigned hereby directs the said proxyholder to vote the Units represented by this form of proxy in the following manner (**check (✓) the appropriate box**):

1. **FOR** **or AGAINST** (and, if no specification is made, FOR) passing, with or without variation, a special resolution, the full text of which is set forth in Appendix “C” to the information circular and proxy statement of the Trust dated March 16, 2010 (the “**Information Circular**”), to approve a plan of arrangement under section 193 of the *Business Corporations Act* (Alberta) which will result in the reorganization of the Trust into a corporation (the “**Corporation**”), all as more particularly described in the Information Circular;
2. **FOR** **or AGAINST** (and, if no specification is made, FOR) passing, with or without variation, an ordinary resolution, the full text of which is set forth in the Information Circular, to approve a share option plan for the Corporation, all as more particularly described in the Information Circular;
3. **FOR** **or AGAINST** (and, if no specification is made, FOR) fixing the number of directors to be elected at the Meeting at six (6);
4. **FOR** **or WITHHOLD FROM VOTING FOR** (and, if no specification is made, FOR) the election of directors as specified in the Information Circular of the Trust dated March 16, 2010 accompanying this form of proxy (the “**Information Circular**”);
5. **FOR** **or WITHHOLD FROM VOTING FOR** (and, if no specification is made, FOR) the appointment of Ernst & Young LLP, as auditors of the Trust for the ensuing year and the authorization of the directors to fix their remuneration as such; and
6. At the discretion of the said proxyholder, upon any amendment or variation of the above matters or any other matter that may properly be brought before the Meeting or any adjournment thereof, in such manner as such proxyholder, in his sole judgment may determine.

The Units represented by this Form of Proxy will be voted and, where the Unitholder 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 FOR the above matters. If any other business or amendments or variations to the matters identified in the Notice of Annual General and Special Meeting of Unitholders included with the Information Circular

properly come before the Meeting, then discretionary authority is conferred upon the person appointed in this proxy in the manner that such person sees fit. The undersigned hereby acknowledges receipt of the Notice of Annual General and Special Meeting of Unitholders and the Information Circular.

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

THE UNDERSIGNED HEREBY REVOKES ANY PROXIES HERETOFORE GIVEN.

Dated this ____ day of _____, 2010.

(Signature of Unitholder)

(Name of Unitholder - please print)

(Number of Units held)

NOTES:

1. If the Unitholder is a corporation, its corporate seal must be affixed or it must be signed by an officer or attorney thereof duly authorized.
2. This form of proxy must be dated and the signature hereon should be exactly the same as the name in which the Units are registered.
3. Persons signing as executors, administrators, trustees, etc., should so indicate and give their full title as such.
4. This form of proxy will not be valid and not be acted upon or voted unless it is completed as outlined herein and is received by Olympia Trust Company, at 2300, 125 - 9th Avenue SE., Calgary, Alberta T2G 0P6, not later than 10:00 a.m. (Calgary time) on Monday, April 26, 2010 or the second last business day immediately preceding any adjournment of the meeting. A proxy is valid only at the meeting in respect of which it is given or any adjournment(s) of that meeting.
5. If not dated, this proxy shall be deemed to bear the date on which it was mailed to Unitholders by the Trust.