

TAX INSTRUCTION LETTER

To: Former holders of common shares of TriAxon Resources Ltd. ("TriAxon") who exchanged their common shares of TriAxon directly with Crescent Point Energy Corp. ("CPEC") for common shares of CPEC on December 15, 2009.

This tax instruction letter is for use by the former holders of common shares of TriAxon ("**TriAxon Shares**") who are resident in Canada for tax purposes and who choose to recognize a portion of any capital gain on the exchange of TriAxon Shares for CPEC shares, pursuant to the Offer to Purchase Information Circular dated November 18, 2009 (the "**Circular**"). Those shareholders may make a joint tax election with CPEC under subsection 85(1) of the *Income Tax Act* (Canada) (the "**Tax Act**") or, in the case of a TriAxon Shareholder that is a partnership, under subsection 85(2) of the Tax Act (in either case, a "**Tax Election**"). A further discussion of the tax consequences of making a Tax Election is contained in the Circular under the heading "*Canadian Federal Income Tax Considerations*." The procedure for making a Tax Election (the "**Tax Election Procedure**") is discussed herein, and in the Circular under the heading "*Canadian Federal Income Tax Considerations*".

The Crescent Point website contains one copy of Canada Revenue Agency ("**CRA**") Form T2057 and one copy of Form T2058. Form T2058 is to be used in the event that the TriAxon Shares are held as partnership property, otherwise Form T2057 is to be used. Additional copies of the relevant Tax Election forms may be obtained by contacting the CRA or from their website (<http://www.cra-arc.gc.ca>).

If you download and use the pre-signed Form T2057 or T2058, do not send the completed form to CPEC, instead file it with the CRA.

CPEC will make a Tax Election only with a TriAxon Shareholder who is a "**Qualifying TriAxon Shareholder**". A Qualifying TriAxon Shareholder is a shareholder who is: (i) a resident of Canada for purposes of the Tax Act, or (ii) a partnership that is a Canadian partnership for the purposes of the Tax Act.

CPEC is not required to make a Tax Election with anyone who is not a Qualifying TriAxon Shareholder.

These instructions are of a general nature only and are not intended to be (nor should they be construed to be) legal or tax advice to any particular TriAxon Shareholder concerning the Tax Election or the Tax Election Procedure. Further, apart from providing these materials to TriAxon Shareholders for their convenience, CPEC will not provide TriAxon Shareholders with any advice on making the Tax Election. Accordingly, TriAxon Shareholders should consult with their own tax advisors for specific advice in respect of whether to make a Tax Election, making the Tax Election and complying with the Tax Election Procedure having regard to their own particular circumstances.

Please review the enclosed forms very carefully and consult your tax advisor as to their proper completion and delivery and any filing deadlines. You are also advised to review Information Circular 76-19R3 and Interpretation Bulletin IT-291R3 issued by the CRA for information in respect of the Tax Election.

PROVINCIAL OR TERRITORIAL ELECTIONS

In order to achieve a deferral of tax in some provinces or territories similar to that resulting from the Tax Election, it may be necessary to file a separate copy of the Tax Election or a separate provincial or territorial tax election analogous to the Tax Election with the taxing authority of such province or territory.

CPEC will also make such a provincial or territorial tax election with a Qualifying TriAxon Shareholder under the same conditions that it is willing to make the Tax Election. TriAxon Shareholders are entirely responsible for determining whether any such separate federal, provincial or territorial election is applicable and appropriate in their circumstances and (if so) obtaining, completing and forwarding the related forms to CPEC for execution by CPEC. These completed forms must be received by CPEC on or before February 28, 2010 at:

Crescent Point Energy Corp
2800, 111 – 5 Avenue SW
Calgary, AB T2P 3Y6
Attention: Tax Manager

CPEC will assume that any representative that signs the Tax Election forms on behalf of a corporation, trust or estate has been duly authorized to do so, and will not take any action to verify the validity of any such authorization. TriAxon Shareholders that are corporations, trusts or estates should consult their own legal advisors in determining whether such authorization has been properly given.

In order to make a provincial or territorial Tax Election (if applicable), two copies of the applicable Tax Election forms must be signed and properly completed with the necessary information, including the number of TriAxon Shares transferred, the consideration received therefor and the applicable elected amounts for the purposes of such elections, and must be received by CPEC at the address stated above no later than February 28, 2010. CPEC will execute all properly completed Tax Election forms submitted to it by a Qualifying TriAxon Shareholder and will return such Tax Elections by mail to the shareholder, for filing with the appropriate tax authorities, on or before March 30, 2010.

CPEC is not required to sign Tax Election forms received after February 28, 2010 and thus any Qualifying TriAxon Shareholder who does not ensure that CPEC has received the completed Tax Election forms, each containing an original signature of the Qualifying TriAxon Shareholder, on or before February 28, 2010, may not be able to benefit from the provincial or territorial elections.

PROCEDURE FOR COMPLETING PRESCRIBED FORM T2057

The following section illustrates the information required to be provided by a Qualifying TriAxon Shareholder completing Form T2057. Please consult your advisor on the completion of any additional prescribed forms (such as Form T2058 and any applicable provincial or territorial tax forms).

Note: Do not write the required information on this letter of instructions. The information should be typed or legibly printed on the prescribed forms.

Page 1 of Form T2057

Complete the information in this first box for the Qualifying TriAxon Shareholder making the election:

Name of taxpayer (transferor) (print)				Social insurance number or Business Number				
Address				Postal code				
Tax year of taxpayer for the period from	Year	Month	Day	to	Year	Month	Day	Tax services office

The taxation year for individuals is January 1, 2009 to December 31, 2009.

Complete the information in this box if the TriAxon Shares are held in joint ownership, otherwise enter "N/A":

Name of co-owner(s), if any (if more than one, attach schedule giving similar details) (print)		Social insurance number
Address	Postal code	Tax services office

CPEC has partially completed the next section as follows:

Name of corporation (transferee) (print) Crescent Point Energy Corp.		Business Number 897480687
Address 2800, 111 – 5th Avenue S.W., Calgary, AB		Postal code T2P 3Y6
Tax year of taxpayer for the period from	Year Month Day 2009 07 03	to Year Month Day 2009 12 31
Tax services office Calgary, Alberta		

Complete the last line of this section by filling in your name and telephone number or, if appropriate, the name and telephone number of your tax advisor:

Name of person to contact for additional information	Area code	Telephone number
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The final section on page 1 of Form T2057 relates to late-filed elections and is only applicable to Qualifying TriAxon Shareholders whose elections will be filed late.

Page 2 of Form T2057

CPEC has completed the answers to the first five questions as follows:

- 1 – Is there a written agreement relating to this transfer Yes No
- 2 – Does a price adjustment clause apply to any of the properties? (See the Interpretation Bulletin IT-169 for details) Yes No
- 3 – Do any persons other than the taxpayer own or control directly or indirectly any shares of any class of the transferee? Yes No
- 4 – Does a non-arm's length rollover exist between 2 or more corporations? Yes No
 - a) Have all or substantially all (90% or more) of all the properties of the corporations been transferred to the corporation?..... Yes No
- 5 – Is the taxpayer a non-resident of Canada?..... Yes No

Qualifying TriAxon Shareholders should answer the question 6 and 6(b) based on their particular circumstances:

- 6 – Are any of the properties transferred capital properties Yes No

Whether the TriAxon Shares are capital properties to a particular Qualifying TriAxon Shareholder is a question of fact and law that must be determined by each Qualifying TriAxon Shareholder based on a consideration of all the relevant facts and circumstances.

If Yes,

- (a) have they been owned continuously since Valuation-Day (V-Day - Dec 31,1971)? Yes No
- (b) have they been acquired after V-Day in a transaction considered not to be at arm's length? Yes No
- (c) since V-Day, has the taxpayer or any person from whom shares were acquired in a non-arm's length transaction received any subsection 83(1) dividends with respect to the shares transferred? (If yes, provide details of amounts and dates received and attach as a schedule) Yes No

Qualifying TriAxon Shareholders who hold their TriAxon Shares as capital property and acquired their TriAxon Shares in an arm's length transaction should check "No" in answer to question 6(b).

CPEC has completed the answers to the questions 7 and 8 as follows:

- 7 – Is the agreed amount of any of the transferred properties based on an estimate of fair market value on V-Day? Yes No
 a) If yes, does a formal documented V-Day value report exist? Yes N/A No
- 8 – Has an election under subsection 26(7) of the *Income Tax Act Application Rules* (Form T2076) been filed by or on behalf of the taxpayer? Yes No

CPEC has completed the final part of this section as follows:

Name of corporation (print) TriAxon Resources Ltd.	Business Number 869265843	Paid-up capital of shares transferred As calculated under s.85(2.1)
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CPEC has partially completed the section titled “Description of shares received” at the bottom of page 2, to indicate that CPEC Shares are non-retractable voting common shares with no stated redemption value. Qualifying TriAxon Shareholders must complete the information in the two blank boxes in this section, as follows:

Number of shares transferor received	Class of shares	Redemption value per share	Paid-up Capital	Voting or non-voting	Are shares retractable?
↓	Common	N/A	↓	Voting	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Enter the number of CPEC Shares received by the Qualifying TriAxon Shareholder on the sale.

Enter the amount added to paid-up capital, which will generally be equal to the "agreed amount" (as described below).

Page 3 of Form T2057

On the top line of this section, CPEC has entered the date on which it took up and paid for the TriAxon Shares:

Date of sale or transfer of all properties listed below:	Year	Month	Day	Note: For properties sold or transferred on different dates, use separate T2057's.
	2009	12	15	

If the TriAxon Shares were capital property of the Qualifying TriAxon Shareholder, complete the information in each column of this section (within the area designated by the sidebar title “Capital Property Excluding Depreciable Property”), according to the instructions referenced as follows:

Property Disposed of			Agreed Amount (cannot be zero) B	Amount to be reported B - A (If greater than 0 see Note 4)	Consideration Received		
Description	Elected Amount Limits				Non-share Description	Share Number and Class	Fair Market Value of Total Consideration
	Fair Market Value	A					
<u>(1)</u> TriAxon Resources Ltd. common shares	\$ (2)	\$ (3)	\$ (4)	\$ (5)	(6)	<u>(7)</u> Crescent Point Energy Corp. common	\$ (8)

- (1) Enter the number of TriAxon Shares sold.
- (2) Enter the total fair market value of TriAxon Shares sold, at the time of sale.
- (3) Enter the adjusted cost base (or cost amount in the case of inventory) of the TriAxon Shares.
- (4) Enter the total dollar amount which will be your deemed proceeds on sale of the TriAxon Shares, subject to the rules described below with respect to calculation of the agreed amount.
- (5) Enter the result of B minus A, if it is greater than \$0.

- (6) Leave this box blank.
- (7) Enter the number of CPEC Shares you received and their description as "Crescent Point Energy Corp. common shares".
- (8) Enter the total fair market value as at December 15, 2009 of the CPEC Shares received. The amount entered here should equal the amount entered in (2) above.

If the TriAxon Shares were inventory of the Qualifying TriAxon Shareholder, complete the above information within the area designated by the sidebar title "Inventory Excluding Real Property".

Rules with Respect to Calculation of Agreed Amount

Subject to the rules set out below, Qualifying TriAxon Shareholders who wish to avoid a capital gain must elect an *agreed amount* equal to the adjusted cost base of the TriAxon Shares (or cost amount, if the TriAxon Shares are inventory). Qualifying TriAxon Shareholders who wish to trigger a capital gain should select an agreed amount that is higher than the adjusted cost base. The *agreed amount* must be determined in accordance with the following rules:

- (1) The *agreed amount* may not be less than the lesser of: (i) the adjusted cost base (or cost amount, if the TriAxon Shares are inventory) to the Qualifying TriAxon Shareholder of the Qualifying TriAxon Shareholder's TriAxon Shares sold, determined immediately before the time of the sale, and (ii) the fair market value of the TriAxon Shares at that time.
- (2) The *agreed amount* may not exceed the fair market value of the TriAxon Shares at the time of the sale.

Qualifying TriAxon Shareholders should consult their tax advisors regarding the selection of the agreed amount in respect of their TriAxon Shares.

The Qualifying TriAxon Shareholder must sign and date Form T2057 in the last box on page 3 as indicated:

Election and Certification		
The taxpayer and corporation hereby jointly elect under subsection 85(1) in respect of the property specified, and certify that the information given in this election, and in any documents attached, is to the best of their knowledge, correct and complete.		
_____ Signature of Transferor or Authorized Officer or Authorized Person*	and	_____ Signature of Authorized Officer of Transferee
		_____ Date

* attain a copy of an authorizing agreement

Qualifying TriAxon Shareholder should sign here

An authorized officer of CPEC has signed here.

PROCEDURE FOR COMPLETING FORM T2058 AND/OR PROVINCIAL OR TERRITORIAL TAX ELECTION FORMS

Qualifying TriAxon Shareholders completing Form T2058 and/or any applicable provincial or territorial tax forms (such as TP-518V or TP-529V) may refer to the instructions set out above, although the order of presentation of the information on the other forms may differ from that of Form T2057, and some of the required information may be different.