

**PROXY SOLICITED ON BEHALF OF SOUTH 8 ENERGY, LLC FOR THE ANNUAL MEETING OF THE  
MEMBERS ON JUNE 23, 2025**

**Member Name:** \_\_\_\_\_

**Number of Units:** \_\_\_\_\_

**Instructions:**

- 1) Read the Proxy Statement.
- 2) Indicate your choices by checking the boxes to vote all of your units in a certain manner for Proposals No. 1, 2 and 4. For Proposal No. 3 fill out the lines for the number of units you wish to vote for each nominee.
- 3) Sign and date the proxy card.
- 4) Proxy cards must be RECEIVED by 11:59 p.m. local time on June 22, 2025. Return the proxy card via fax to (701) 974-3309, by mail to the Company at P.O. Box 11, Richardton, ND 58652 or scan and e-mail the proxy card to south8energyllc@gmail.com.

**PROPOSAL NO. 1 GOVERNING DOCUMENTS RESTATEMENT PROPOSAL: APPROVE THE SECOND AMENDED AND RESTATED OPERATING AGREEMENT.** If Proposal No. 1 is not approved, the Board will not implement Proposal No. 2, even if it is approved by the members. The Second Amended and Restated Operating Agreement will replace the Existing Governing Documents. **THE BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL.**

**FOR                  AGAINST                  ABSTAIN**

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**PROPOSAL NO. 2 RECLASSIFICATION:** To reclassify a portion of our currently outstanding Class A Units into Class B Units or Class C Units for the purpose of discontinuing registration of our Class A Units under the Securities Exchange Act of 1934. Class A Units held by holders of 50,000 or more will remain as Class A Units; Class A Units held by holders of between 49,999 and 10,001 Class A Units will be reclassified into Class B Units; and Class A Units held by holders of 10,000 or less Class A Units will be reclassified into Class C Units. If Proposal No. 2 is not approved, the Board will not implement Proposal No. 1, even if it is approved by the members. **THE BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL.**

**FOR                  AGAINST                  ABSTAIN**

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**PROPOSAL NO. 3:** To elect three (3) Governors to the Board. **To withhold authority to vote for any individual nominee, strike a line through the nominee's name in the list below. THE BOARD RECOMMENDS A VOTE FOR EACH NOMINEE.**

You have the number of votes equal to the number of units you own stated above, multiplied by three (3). You may distribute your votes among the nominees as you see fit. Write in the number of votes you are allocating to any nominee below.

Nominee Name	Number of Votes FOR
Frank Kirschenheiter, incumbent	_____
Syd Lawler, incumbent	_____
Sid Mauch, incumbent	_____

[FLIP TO BACK]

**PROPOSAL NO. 4:** To approve of the proposal to adjourn or postpone the 2025 Annual Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the 2025 Annual Meeting to approve Proposals No. 1, 2 or 3. **THE BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL.**

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

By signing this proxy card, you appoint the Company’s Chief Executive Officer, with full power of substitution, as a proxy to represent you at the 2025 Annual Meeting of the members to be held on June 23, 2025, at the Bismarck Hotel and Conference Center at 800 3rd Street, Bismarck, ND 58504 and at any adjournment thereof, on any matters coming before the meeting. The proxy will vote on the proposals set forth in the notice of the meeting and proxy statement as specified on this card and will use her best judgement to vote on any other matters properly coming before such meeting.

The Chief Executive Officer cannot vote your units unless you sign and return this card. **If a proxy card is submitted and signed without instructions as to the proposals, the Chief Executive Officer will vote your units “FOR” Proposals No. 1, 2 and 4 and will distribute your votes equally among your units “FOR” each of the three (3) nominees for Governors.**

Please sign exactly as your name appears above. When units are held by joint tenants, both should sign. When signing as attorney, as executor, administrator, trustee or guardian, please give your full title as such. If the member is an entity, please include such entity’s name and have this proxy card signed by an authorized officer of such entity.

Signature	_____	Joint Owner Signature	_____
Print Name	_____	Print Joint Owner Name	_____
Entity Name (if member is an entity)	_____		
Title (if member is an entity)	_____		
Date	_____	Date	_____