**PROXY**

**TEXAS SOUTH ENERGY, INC.**

**ANNUAL MEETING OF STOCKHOLDERS**

**SEPTEMBER 6, 2018**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned shareholder of Texas South Energy, Inc. (the “Company”) hereby acknowledges receipt of the Notice of Annual Meeting of Shareholders and appoints Michael J. Mayell with full power of substitution, as Proxy or Proxies to vote as specified in this Proxy all the shares of Common Stock of the Company of the undersigned at the Annual Meeting of Shareholders of the Company to the held at the Houstonian Hotel, 111 N. Post Oak Ln., Houston, TX 77024 at 2:00 P.M., Central Time, September 6, 2018, and any and all adjournments or postponements thereof. Either of such Proxies or substitutes shall have and may exercise all of the powers of said Proxies hereunder. The undersigned shareholder hereby revokes any proxy or proxies heretofore executed for such matters.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED:

* “FOR” PROPOSAL 1 TO ELECT TWO DIRECTORS TO THE COMPANY’S BOARD OF DIRECTORS
* “FOR” PROPOSAL 2 TO CONSIDER AND ADOPT THE COMPANY’S 2018 OMNIBUS INCENTIVE PLAN
* “FOR” PROPOSAL 3 TO RATIFY LBB & ASSOCIATES, LTD., LLP AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2018
* “FOR” PROPOSAL 4TO CONSIDER AND ADOPT AN AMENDED AND RESTATED ARTICLES OF INCORPORATION
* “FOR” PROPOSAL 5 TO CONSIDER AND ADOPT AN AMENDMENT TO OUR ARTICLES OF INCORPORATION TO ELIMINATE THE APPLICABILITY OF NEVADA REVISED STATUTES PROVISIONS 78.411 TO 78.444, INCLUSIVE, COMBINATIONS WITH INTERESTED STOCKHOLDERS
* “FOR” PROPOSAL 6 TO CONSIDER AND ADOPT AN AMENDMENT TO OUR ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK OF THE COMPANY FROM 1,350,000,000 TO 1,500,000,000
* AND IN THE DISCRETION OF THE PROXIES AS TO ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE MEETING. THE UNDERSIGNED SHAREHOLDER MAY REVOKE THIS PROXY AT ANY TIME BEFORE IT IS VOTED BY THE DELIVERING TO THE SECRETARY OF THE COMPANY EITHER A WRITTEN REVOCATION OF THE PROXY OR A DULY EXECUTED PROXY BEARING A LATER DATE, OR BY APPEARING AT THE ANNUAL MEETING AND VOTING IN PERSON

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| --- | --- | --- | --- | --- | --- | --- | --- |
| (1) | ELECTION OF TWO DIRECTORS | | | | | | |
|  | Michael J. Mayell | |  FOR | |  AGAINST | |  ABSTAIN |
|  |  | |  | |  | |  |
|  | John B. Connally III | |  FOR | |  AGAINST | |  ABSTAIN |
|  |  | |  | |  | |  |
| (2) | ADOPT THE COMPANY’S 2018 OMNIBUS INCENTIVE PLAN | | | | | |  |
|  |  | | | | | | |
|  |  | FOR | |  AGAINST | |  ABSTAIN | |
|  |  |  | |  | |  | |
| (3) | RATIFICATION OF LBB & ASSOCIATES, LTD., LLP AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2018 | | | | | | |
|  |  |  | |  | |  | |
|  |  | FOR | |  AGAINST | |  ABSTAIN | |
|  |  |  | |  | |  | |
| (4) | ADOPT AN AMENDED AND RESTATED ARTICLES OF INCORPORATION | | | | | | |
|  |  |  | |  | |  | |
|  |  | FOR | |  AGAINST | |  ABSTAIN | |
|  |  |  | |  | |  | |
| (5) | ADOPT AN AMENDMENT TO OUR ARTICLES OF INCORPORATION TO ELIMINATE THE APPLICABILITY OF NEVADA REVISED STATUTES PROVISIONS 78.411 TO 78.444, INCLUSIVE, COMBINATIONS WITH INTERESTED STOCKHOLDERS | | | | | | |
|  |  |  | |  | |  | |
|  |  | FOR | |  AGAINST | |  ABSTAIN | |
|  |  |  | |  | |  | |
| (6) | ADOPT AN AMENDMENT TO OUR ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK OF THE COMPANY FROM 1,350,000,000 TO 1,500,000,000 | | | | | | |
|  |  |  | |  | |  | |
|  |  | FOR | |  AGAINST | |  ABSTAIN | |
|  |  |  | |  | |  | |

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER.

**IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED FOR EACH OF THE PROPOSALS.**

**[Signature page follows]**

|  |  |
| --- | --- |
|  | Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2018    Signature:    \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_    Signature if held jointly:    \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
|  | (Please sign exactly using the name(s) in which the stock is titled. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by the president or other authorized officer. If a partnership, please sign in partnership name by an authorized person.) |

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| To be represented at the Annual Meeting, this proxy form must be received at the office of the Company’s transfer agent, Island Stock Transfer, by email, mail or facsimile voting no later than September 6, 2018 at 2:00 p.m. (Central Standard Time) or may be accepted by the Chairman of the Annual Meeting prior to the commencement of the Annual Meeting. The voting instructions are: |

**PLEASE MARK, SIGN AND DATE YOUR PROXY CARD AND SEND IT TO THE COMPANY’S TRANSFER AGENT, ATTN: ANNA KOTLOVA, BY ONE OF THE FOLLOWING METHODS:**

**EMAIL:** akotlova@islandstocktransfer.com

**FASCIMILE:** (727) 289-0069

**MAIL:** Island Stock Transfer

Attn: Anna Kotlova

15500 Roosevelt Blvd., Ste 301

Clearwater, FL 33760

**YOU CAN VOTE ONLINE BY:**

Go online to www.proxyandprinting.com and click on “Vote Your Proxy” which can be found on the proxy card included with this Proxy.

If you vote by Internet, please do not send your proxy card.

Should you have any questions, or need additional assistance with voting, contact Island Stock Transfer at akotlova@islandstocktransfer.com or call (727) 289-0010, ext. 239 (9:00-4:30 EST).