

**NGP CAPITAL RESOURCES COMPANY**

September 29, 2014

**PROXY VOTING INSTRUCTIONS**

**INTERNET** - Access [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.

**TELEPHONE** - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 11:59 PM EST the day before the meeting.

**MAIL** - Sign, date and mail your proxy card in the envelope provided as soon as possible.

**IN PERSON** - You may vote your shares in person by attending the Annual Meeting.

**GO GREEN** - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via [www.amstock.com](http://www.amstock.com) to enjoy online access.



<b>COMPANY NUMBER</b>	
<b>ACCOUNT NUMBER</b>	

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**

The Notice of 2014 Annual Meeting of Stockholders, Proxy Statement, Proxy Card and 2013 Annual Report to Stockholders are available at <http://ngpcapital.investorroom.com>

↓ Please detach along perforated line and mail in the envelope provided if you are not voting via telephone or the internet. ↓

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The Board of Directors recommends a vote "FOR THE NOMINEE" in Proposal 2 and a vote "FOR" Proposals 1, 3 and 4. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

2. To elect the following Class I director to hold office until the 2017 annual meeting and until his successor is duly elected and qualified.

FOR THE NOMINEE Edward W. Blessing

WITHHOLD AUTHORITY FOR THE NOMINEE

1. To approve the Proposed Investment Advisory Agreement, pursuant to which Oak Hill Advisors, L.P. would be appointed as the new investment advisor of NGP Capital Resources Company, as further described in the accompanying proxy statement.

FOR AGMT ABSTN

3. To ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014.

4. To approve any motion properly brought before the annual meeting to adjourn the annual meeting, if necessary, to solicit additional votes in favor of the proposal to approve the Proposed Investment Advisory Agreement.

**THIS PROXY IS REVOCABLE AND, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED, OR, IF NO DIRECTION IS INDICATED, WILL BE VOTED "FOR THE NOMINEE" AND "FOR" PROPOSALS 1, 3 AND 4.**

The votes entitled to be cast by the undersigned will be cast in the discretion of the proxy holder on any other matter that may properly come before the meeting or any adjournment or postponement thereof. At the present time, the Board of Directors knows of no other business to be presented at the meeting.

Your opinion is important to us. Please cast your vote today.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder \_\_\_\_\_ Date \_\_\_\_\_ Signature of Stockholder \_\_\_\_\_ Date \_\_\_\_\_

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

**NGP CAPITAL RESOURCES COMPANY****PROXY****THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned stockholder of NGP Capital Resources Company, a Maryland corporation (the "Company"), hereby appoints Stephen K. Gardner and L. Scott Biar as proxies, with power to act without the other and with power of substitution, and authorizes them to represent the undersigned and vote, as designated on the other side, all the shares of common stock of the Company held of record by the undersigned stockholder, with all powers that the undersigned would possess if personally present at the 2014 Annual Meeting of Stockholders to be held at the Four Seasons Hotel located at 1300 Lamar Street, Houston, Texas 77010 at 10:00 a.m., local time, on September 29, 2014, or any postponement or adjournment thereof. The undersigned acknowledges receipt from the Company prior to the execution of this proxy of a Notice of 2014 Annual Meeting of Stockholders and a Proxy Statement, the terms of which are incorporated herein by reference, and revokes any proxy heretofore given with respect to such meeting.

**(Continued, and to be marked, dated and signed, on the other side)**