

Paternoster Resources plc Proxy Form

I/We, _____ (insert full name in BLOCK CAPITALS)

of _____ (insert address in BLOCK CAPITALS)

_____ Postcode _____

being (a) holder(s) of ordinary shares in Paternoster Resources plc appoint the Chairman of the meeting or the following person:

<i>Name</i>	<i>Number of Shares*</i>
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as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 11.00 am on 8 June 2018 and at any adjournment of that meeting. I/We request my/our proxy to vote on the following resolution as indicated below:

Ordinary resolutions	For	Against	Vote Withheld**
1. To authorise the directors to enter into an investment advisory agreement with RiverFort.			
2. To authorise the directors to allot shares and other securities pursuant to section 551 of the Companies Act.			
Special resolution			
3. To authorise the allotment of equity securities for cash on a non pre-emptive basis.			

Please tick here if the proxy appointment is one of multiple appointments being made and state in the box above the number of shares to which this proxy relates. Also, see note 7 below

SIGNATURE _____ **DATE** _____

NOTES:

1. As a member of the Company, you are entitled to appoint another person as your proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can only appoint a proxy using the proxy form and the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint a person other than the chairman of the meeting as your proxy, insert that person's full name in the box. If you sign and return the proxy form with no name inserted in the box, the chairman of the meeting will be deemed to be your proxy. If you appoint someone other than the chairman as your proxy, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf at the meeting, you will need to appoint someone other than the chairman and give your proxy the relevant instructions directly.

4. To be effective the Proxy Form must be completed and signed and either sent or delivered to Share Registrars Limited at: The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or sent by facsimile transmission to 01252 719232; or alternatively, the completed Proxy Form can be scanned and emailed to proxies@shareregistrars.uk.com. In both instances, the completed Proxy Form must be received by Share Registrars Limited no later than 48 hours prior to the Meeting or any adjournment thereof, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or, where the Proxy Form has been signed by an officer on behalf of a corporation, a notarially certified copy of the authority under which it is signed.
5. In the case of a corporation this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised.
6. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise the rights attached to any one share. If you wish to appoint multiple proxies, you may photocopy the form of proxy, fill in each copy in respect of different shares and send the multiple forms together at the address referred to in note 4 above. In each case, please ensure that all of the proxy forms in respect of one registered holding are sent in the same envelope, to the extent possible.
7. Where a form of proxy does not state the number of shares to which it applies (a “blank proxy”) then that proxy is deemed to have been appointed in relation to the total number of shares registered in your name (“your entire holding”). In the event of a conflict between a blank proxy and a form of proxy which does state the number of shares to which it applies (a “specific proxy”), the specific proxy shall be counted first, regardless of the time it was sent or received (on the basis that as far as possible, the conflicting forms of proxy should be judged to be in respect of different shares) and remaining shares will be apportioned to the blank proxy (pro rata if there is more than one).
8. Where there is more than one proxy appointed and the total number of shares in respect of which proxies are appointed is no greater than your entire holding, it is assumed that proxies are appointed in relation to different shares, rather than conflicting appointments have been made in relation to the same shares.
9. When considering conflicting proxies, later proxies will prevail over earlier proxies, and which proxy is later will be determined on the basis of which proxy is last sent (or, if the Company is unable to determine which is last sent, last received). If conflicting proxies are sent or received at the same time in respect of (or deemed to be in respect of) your entire holding, none of them shall be treated as valid.
10. In the case of a joint holding, a proxy need only be signed by one joint holder. If more than one such joint holder lodges a proxy only that of the holder first on the register of members will be counted. Any alternations made to this proxy should be initialled.