

Form of Proxy

**PATERNOSTER RESOURCES PLC**  
**(the "Company")**  
**Company Number: 00269566**

For use at the Annual General Meeting of the Company convened at the office of Adams & Remers LLP, Dukes Court, 32 Duke Street St James's, London SW1Y 6DF, on Monday 29 June 2015 at 11.30am

I/We \_\_\_\_\_

(BLOCK LETTERS PLEASE)

of \_\_\_\_\_

being a member of **Paternoster Resources plc**, hereby appoint the Chairman of the meeting, or\*

\_\_\_\_\_

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at the office of Adams & Remers LLP, Dukes Court, 32 Duke Street St James's, London SW1Y 6DF on Monday 29 June 2015 at 11.30 am on the following resolutions, to be submitted to the meeting and at any adjournment thereof, and any other business which may properly come before the meeting and any adjournment thereof.

Please indicate with an 'X' in the appropriate space how you wish your vote to be cast. Unless otherwise instructed, the proxy will vote as he thinks fit or abstain.

<b>Ordinary Business</b>	<b>For</b>	<b>Against</b>	<b>Vote Withheld**</b>
1 To receive the directors' report and accounts of the Company for the period ended 31 December 2014.			
2 To re-appoint Welbeck Associates as auditors and to authorise the directors to determine their remuneration.			
3 To re-appoint Graham Haselden as a director			
4 To re-appoint Matt Lofgran as a director.			
<b>Special Business</b>			
<b>Ordinary Resolutions</b>			
5 To amend the Company's investment policy.			
6 To authorise the directors to allot shares and other securities pursuant to section 551 of the Companies Act 2006.			
<b>Special Resolution</b>			
7 To authorise the allotment of equity securities for cash.			

**\*You may, if you wish, in the space provided insert the name(s) of the person(s) of your choice to attend and vote at the meeting on your behalf.**

**\*\*Please note that if the "Vote Withheld" box is marked with a "X" the shareholder will not be counted in the calculation of votes "For" and "Against" and the shareholder will not be taken to have given his/her/their discretion to the proxy, on how to vote.**

Signature \_\_\_\_\_

Dated \_\_\_\_\_ day of \_\_\_\_\_ 2015

**Please see notes overleaf**

## **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 (i) sent or delivered to Share Registrars Limited at: **Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL** or 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, excluding non-working days, 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 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.