

# NORTH RIVER RESOURCES PLC

## FORM OF PROXY

I/We .....  
of .....  
being a member of the Company, hereby appoint the Chairman of the Meeting or failing him .....  
..... as my/our proxy to attend, speak and vote for me/us on my/our behalf at  
the Annual General Meeting of the Company to be held at 11.00 a.m. on Thursday 25 June 2015 and at any  
adjournment thereof.

I/We direct my/our vote as indicated below in respect of the resolutions which are referred to in the Notice  
convening the Meeting (see note 1 below).

|              | <b>Ordinary Resolutions</b>  | <b>FOR</b> | <b>AGAINST</b> | <b>WITHHELD</b> |
|--------------|--|------------|----------------|-----------------|
| Resolution 1 | To receive the Company's Annual Accounts and the reports of the directors and auditors thereon.            |            |                |                 |
| Resolution 2 | To re-elect Mr Brett Richards as a director of the Company.  |            |                |                 |
| Resolution 3 | To re-elect Mr Mark Sawyer as a director of the Company.   |            |                |                 |
| Resolution 4 | To re-elect Mr Keith Marshall as a director of the Company.  |            |                |                 |
| Resolution 5 | To re-elect Mr Kenneth Sangster as a director of the Company.  |            |                |                 |
| Resolution 6 | To re-appoint UHY Hacker Young LLP as auditors to the Company.   |            |                |                 |
| Resolution 7 | To authorise the directors to allot relevant securities pursuant to Section 551 of the Companies Act 2006. |            |                |                 |
|              | <b>Special Resolution</b>  |            |                |                 |
| Resolution 8 | To empower the directors to allot equity securities pursuant to Section 570 of the Companies Act 2006.     |            |                |                 |

Date ..... Signature .....

**Please tick here if you are appointing more than one proxy.**

**Number of shares proxy appointed over.**

### Notes

- Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, **Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU** by hand, or sent by post to **FREEPOST CAPITA PXS**, so as to be received not less than 48 hours before the time fixed for the holding of the meeting (excluding any part of the day which is not a working day) or any adjournment thereof (as the case may be). Please note that the Freepost address must be completed in block capitals and that delivery using this service can take up to 5 business days. Alternatively the Form of Proxy can be posted to the following address but a stamp will be required: Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
- The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
- In the case of a corporation, the form of proxy must be executed under its common seal or the hand of an officer or attorney duly authorised.
- A member may appoint a proxy of its own choice. If the name of the member's choice is not entered in the space provided on the form of proxy, the return of the form of proxy duly signed will authorise the Chairman of the meeting to act as that member's proxy.
- Please insert an "X" in one of the "FOR", "AGAINST" or "WITHHELD" boxes. If the boxes are left blank the proxy will vote or abstain as he sees fit.
- To abstain from voting on a resolution, select the relevant "withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- The Company has specified that only those members entered on the register of members at 6.00 p.m. on 23 June 2015 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares in the capital of the Company held in their name at that time. Changes to the register after 6.00 p.m. on 23 June 2015 shall be disregarded in determining the rights of any person to attend and vote at the meeting.