

# Form of Proxy for use at the General Meeting of StratMin Global Resources Plc to be held at 10.00 a.m. on 22 May 2018

**The Company's Circular is now available on the Company's website at  
<http://www.stratminglobal.com>**

I/We, the undersigned, being (a) member/member(s) of StratMin Global Resources Plc, hereby appoint the Chairman of the Meeting or

Name of Proxy ..... Number of shares .....

as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 10.00 a.m. on 22 May 2018 at 30 Percy Street, London W1T 2DB, United Kingdom and at any adjournment thereof for any vote taken on a show of hands or taken on a poll. I/We wish my/our proxy to vote as shown below in respect of the resolutions set out in the Notice of the Meeting.

Please indicate by ticking the box if this proxy appointment is one of multiple appointments being made\*

For the appointment of one or more proxy, please refer to explanatory note 1 (overleaf).

Resolutions	For	Against	Vote Withheld
1. Subject to the passing of Resolutions 2, 3 and 4, the Acquisition, substantially on the terms and subject to the conditions of the Scheme Implementation Agreement and Scheme (as described in the Admission document), including the purchase of shares in the capital of Signature Gold Limited from Brett Boynton (and his connected persons) as required by section 190 of the Companies Act 2006 ("CA 2006"), be and is hereby approved and that the Directors be and are hereby authorised to take all such steps as they consider necessary to effect the Acquisition.			
2. Subject to the passing of Resolutions 1, 3 and 4, and conditional on the Placing Agreement becoming unconditional in all respects (save for the passing of the Resolutions and Admission), the Directors be generally and unconditionally authorised in accordance with section 551 of the CA 2006, to exercise all powers of the Company to allot shares in the Company, and to grant rights to subscribe for or convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "relevant shares") up to an aggregate nominal amount of £69,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the commencement of the Annual General Meeting held in 2018 or 31 December 2018, whichever is earlier to occur, save that the Company may, before such expiry, make offer(s) or enter into agreement(s) which would or might require relevant shares to be allotted or granted after such expiry and the Directors may allot relevant shares in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired; and all unexercised authorities previously granted to the Directors to allot relevant shares be and are hereby revoked.			
3. Subject to the passing of Resolutions 1, 2 and 4, the waiver granted by the Panel on Takeovers and Mergers of any requirement under Rule 9 of The City Code on Takeovers and Mergers for the Concert Party and any Member of the Concert Party to make a general offer to shareholders of the Company as a result of subscribing for Placing Shares and/or receiving Consideration Shares and/or Directors' Shares up to a maximum of 503,333,333 Ordinary Shares, as is more fully described in the Circular, be approved.			
4. Conditional on the passing of Resolutions 1, 2 and 3, and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) for cash pursuant to the authority conferred by Resolution 2 or by way of sale of treasury shares, as if section 561(1) of the CA 2006 did not apply to any such allotment; provided that this authority shall be limited to: (a) the allotment of up to 450,000,000 Ordinary Shares as Consideration Shares for the Acquisition; (b) the allotment of up to 100,000,000 Ordinary Shares as Placing Shares to Placees in accordance with the Placing; (c) the allotment of up to 3,333,333 Ordinary Shares as Directors' Shares; (d) the allotment of equity securities in connection with an offer to equity securities to the holders of Ordinary Shares in proportions (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional share entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and (e) the allotment of equity securities (otherwise than pursuant to paragraphs (a) – (d) above) up to an aggregate nominal amount of £14,000; and provided that this power shall expire on the commencement of the Annual General Meeting of the Company to be held in 2018 or 31 December 2018, whichever is earlier to occur (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may before the date of such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.			

If you want your proxy to vote in a certain way on the resolutions specified, please place an "X" in the appropriate box. If you fail to select any of the given options your proxy can vote as he/she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting.

Only Independent Shareholders (as defined in the Circular to Shareholders dated 30 April 2018) are entitled to vote on Resolution 3.

\* The "Vote Withheld" option is to enable you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.

Signed ..... Dated this ..... day of ..... 2018

Name .....

Address .....

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Notes:

1. To appoint as a proxy a person other than the Chairman of the meeting insert the full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
  - (a) To appoint the **Chairman** as your **sole proxy** in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
  - (b) To appoint a **person other than the Chairman as your sole proxy** in respect of all your shares, delete the words 'the Chairman of the meeting (or)' and insert the name and address of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
  - (c) 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. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the Meeting'. All forms must be signed and should be returned together in the same envelope.
2. Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
3. The Form of Proxy below must arrive at Link Asset Services PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU during usual business hours accompanied by any Power of attorney under which it is executed (if applicable) no later than 10.00 a.m. on 20 May 2018.
4. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
5. The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
6. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
7. Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
8. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently decide to do so.
9. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to **FREEPOST PXS, 34 Beckenham Road BR3 9ZA (please note delivery using this service may take up to 5 business days)**.

**PLEASE RETURN USING THE ENVELOPE PROVIDED**