

VATUKOULA GOLD MINES PLC ("the Company")

Form of Proxy

For use in respect of the Annual General Meeting of the Company to be held on 11 November 2020 at 4.30 pm

I/We (block capitals please) _____

of _____

being (a) member(s) of the Company hereby appoint the chairman of the meeting or (see note 2)

_____ of _____

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at the time and the date above, and at any adjournment thereof in respect of all/[] (see note 4) of the shares held by me/us.

Please indicate by placing "X" in the appropriate space below how you direct your proxy to vote or to abstain on the resolution to be submitted to the meeting (see note 2).

Resolution	For	Against	Vote withheld
1. To receive and adopt the Director's Reports and Accounts for the period ended 31 December 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-appoint Chapman Davis LLP as auditors and to authorise the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-register the Company as a private limited company by the name of Vatukoula Gold Mines Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Subject to the passing of Resolution 3 above, and conditional upon the re-registration of the Company as a private company becoming effective, to amend the articles of association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature or common seal (see notes 5 and 6) _____

Signed this ____ day of _____ 2020

Notes:

- 1 As consequence of the Covid 19 pandemic unless expressly invited, shareholders, shareholders representatives and their proxies will not be allowed to attend the AGM in person and anyone seeking to attend the Annual General Meeting will be refused entry.
- 2 Any member who would otherwise have been entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company but must attend the meeting in person) of his own choice to attend and to vote in his/her place. **However as proxies other than the chairman will not be entitled to attend the meeting you should appoint the chairman as your proxy in order for your vote to be included.**
- 3 To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote 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.
- 4 If you wish your proxy to vote in respect of only some of your shares or to vote any of your shares in different ways you should indicate the numbers in the space above and, if appropriate, photocopy and deliver one or more proxies in respect of such different instructions.
- 5 If a member is a corporation, this form of proxy must be executed under its common seal or by the signature of an officer or attorney duly authorised in writing.
- 6 In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated, and the vote of the senior holder who tenders a vote will be accepted to the exclusion of the vote(s) of other joint holder(s), seniority being determined by the order in which the names stand in the register of members of the Company.
- 7 In order to be valid, this Form of Proxy, duly executed together with any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must be lodged at the Company's Registrars (Link Asset Services, Proxies, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU) not less than 48 hours before the time of the meeting or any adjournment of the meeting.
- 8 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.