

# CLUFF NATURAL RESOURCES PLC

(incorporated as a company in England and Wales with company number 07958581  
with registered office at Third Floor, 5-8 The Sanctuary, London SW1P 3JS)

## FORM OF PROXY RELATING TO THE GENERAL MEETING OF THE COMPANY TO BE HELD ON 14 APRIL 2015 AT 11:00 A.M. (UK TIME)

I/We (Full name in block letters) \_\_\_\_\_

of (address) \_\_\_\_\_

being a Shareholder/Shareholders of the Company, entitled to \_\_\_\_\_ votes in respect of Ordinary Shares, do hereby appoint the Chairperson of the Meeting or (*see note 3 below*) \_\_\_\_\_ as my/our Proxy to attend, speak and vote for me/us, and on my/our behalf at the General Meeting and at any adjournment thereof as follows:

	For	Against	Abstain
<b>SPECIAL RESOLUTION</b>			
1. To authorise the allotment of the New Ordinary Shares and to disapply pre-emption rights in respect of the New Ordinary Shares			
<b>ORDINARY RESOLUTION</b>			
2. To authorise the directors to allot further equity securities			
<b>SPECIAL RESOLUTION</b>			
3. To disapply the statutory pre-emption rights over equity securities authorised pursuant to Resolution 2			

Signed on this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature: \_\_\_\_\_

Assisted by (if applicable) \_\_\_\_\_

### Notes:

1. A member entitled to attend the meeting is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. A proxy need not be a member of the Company.
2. To appoint more than one proxy, you may photocopy this form and complete a separate proxy form for each proxy to be appointed. Tick the box and state the number of shares as directed on the form of proxy. Sign all forms and return them together in the same envelope. If you fail to do so, the appointment will be rejected as invalid.
3. A member who wishes to appoint someone other than the Chairperson as his proxy should delete the words "the Chairperson of the Meeting or", insert the name of his choice in the space provided and initial the alteration.
4. The form of proxy should be signed and dated by the member or his attorney duly authorised in writing. In the case of a corporation, the form of proxy should be executed under its common seal or under the hand of an officer or attorney duly authorised in writing. Any alteration made to the form of proxy should be initialled.
5. In the case of joint holders, the person whose name stands first in the register of members of in respect of the joint holding shall alone be entitled to sign the form of proxy, unless such joint holders have elected another of their number to represent them and to vote, and have notified the Company of that election, in which case that elected person shall alone be entitled to sign the form of proxy.
6. A member should direct the proxy how to vote on the resolutions by marking the appropriate box with an X. The "abstain" option is provided to enable members to abstain on any of the resolutions. However, it should be noted that an "abstain" is not a vote in law and will not be counted in the calculation of the proportion of votes "for" or "against" a resolution.
7. If the form of proxy is returned duly signed but without any indication as to how the proxy should vote on any resolution, the proxy will exercise his discretion as to how he votes and whether or not he abstains from voting on the resolution. The proxy may also vote or abstain from voting as he thinks fit on any other business which may properly come before the meeting.
8. To be valid, the duly signed and dated form of proxy, together with any power of attorney or other authority under which it is signed (or a notorially certified copy of such power or authority), must be returned to the Company's registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL, so as to be received by no later than 11:00 a.m. (UK time) on 10 April 2015.
9. The completion and return of a form of proxy will not preclude a member from attending the meeting and voting in person.

Business Reply  
Licence Number  
RSKT-LXUZ-ZYKU



Share Registrars Ltd  
9 Lion & Lamb Yard  
FARNHAM  
GU9 7LL