

# Tethyan Resources Plc



All Correspondence to:  
Computershare Investor Services PLC  
The Pavilions, Bridgwater Road,  
Bristol, BS99 6ZY

IN THE HIGH COURT OF JUSTICE OF BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES, INSOLVENCY AND COMPANIES LIST (ChD) CASE NO. CR-2019-003088  
IN THE MATTER OF TETHYAN RESOURCES PLC AND IN THE MATTER OF THE COMPANIES ACT 2006  
BLUE FORM OF PROXY – COURT MEETING TO BE HELD AT 11.15 A.M. ON 28 JUNE 2019.

## Form of Proxy - Court Meeting to be held on 28 June 2019 at 11.15 am



Cast your Proxy online...It's fast, easy and secure!

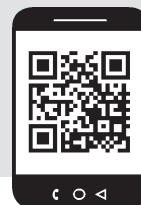
[www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 915892

SRN: C1234567890

PIN: 1234



Register at [www.investorcentre.co.uk](http://www.investorcentre.co.uk) - elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:  
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 11.15 am on 26 June 2019.

### Explanatory Notes:

- Every Scheme Shareholder who is entitled to attend and vote at the Court Meeting has the right to appoint some other person(s) of his choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on a poll on his behalf at the Court Meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on the matter, this Form of Proxy shall be invalid. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. For any other business arising at the Court Meeting (including any proper procedural resolution not listed in the notice of the Court Meeting) your proxy will vote at his discretion.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +44 (0370) 702 0000 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of Scheme Shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided overleaf 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.
- Entitlement to attend and vote at the Court Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 11.30 p.m. on the day which is two days before the day of the Court Meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the Court Meeting.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +44 (0370) 702 0000 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
- Any alterations made to this Form of Proxy should be initialled.
- The completion and return of this Form of Proxy will not preclude a member from attending and voting in person at the Court Meeting or any adjournment thereof.
- In the case of joint holders of any share, the vote of the senior who tenders the vote, whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- Terms defined in the Scheme Circular issued on 3 June 2019 shall have the same meanings when used in this Form of Proxy, unless the context otherwise requires.
- If this Form of Proxy is not returned by the relevant time, it may be handed to the Chairman or to the Company's registrar before the start of the Court Meeting and will still be valid.
- To change your proxy instructions simply submit a new proxy appointment using the same method as is set out in note 2 above. Note that the cut-off time for receipt of proxy appointments (see overleaf) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
- In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY. The revocation notice must be received by Computershare Investor Services PLC no later than 11.15 a.m. on 26 June 2019. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 5, 6 and 9 above, your proxy appointment will remain valid.
- In the case of a member which is a company, any Form of Proxy and subsequent revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the Form of Proxy or revocation notice is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy or revocation notice (as applicable).
- Unless otherwise stated all references in this Form of Proxy are to times in London, England.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

#### All Named Holders

MR A SAMPLE  
<Designation>  
ADDITIONAL HOLDER 1  
ADDITIONAL HOLDER 2  
ADDITIONAL HOLDER 3  
ADDITIONAL HOLDER 4



# Poll Card

To be completed **only** at the Court Meeting.

Please use a **black** pen.

Please read carefully the Notice convening the Court Meeting set out at the back of the circular sent to the Company shareholders dated 3 June 2019 (the "Scheme Circular") and the explanatory notes set out herein before completing this Form of Proxy.

FOR the Scheme

Signature

AGAINST the Scheme

Signature

## Form of Proxy - Court Meeting

C1234567890



Please complete this box only if you wish to appoint a third party proxy other than the Chairman. Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

Number of Scheme Shares proxy is appointed over (complete only if less than entire shareholding) (see notes 1 and 2 overleaf)

I/We being a member/members of Tethyan Resources PLC (the "Company") hereby appoint the Chairman of the Court Meeting OR the person indicated in the box above as my/our proxy to attend and vote on a poll in respect of my/our voting entitlement on my/our behalf at the Court Meeting of the Company to be held at the offices of **Memery Crystal LLP, 165 Fleet Street, London EC4A 2DY** on **28 June 2019 at 11.15 am**, and at any adjourned meeting for the purposes of considering and, if thought fit, approving (with or without modification) the proposed scheme of arrangement (the "Scheme") in accordance with the terms of the Notice convening the Court Meeting and at the Court Meeting, to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as indicated below.

Please mark here ONLY if this proxy appointment is one of multiple appointments being made (see note 2 overleaf).

Please use a **black** pen.

Please sign **ONE** of the boxes below (see note 1 overleaf).

**IMPORTANT:** if you wish to vote for the Scheme, sign the box marked "FOR the Scheme" below, or if you wish to vote against the Scheme, sign the box marked "AGAINST the Scheme" below. If you sign in both boxes, or you do not sign in either, then this Form of Proxy will be invalid.

FOR the Scheme

Signature

Date

AGAINST the Scheme

Signature

If signing on behalf of a company, please enter the company name below in block capitals and state your official capacity.

Company Name

Official Capacity

Please return by post or, during normal business hours, by hand, to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to arrive by 11.15 am on 26 June 2019 (or, in the case of an adjourned meeting, not less than 48 hours before the time fixed for the holding of the adjourned meeting). Alternatively, this Form of Proxy may be handed to Computershare Investor Services PLC or the Chairman of the Court Meeting at the start of the Court Meeting. Notice of the Court Meeting and details of the business to be transacted are contained in the circular to the Company's shareholders containing the Scheme.

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, stating their capacity (e.g. director, secretary).

