

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

## Additional Holders:

ADDITIONAL HOLDER 1  
ADDITIONAL HOLDER 2  
ADDITIONAL HOLDER 3  
ADDITIONAL HOLDER 4

The Chairman of Tethyan Resources plc (registered number 03781581) (the “Company”) invites you to attend the General 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 11.30am.

MR SAM SAMPLE  
DESIGNATION (IF ANY)  
MR JOINT HOLDER 1  
ADD1  
ADD2  
ADD3  
ADD4

000001

SG350

## Shareholder Reference Number

C1234567890



Please detach this portion before posting this proxy form.

## Form of Proxy - General Meeting to be held on 28 June 2019 at 11.30 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: 915891

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 11.30 am on 26 June 2019

### Explanatory Notes:

- As a member of Tethyan Resources PLC (the Company) you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- Every Shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the 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 overleaf). 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 any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +44 (0)370 702 0000 or you may photocopy this form. If you are appointing more than one proxy, please indicate in the box overleaf the number of 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.
- To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. A 'Vote Withheld' is not a vote in law which means that the vote will not be counted in the calculation of the votes 'For' or 'Against' a 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.
- To appoint a proxy using this Form of Proxy, the form must be:
  - completed and signed;
  - sent or delivered to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
  - received by Computershare Investor Services PLC not later than 11.30 a.m. on 26 June 2019 (or, in the case of an adjourned meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting).
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the 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 pm on the day which is two days before the day of the 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 meeting.
- In the case of a member which is a company, this Form of Proxy 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 this Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
- In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first-named being the most senior).
- If you submit more than 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.
- To change your proxy instructions simply submit a new proxy appointment using the same method as is set out in note 4 above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- 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 not later than 11.30 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 2 above, your proxy appointment will remain valid. In the case of a member which is a company, the 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 revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- Copies of the Company's existing articles of association and the articles of association as proposed to be amended by special resolution 1.2 set out in the Notice of General Meeting are available for inspection at Memery Crystal LLP, 165 Fleet Street, London, EC4A 2DY during normal business hours on a weekday until the date of the General Meeting and during the General Meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 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 General Meeting.

## Special Resolution

- 1.1 The scheme of arrangement dated 3 June 2019 (in its original form or with or subject to any modification, addition or condition approved or imposed by the Court) (the "Scheme") proposed to be made between the Company and the Scheme Shareholders (as defined in the Scheme) be approved.
- 1.2 For the purposes of giving effect to the Scheme:-
- (a) the directors of the Company be generally and unconditionally authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- (b) that with effect from the passing of this resolution, the articles of association of the Company be amended as set out in the Notice of General Meeting.
- 1.3 Conditional on the Scheme becoming effective, the Company shall be re-registered as a private limited company and the name of the company be changed to Tethyan Resources Limited.
- 1.4 Conditional on the Scheme becoming effective, the listing of the Company's shares on TSX-V be cancelled.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Signature

In the case of a corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

## Form of Proxy - General 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.

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 Shares proxy is appointed over (complete only if less than entire shareholding) (see note 3 overleaf)

I/We being a member/members of Tethyan Resources plc (the "Company"), hereby appoint the Chairman of the General Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement on my/our behalf at the General 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 11.30 am**, and at any adjourned meeting, for the purposes of considering the resolution referred to or set out in the Notice of General Meeting, and on any other business which may properly come before the General Meeting.

Please mark here ONLY if this proxy appointment is one of multiple appointments being made (see note 4 overleaf).

Please use a **black** pen. Mark with an **X** inside the box to indicate how you wish to vote in respect of the resolution below, as shown in this example. If you mark more than one of the boxes, your proxy vote will be invalid.



## Special Resolution

- 1.1 The scheme of arrangement dated 3 June 2019 (in its original form or with or subject to any modification, addition or condition approved or imposed by the Court) (the "Scheme") proposed to be made between the Company and the Scheme Shareholders (as defined in the Scheme) be approved.
- 1.2 For the purposes of giving effect to the Scheme:-
- (a) the directors of the Company be generally and unconditionally authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- (b) that with effect from the passing of this resolution, the articles of association of the Company be amended as set out in the Notice of General Meeting.
- 1.3 Conditional on the Scheme becoming effective, the Company shall be re-registered as a private limited company and the name of the company be changed to Tethyan Resources Limited.
- 1.4 Conditional on the Scheme becoming effective, the listing of the Company's shares on TSX-V be cancelled.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he sees fit or abstain in relation to any business of the meeting. 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).

Signature

Official Capacity

Date

DD / MM / YY

Please return by post, or during normal business hours by hand, to Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS99 6ZY so as to arrive by 11.30 am on 26 June 2019 (or, in the case of an adjourned meeting, not less than 48 hours before the time fixed for holding the adjourned meeting). Notice of the General Meeting and details of the business to be transacted are contained in the circular to the Company's shareholders containing the Scheme.

CCS 1997

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