

**ATTENDANCE CARD  
PEMBRIDGE RESOURCES PLC - ANNUAL GENERAL MEETING**



**NOTICE OF AVAILABILITY –  
NOTICE OF AGM AND  
ANNUAL REPORT**

IMPORTANT – Please read carefully.

You can now access the Annual Report and Notice of AGM on the Company's website at:

[www.pembridgeresources.com](http://www.pembridgeresources.com)

If you wish to receive a paper copy of the Annual Report, please contact:

Capita Asset Services  
34 Beckenham Road  
Beckenham  
Kent  
BR3 4TU.

**Please note the deadline for receiving proxies is 11.00 am on 14 June 2017**

To be held at: Cooley (UK) LLP, Dashwood, 69 Old Broad Street, London EC2M 1QS

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of person attending

Barcode:

Investor Code:

**FORM OF PROXY  
PEMBRIDGE RESOURCES PLC - ANNUAL GENERAL MEETING**

Barcode:

Investor Code:

I/We being a member of the company hereby appoint the Chairman of the meeting or (see note 1 over) Event Code:

Name of proxy

Number of shares proxy



as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 16 June 2017 at 11.00 am and at any adjournment thereof. If no indication is given, and on any other resolutions proposed at the meeting, your proxy will vote or abstain from voting as he/she thinks fit. If you wish to appoint multiple proxies please see note 1 over.  Please also tick here if you are appointing more than one proxy.

**ORDINARY RESOLUTIONS**

Please mark 'X' to indicate how you wish to vote

For Against Vote withheld

- |  |                                     |                                     |                          |
|--|-------------------------------------|-------------------------------------|--------------------------|
| 1. To receive the Company's Annual Report and Accounts for the financial year ended 31 December 2016, the Directors' Report and the Report of the Independent Auditors on those accounts.  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 2. To reappoint David Linsley as a Director of the Company.  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 3. To reappoint John Bryant as a Director of the Company.  | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 4. To reappoint PKF Littlejohn LLP as auditors of the Company from the conclusion of the meeting until the conclusion of the next Annual General Meeting of the Company at which accounts are laid and to authorise the Directors to determine their remuneration. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 5. To authorise the Directors of the Company to allot relevant securities pursuant to section 551 of the Companies Act 2006.   | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

**SPECIAL RESOLUTIONS**

Please mark 'X' to indicate how you wish to vote

- |  |                                     |                                     |                                     |                                     |
|--|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| 6. Subject to passing of resolution 5, to authorise the Directors of the Company to disapply the statutory pre-emption rights in relation to the allotment of those relevant securities pursuant to section 570 of the Companies Act 2006 representing 20 per cent of the issued share capital of the Company. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
|--|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|

Signature  (Note 3)

Date

You may submit your proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com)

**Notes**

1. If you wish to appoint a proxy other than the Chairman of the meeting, insert the name in the space provided and delete the Chairman of the meeting. A proxy need not be a member of the Company.
2. You may, if you wish, appoint more than one proxy, but each must be appointed in respect of a specified number of shares within your holding. If you wish to do this, each proxy must be appointed by means of a separate form. Additional forms may be obtained from the registrars by telephoning Capita Asset Services on 0871 664 0300. Alternatively, you may photocopy this form the required number of times before completing it. When appointing more than one proxy you must fill in the blank provided on each form to indicate the number of your shares in respect of which the proxy is to be appointed. If you fail to do so, the appointment will be rejected as invalid. You must also tick the box on each form to indicate it is one of more than one appointment in respect of your holding. All the forms should be returned in the same envelope. If you are only appointing one proxy, you can cross out all reference to the number of shares or leave the blank for the number of shares uncompleted, in which case the appointment will be taken to be for your full holding.
3. In the case of a corporation, this proxy must be given under its common seal or signed on its behalf by a duly authorised officer or an attorney.
4. A form of proxy is enclosed for use by members. To be valid, it should be completed, signed and delivered (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority) to the Company's registrars, Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 11.00 am on 14 June 2017 In the case of a poll taken subsequently to the date of the Annual General Meeting, or any adjourned meeting, proxies must be received not less than 48 hours before the time appointed for the taking of the poll or for holding the adjourned meeting. Shareholders who intend to appoint more than one proxy can obtain additional forms of proxy from Capita Asset Services. Alternatively, the form provided may be photocopied prior to completion. The forms of proxy should be returned in the same envelope and each should indicate that it is one or more than one appointments being made.
5. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
6. A "vote withheld" is not a vote in law and will not be counted in the calculation of the votes for or against a resolution.
7. The completion and return of this form shall not preclude a shareholder from attending and voting in person.

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