



PEMBRIDGE RESOURCES PLC

(the “Company”)

(Incorporated in England and Wales with Registered No. 07352056)

FORM OF PROXY

For use by holders at the Annual General Meeting of the Company to be held at Cooley (UK) LLP, Dashwood, 69 Old Broad Street, London EC2M 1QS at 10:00 a.m. on 28 June 2019.

I / We

.....
(FULL NAMES IN BLOCK CAPITALS)

of
(ADDRESS IN BLOCK CAPITALS)

hereby appoint the chairman of the Annual General Meeting OR the following person (*see note 1 below*)

.....
as my/our proxy to exercise all or any of my rights to attend, speak and vote in respect of my/our entitlement on my/our behalf at the Annual General Meeting of the Company to be held on 28 June 2019 at 10:00 a.m. and at any adjournment of the Annual General Meeting.

Please tick here if this proxy appointment is one of multiple appointments being made by the same shareholder. (*See note 2 below*).

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the Annual General Meeting. *Please give instructions to your proxy by ticking the appropriate box alongside each resolution. (See note 6 below).*

Resolutions	For	Against	Vote withheld*
Resolution 1: Company’s report and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Directors’ remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3A: Re-election of David Linsley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3B: Re-election of Frank McAllister	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3C: Re-election of Guy Le Bel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3D: Re-election of Gati Al-Jebouri	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 4: Re-appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5: Authority to agree auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6: Directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7: Partial disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date.....

(See notes overleaf).

Proxy form continued

Explanatory notes:

1. If you wish to appoint someone as your proxy other than the chairman of the Annual General Meeting, insert the name of your chosen proxy in the space provided in the first box. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement.
2. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's registrar, Link Asset Services, or you may copy this form. If you are appointing more than one proxy, please indicate in the box next to the proxy holder's name the number of Ordinary Shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope. If you appoint more than one proxy and the proxy forms appointing those proxies would give those proxies the apparent right to exercise votes on your behalf in a general meeting over more shares than you hold, then each of those proxy forms will be invalid and none of the proxies so appointed will be entitled to attend, speak or vote at the relevant general meeting.
3. In the absence of instructions, the person appointed proxy may vote or refrain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, the person appointed proxy may also vote or refrain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the Annual General Meeting.
4. The 'Vote withheld' option is provided to enable you to refrain from voting on any particular resolution. However, it should be noted that a 'Vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
5. This form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it may execute by the signature(s) of a duly authorised officer or attorney. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding. The completion and return of this form will not preclude a shareholder from attending the Annual General Meeting and voting in person.
6. To be valid, this form must be completed and lodged with the Company's registrar, Link Asset Services, at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU together with the power of attorney or other authority (if any) under which it is signed or a copy of such authority certified notarially, by 10:00 a.m. on 26 June 2019.