

# CEB RESOURCES PLC

2014 ANNUAL GENERAL MEETING, 31 OCTOBER 2014 AT 10:00AM

## FORM OF PROXY

I/We .....

Of .....

A member / members of the above named Company and entitled to vote, hereby appoint the Chairman of the meeting

Or .....

As my / our proxy to attend, represent and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 945 Wellington Street, West Perth WA 6005 Australia on 31 October 2014 at 10:00am and at any adjournment thereof.

Please indicate with an 'x' in the space below how you wish your votes to be cast in respect of the Resolutions set out in the Notice convening the meeting. If no specific direction to voting is given, the proxy will vote or abstain at his discretion.

**Please clearly mark the box below to instruct your proxy how to vote.**

Ordinary Resolutions		For	Against	Withheld
<b>Resolution 1</b>	To receive and adopt the annual report and audited accounts of the Company for the year ended 30 April 2014, together with the Directors' and Auditor's reports thereon.			
<b>Resolution 2</b>	To re-appoint KPMG Audit LLC as Auditor of the Company to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company.			
<b>Resolution 3</b>	To authorise the Directors to determine the remuneration of KPMG Audit LLC as Auditor of the Company.			
<b>Resolution 4</b>	To re-appoint as a Director Mr Jeremy King who retires by rotation at the commencement of the 2014 Annual General Meeting and submits himself for immediate reappointment to the Board.			
<b>Resolution 5</b>	That the Directors be generally and unconditionally authorised in accordance with articles 5.1 and 5.2 of the Company's articles of association to exercise all of the powers of the Company to allot up to an aggregate of 500,000,000 Ordinary Shares of no par value (in addition to the Ordinary Shares in issue at the date of the Annual General Meeting); such authority to expire (unless and to the extent previously revoked, varied or renewed by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or, if earlier, the date 15 months after the date of passing this Resolution, provided that this authority shall allow the Company, before such expiry, to make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted after this authority expires and the Directors may allot Ordinary Shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.			

Special Resolution	For	Against	Withheld
<p><b>Resolution 6</b> That, conditional upon the passing of Resolution 5, the provisions of article 5.5 of the Company's articles of association requiring shares proposed to be issued for cash first to be offered to the members in proportions as near as may be to the number of the existing shares held by them respectively be and are hereby disapplied in relation to:</p> <p>(a) the allotment of Ordinary Shares pursuant to a rights issue and otherwise pursuant to a rights issue, open offer, scrip dividend scheme or other pre-emptive offer or scheme which is in each case in favour of holders of Ordinary Shares and any other persons who are entitled to participate in such issue, offer or scheme where the equity securities offered to each such holder and other person are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held or deemed to be held by them for the purposes of their inclusion in such issue, offer or scheme on the record date applicable thereto, but subject to such exclusions or other arrangements as the Directors may deem fit or expedient to deal with fractional entitlements, legal or practical problems under the laws of any overseas territory, the requirements of any regulatory body or stock exchange in any territory, shares being represented by depositary receipts, directions from any holders of shares or other persons to deal in some other manner with their respective entitlements or any other matter whatever which the Directors consider to require such exclusions or other arrangements with the ability for the Directors to allot equity securities not taken up to any person as they may think fit; and</p> <p>(b) the allotment of Ordinary Shares for cash otherwise than pursuant to sub-paragraph (a) above up to an aggregate maximum number of 476,570,500 Ordinary Shares (in addition to the Ordinary Shares in issue at the date of the Annual General Meeting), such disapplication to expire on the same date as the expiration of any authority given in Resolution 5, provided that this disapplication shall allow the Company, before such expiry, to make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted after this disapplication expires and the Directors may allot such Ordinary Shares in pursuance of such an offer or agreement and in pursuance of any agreement existing prior to the passing of this Resolution as if the disapplication conferred hereby had not expired.</p>			

Signature .....

Date .....

**Notes:**

1. You may appoint one or more proxies of your own choice, if you are unable to attend the meeting but would like to vote. If such an appointment is made, delete the word "the Chairman of the meeting" and insert the name(s) of the person or persons appointed as proxy/proxies in the space provided. A proxy need not be a member of the Company. If no name is entered, the return of this form duly signed will authorise the Chairman of the meeting to act as your proxy.
2. In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of a duly authorised officer or attorney.
3. In order that this form of proxy shall be valid, it must be deposited (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or a copy certified in some other manner approved by the directors), at the Company's registrars, IOMA Fund and Investment Management Limited, IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP, or by facsimile to +44 (0) 1624 681392 or by email to [cynthiae@iomagroup.co.im](mailto:cynthiae@iomagroup.co.im) not later than 48 hours before the time appointed for the meeting.
4. The completion and return of a form of proxy will not, however, preclude shareholders from attending and voting in person at the meeting or at any adjournment thereof should they wish to do so.
5. If two or more persons are jointly entitled to a share conferring the right to vote, any one of them may vote at the meeting either in person or by proxy, but if more than one joint holder is present at the meeting either in person or by proxy, the one whose name stands first in the register of members in respect of the joint holding shall alone be entitled to vote in respect thereof. In any event, the names of all joint holders should be stated on the form of proxy.
6. Unless instructed otherwise, the proxy may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the meeting (including amendments to resolutions).
7. A vote given by a proxy or authorised representative of a company is valid notwithstanding termination of his authority unless notice of the termination is received at the Company's registrars address as set out in paragraph 3 above (or at such other place at which the instrument of proxy was duly received) at least one hour before the time fixed for holding the meeting or adjourned meeting at which the vote is given.