

KEFI Minerals plc

PROXY FOR ANNUAL GENERAL MEETING

I/We the undersigned, being (a) Member(s) of the Company, HEREBY APPOINT the Chairman of the Meeting or as my/our Proxy to vote for me/us and on my/our behalf in respect of my/our shareholding of ordinary shares at the Annual General Meeting of the Company to be held at the offices of Fieldfisher, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT on 15 June 2015 at 4.00 p.m. and at any adjournment thereof.

ORDINARY RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1. To receive and adopt the financial statements and reports of the Directors and auditors for the financial period ended 31 December 2014.			
2. To re-appoint Harry Anagnostaras-Adams as a director of the Company.			
3. To re-appoint John Leach as a director of the Company.			
4. To re-appoint Norman Ling as a director of the Company.			
5. To re-appoint Moore Stephens LLP as auditors of the Company.			
6. To authorise the Directors to determine the remuneration of the Company's auditors.			
SPECIAL RESOLUTION			
7. To subdivide the existing issued ordinary shares of 1p each in the capital of the Company into one new ordinary share of 0.1p each and one deferred share of 0.9p each and to amend the Company's articles of association to create a new class of deferred shares.			
ORDINARY RESOLUTIONS			
8. To authorise the Directors pursuant to Section 551 of the Companies Act 2006 (the "Act") to allot shares and grant rights to subscribe for shares.			
9. To authorise the Directors pursuant to Section 551 of the Act to allot shares and grant rights to subscribe for shares in connection with the grant of options over ordinary shares in the capital of the Company to Wayne Nicolleto.			
SPECIAL RESOLUTION			
10. To authorise the Directors under Section 570 of the Act to allot equity securities.			

Dated this day of2015

Signature:.....

Full name(s) in which shares are registered

PLEASE USE BLOCK LETTERS

Notes:

1. The Chairman of the meeting shall act as a proxy unless another proxy is desired, in which case strike out “the Chairman of the Meeting or” and insert the full name of your proxy in the space provided above. A proxy need not be a member of the Company, but must attend the meeting in person. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that such person attends the meeting and is aware of your voting intentions. If you wish your proxy to speak on your behalf at the meeting you will need to appoint as your proxy someone other than the Chairman and instruct that person accordingly.
2. Please indicate with a cross in the appropriate box how you wish the proxy to vote. If you mark the box “Vote Withheld”, it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. If you fail to select any of the given options, the proxy can vote as he or she chooses or can decide not to vote at all. The proxy will act in his or her discretion in relation to any business other than that specified above arising at the meeting (including any resolution to amend a resolution or to adjourn the meeting).
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney so authorised.
4. In the case of joint holders of a share the vote of the first-named holder on the Register of Members (whether voting in person or by proxy) will be accepted to the exclusion of the votes of the other joint holders in respect of the joint holding. For this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of members in respect of the joint holding.
5. This form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, should be returned so as to reach the Company’s Registrar, Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL not less than 48 hours excluding non-business days before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.
6. You may appoint more than one proxy to represent you at the meeting provided that each proxy is appointed to exercise the rights attaching to different shares held by you. Please insert the number of shares in respect of which you wish to appoint the proxy in the space provided. If you wish to do so, please contact Share Registrars’ helpline on 01252 821390 or you may copy this form. If you submit more than one valid proxy appointment but the instructions in such appointments are not compatible with each other, the appointment received last before the latest time for the receipt of proxies will take precedence.
7. Completion and return of this form of proxy will not preclude members from attending and voting in person at the meeting should they subsequently decide to do so. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. Otherwise, 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 the Company’s Registrar, Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL. In the case of a corporation, 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.
8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and paragraph 18 (c) The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company has specified that only shareholders entered on the register of members of the Company at 4.00 p.m. on 11 June 2015 (or in the event that this meeting is adjourned, on the register of members at 4.00 p.m. on the day preceding the date fixed for the adjourned meeting) will be entitled to attend and vote at the meeting.