

# PANTHEON RESOURCES PLC

## FORM OF PROXY

I/We .....  
of .....  
being a member of the Company, hereby appoint .....or failing him/her,  
the Chairman of the Meeting, as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10.00 am on Friday 15<sup>th</sup> December 2017 and at any adjournment thereof.

I/We direct my/our vote as indicated below in respect of the resolutions which are referred to in the Notice convening the Meeting (see notes below).

	Ordinary Resolutions	FOR	AGAINST	WITHHELD
Resolution 1	To receive and adopt the report and financial statements for the year ended 30 <sup>th</sup> June 2017.			
Resolution 2	To re-elect John Walmsley as a director of the Company.			
Resolution 3	To re-elect Phillip Gobe as a director of the Company.			
Resolution 4	To re-appoint UHY Hacker Young LLP as auditors and authorise the directors to determine their remuneration.			
Resolution 5	To empower the directors to allot relevant securities pursuant to Section 551 of the Companies Act 2006.			
	<b>Special Resolution</b>			
Resolution 6	To empower the directors to allot equity securities pursuant to Section 561(1) of the Companies Act 2006.			

Date .....

Signature .....

Please tick here if you are appointing more than one proxy.

Number of shares proxy appointed over.

**Notes**

- Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Should you wish to appoint more than one proxy please return this form and attach to it a schedule detailing the names of the proxies you wish to appoint, the number of shares each proxy will represent and the way in which you wish them to vote on the resolutions that are to be proposed. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the **Registered Office Address of the Company, 6<sup>th</sup> Floor, 60 Gracechurch Street, London EC3V 0HR by hand or by post, or by fax to +44 (0) 20 7264 4440 or by email to [ben.harber@shma.co.uk](mailto:ben.harber@shma.co.uk)**, so as to be received not less than 48 hours (excluding any part of a day which is not a working day) before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be). **For the avoidance of doubt, the last possible date for the submission of forms of proxy will be 10.00am on Wednesday 13<sup>th</sup> December 2017.**
- The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
- In the case of a corporation, the form of proxy must be executed under its common seal or the hand of an officer or attorney duly authorised.
- A member may appoint a proxy of its own choice. If the name of the member's choice is not entered in the space provided on the form of proxy, the return of the form of proxy duly signed will authorise the Chairman of the meeting to act as that member's proxy.
- To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the 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.
- The Company has specified that only those members entered on the register of members at close of business on 13<sup>th</sup> December 2017 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of 1p each in the capital of the Company held in their name at that time. Changes to the register after the close of business on 13<sup>th</sup> December 2017 shall be disregarded in determining the rights of any person to attend and vote at the meeting.