

PANTHEON RESOURCES PLC

FORM OF PROXY

I/We
of
being a member of the Company, hereby appoint the Chairman of the Meeting or failing him
.....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 10th December 2010 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 th June 2010. | | | |
| Resolution 2 | To re-elect John Walmsley as a director of the Company. | | | |
| Resolution 3 | To re-appoint UHY Hacker Young LLP as auditors and authorise the directors to determine their remuneration. | | | |
| Resolution 4 | To empower the directors to allot relevant securities pursuant to Section 551 of the Companies Act 2006. | | | |
| | Special Resolutions | | | |
| Resolution 5 | To empower the directors to allot equity securities pursuant to Section 561(1) of the Companies Act 2006. | | | |
| Resolution 6 | To amend the Company's Articles of Association. | | | |

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, One America Square, Crosswall, London EC3N 2SG by hand or by post, or by fax to +44 (0) 20 7264 4440 or by email to ben.harber@sghcosec.com**, so as to be received not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).
- 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 6.00 pm on 8th December 2010 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 6.00 pm on 8th December 2010 shall be disregarded in determining the rights of any person to attend and vote at the meeting.