



OVOCA GOLD Plc

**FORM OF PROXY
EXTRAORDINARY GENERAL MEETING**

For use at the Extraordinary General Meeting (“the Meeting”) to be held at Buswells Hotel, 23-25 Molesworth Street, Dublin 2, Ireland at 2.30 p.m. on 16th of August 2016 and any adjournment thereof.

I/We the undersigned being a member/members of the above named Company hereby appoint the Chairman of the Meeting* or _____ as my/or proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on Tuesday 16th of August 2016 and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the resolutions as indicated by an “X” in the appropriate box. Unless otherwise directed, the proxy may vote as he/she thinks fit.

Special Resolutions	For	Against
1. To approve the amendments to the memorandum of association.		
2. To adopt new articles of association.		

*If it is desired to appoint another person as a proxy, the words “the Chairman of the Meeting” should be deleted and the name and address of the proxy, who need not be a member of the Company inserted.

Signature _____

Dated _____ 2016

Name in full (BLOCK CAPITALS) _____

Address _____

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend, speak and, on a poll, vote on his/her behalf. A Proxy need not be a member of the Company. Completing and returning a Form of Proxy will not preclude a member from attending and voting at the Meeting should he/she so wishes.
2. To be effective, a Form of Proxy (if executed by an Attorney together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof) must be completed and reach the registered offices of the Company's registrars, Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland, not less than forty eight hours before the time appointed for the Meeting.
3. The Form of Proxy must (i) in the case of an individual member be signed by the member or his/her attorney duly authorised in writing; or (ii) in the case of a body corporate be given either under its common seal or signed on its behalf by its duly authorised officer or attorney.
4. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. The Company, pursuant to Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996 (as amended), specifies that only those shareholders registered in the register of members of the Company at close of business on the day which is two days before the date of the Meeting (or in the case of an adjournment at the close of business on the day which is two days before the date of the adjourned meeting) shall be entitled to attend and vote at the Meeting in respect only of the number of shares registered in their name at that time. Changes to entries in the register after that time will be disregarded in determining the rights of any person to attend or vote at the Meeting.