



# Premier African Minerals

## Premier African Minerals Limited

(company number 1426861) (Company)

### Annual General Meeting

### FORM OF PROXY

I/We .....(PRINT NAME)

of .....(PRINT ADDRESS)

**Before completing this form, please read the explanatory notes below.**

I/We being a member of the Company appoint the chairman of the meeting or (see note 3 below)

as my/our proxy to attend, speak and vote on my/our behalf at the annual general meeting of the Company to be held at the offices of Herbert Smith Freehills Paris LLP, 66 Avenue Marceau, 75008 Paris, France on 23 December 2013 at 1.30 p.m. (CET) and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an "X". If no indication is given, my/our proxy will vote or abstain from voting at his discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he thinks fit in relation to any other matter which is properly put before the meeting.

Ordinary resolutions	For	Against
1. To reappoint George Roach as a director.		
2. To reappoint Pamela Hueston as a director.		
3. To reappoint John (Ian) Stalker as a director.		
4. To reappoint Neil Herbert as a director.		
5. To reappoint Alexander Graham du Plessis as a director.		
6. To reappoint Baker Tilly UK Audit LLP as auditors.		

Signature: .....

Date: .....

*In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).*

**SEE NOTES TO THE FORM OF PROXY OVERLEAF  
PLEASE INSERT INTO PRE-PAID ENVELOPE SUPPLIED**

### Notes to the proxy form:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a meeting of shareholders of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
4. You may appoint more than one proxy so long as each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form (which you may photocopy) for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrar, Computershare Investor Services PLC (**Computershare**), using the shareholder helpline on 0870 707 4040.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. 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.
6. To appoint a proxy using this form, it must be:
  - 6.1 completed and signed;
  - 6.2 sent or delivered to Computershare at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom; and
  - 6.3 received by Computershare no later than 12.30 p.m. (GMT) on 20 December 2013.
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holders, if only one of the joint holders is present in person or by proxy he may vote on behalf of all joint owners and if two or more joint owners are present in person or by proxy they must vote as one.
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
12. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.