

**GENERAL MEETING**

**Anglo Pacific Group PLC**

17 September 2015

This card also serves as an Attendance Card for shareholders attending the General Meeting, and accordingly should be presented at the Shareholder Registration desk on arrival.

You may register the appointment of a proxy by:

- (a) logging onto [www.sharevote.co.uk](http://www.sharevote.co.uk) and using the reference numbers shown on the Form of Proxy, or by
- (b) completing the Form of Proxy and depositing it with the registrars.

Please read the Notice of the Meeting available on [www.anglopacifigroup.com](http://www.anglopacifigroup.com) and the Notes overleaf before using or completing the Form of Proxy.

Shareholder reference number:

Signature of person attending:

**FORM OF PROXY**  
**Anglo Pacific Group PLC**

Voting ID

Task ID

Shareholder Reference No.

Please read the notes and instructions below and opposite carefully before completing this form.

All references in this Form of Proxy are to London times.

I/We being a member/members of the above-named Company, hereby appoint the Chairman of the meeting, or please refer to Explanatory Note 3.

Name	No. of Shares
<input type="text"/>	<input type="text"/>

as my/our proxy to exercise all or any of my/our rights to attend and to speak and vote in respect of my/our full voting entitlement\* at the general meeting ('GM') of Anglo Pacific Group PLC (the 'Company') to be held at 11.00 a.m. on 17 September 2015 at the Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS, United Kingdom and at any adjournment of it. I/We direct that my/our proxy will vote (or abstain from voting) on the resolution set out in the notice of general meeting ('Notice of GM') attached to the circular to shareholders of the Company dated 26 August 2015 ('Circular') as indicated below:

Please tick here if this proxy appointment is one of multiple appointments being made.  
\* For the appointment of more than one proxy, please refer to Note 5.

**RESOLUTION**

1 THAT the proposed transfer of the Company's category of equity share listing on the Official List of the United Kingdom Listing Authority and on the Main Market of the London Stock Exchange plc from a premium listing (commercial company) to a standard listing (shares) (the "Transfer of Listing") be and is hereby approved and the directors of the Company be and are hereby authorised to cause such Transfer of Listing to be effected and to do and/or procure to be done all such acts or things as they may consider necessary or desirable in connection therewith (special resolution).

	FOR	AGAINST	VOTE WITHHELD
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Resolution 1 will be proposed as a Special Resolution.**

Please note that the "vote withheld" option is to allow you to instruct your proxy or proxies to abstain from voting on the specified resolution. Please note that an abstention is not a vote in law and will not be counted in the calculation of the votes cast for and against the resolution.

**PLEASE COMPLETE THE DETAILS BELOW IN BLOCK CAPITALS AND SIGN AND DATE WHERE INDICATED**

The proxy is to vote as instructed in respect of the resolution specified above. In the absence of instructions the proxy may vote or abstain as he or she thinks fit on the resolution specified above and, unless instructed otherwise, on any other business (including amendments to the resolution) which may come before the meeting. Any alterations to this Form of Proxy should be initialled. If you complete and return the Form of Proxy this will not prevent you from attending in person and voting at the meeting should you subsequently decide to do so.

Please return this Form of Proxy to Equiniti Limited of Aspect House, Spencer Road, Lancing Business Park, Lancing, West Sussex BN99 6DA so as to arrive by 11.00 a.m. on 15 September 2015. Alternatively, if you hold your shares in uncertificated form, you may appoint a proxy using the CREST electronic proxy appointment service, details of which are set out in the Notice of GM.

Signature	Date
<input type="text"/>	<input type="text"/>

## EXPLANATORY NOTES

1. If you intend to come to the GM please complete this admission card and bring it with you to the GM.
2. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, speak and vote at the GM. A member so entitled may appoint (a) proxy(ies), who need not be (a) shareholder(s), to attend, speak and vote on his/her behalf.
3. If you wish to appoint someone other than the Chairman of the GM as your proxy, please insert his/her name in the space provided and delete 'the Chairman of the meeting, or'. A proxy need not be a shareholder of the Company.
4. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
5. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's Registrar, Equiniti on 0871 384 2030 (calls to this number from the UK are charged at 8p per minute plus network extras) or +44 121 415 7047 from outside the UK (calls to this number from outside the UK are charged at applicable international rates and different charges may apply to calls made from mobile telephones. Lines are open from 8.30 a.m. to 5.30 p.m. (Monday to Friday, excluding UK public holidays) or you may copy this form. Please indicate in the box next to the proxy holder's name, the number of shares in relation to which he/she is authorised to act as your proxy. Please also indicate by ticking the additional box provided if the proxy instruction is one of multiple separate instructions being given. All forms must be signed and should be returned together.
6. The 'Vote withheld' option on the Form of Proxy is provided to enable you to abstain on the resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.
7. If the Form of Proxy is signed by someone else on your behalf, the original or a certified copy of the document evidencing their authority to sign must be returned with the Form of Proxy. If the shareholder is a corporation, the form must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
8. In the case of a joint holding, any holder may sign. Where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
9. To be entitled to attend or vote at the meeting (and for the purpose of determining the number of votes you may cast), you must be entered on the Company's Register of Members as at 6 p.m. (UK time) on 15 September 2015 or, if the meeting is adjourned, you must be entered on the Company's Register of Members no later than 6 p.m. (UK time) on the day being two days prior to the day of the adjourned meeting (excluding any part of a day that is not a business day). Changes to entries on the ordinary register after 6 p.m. (UK time) on 15 September 2015 shall be disregarded in determining the right of any person to attend or vote at the GM (unless the GM is adjourned in which case the previous provisions of this Note 9 apply).
10. To be valid, the Form of Proxy (together with any power of attorney or other authority under which it is signed or a certified copy of such power or authority) must reach the Company's Registrar, Equiniti, by no later than 11.00 a.m. (UK time) on 15 September 2015 or if the GM is adjourned, 48 hours before the time for holding the adjourned GM. Lodgement of a Form of Proxy does not prevent a member from attending and voting at the GM in person.
11. Electronic Proxy Appointment ('EPA') is available for this GM. To appoint a proxy electronically log on to the Company's Registrars' website at [www.sharevote.co.uk](http://www.sharevote.co.uk). The Voting ID, Task ID and Shareholder Reference Number shown above will be required. Full details of the procedures are given on the website. Alternatively, if you have already registered with the Company's Registrars' online portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) and following the Instructions given on the website. EPA will not be valid if received after 11.00 a.m. (UK time) on 15 September 2015, or if the GM is adjourned, 48 hours before the time for holding the adjourned GM, and will not be accepted if found to contain a computer virus.
12. The CREST electronic proxy appointment service is available for this GM. To use this service CREST members should transmit a CREST proxy instruction, using the procedures described in the CREST manual, so as to reach (together with any power of attorney or other authority under which it is sent) the Company's Registrar, Equiniti, (CREST participant ID RA19) by no later than 11.00 a.m. (UK time) on 15 September 2015, or if the GM is adjourned, 48 hours before the time for holding the adjourned GM. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Equiniti is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
13. Full details of the resolution to be proposed at the GM, with explanatory notes, are set out in the Notice of General Meeting enclosed with this card or available on the Company's website ([www.anglopacifcgroup.com](http://www.anglopacifcgroup.com)).
14. 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 Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom. In the case of a member which is a company, 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. The revocation notice must be received by Equiniti by 11.00 a.m. (UK time) on 15 September 2015, or if the GM is adjourned, 48 hours prior to the adjourned meeting.
15. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which was received last, none of the proxy appointments in respect of that share or shares shall be valid.
16. You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any purposes other than those expressly stated.