

SULA IRON & GOLD PLC

Registered in England and Wales with Company Number 7800337

Form of Proxy

Form of proxy for use at the general meeting of Sula Iron & Gold plc (**Company**) to be held at Michelmores LLP, 12th Floor, 6 New Street Square, London, EC4V 3BF at 10.00 a.m. on 27 December 2017 (**Meeting**).

I/We, _____
(insert full name in BLOCK CAPITALS)

of _____
(insert address in BLOCK CAPITALS)

_____ POSTCODE _____

being (a) holder(s) of ordinary shares in Sula Iron & Gold plc and entitled to receive notice, attend and vote at general meetings of the Company, hereby appoint the Chairman of the meeting or the following person:

<i>Name</i>	<i>Number of Shares</i>

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Meeting and at any adjournment thereof in relation to the resolutions specified in the notice of general meeting dated 8 December 2017 (**Notice**) (**Resolutions**) and any other business (including adjournments and amendments to the Resolutions) which may properly come before the meeting or any adjournment thereof. I/We direct my/our proxy to vote on the Resolutions as indicated below:

ORDINARY RESOLUTIONS	For	Against	Withheld
1. To subdivide the ordinary shares of the Company in the manner set out in the Notice			
2. To authorise the directors of the Company to allot relevant securities as set out in the Notice			
SPECIAL RESOLUTIONS			
3. To amend the Articles of Association of the Company as set out in the Notice			
4. To dis-apply pre-emption rights as set out in the Notice			
5. To approve the buy-back of, and the payment for, ordinary shares to be acquired by the Company as set out in the Notice			

Please tick here if the proxy appointment is one of multiple appointments being made and state in the box above the number of shares to which this proxy relates. Also, see note 7 below.

SIGNATURE(S) _____ **DATE** _____

NOTES:

1. A proxy need not be a member of the Company.
2. Please indicate with an 'X' in the appropriate boxes above how you wish your votes to be cast. Unless otherwise instructed the proxy may vote or abstain from voting as they think fit. The 'vote withheld' option is provided so that you may abstain on any particular resolution: this is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' and 'against' a resolution.
3. To appoint a proxy using this proxy form, the form must be:
 - completed and signed;
 - sent or delivered to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by facsimile transmission to 01252 717 233;
 - alternatively, the completed proxy form can be scanned and emailed to proxies@shareregistrars.uk.com;
 - and received by Share Registrars Limited no later than 48 hours prior to the Meeting (excluding non-working days).

In the case of a member which is a company, the 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.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

4. In the case of joint members the vote of the senior joint member who signs a proxy form will be accepted to the exclusion of others, seniority being determined by the order of names in the register.
5. If you wish to appoint someone other than the Chairman as your proxy, delete "the Chairman of the meeting or" above and insert the name of your proxy in the box provided.
6. If the proxy is being appointed in relation to only some of your shares, please write the number of shares in respect of which they are authorised to act in the box next to their name. If this box is left blank, your proxy will be deemed to be authorised to act in respect of all of your shares.
7. To appoint additional proxies, this form may be photocopied or additional copies obtained from the registrars. On each form, please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act and ensure that each form bears an original signature. If you wish to terminate the proxy appointment you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment. Your revocation notice must be received no later than 48 hours (excluding non-working days) before the Meeting.
8. Completion and return of a proxy form will not prevent you from attending and voting in person at the Meeting should you subsequently decide to do so.
9. Any alteration made to this proxy form should be initialled.
10. As at 5.00 pm on the day immediately prior to the date of posting of the Notice of Meeting, the Company's issued share capital comprised 3,271,746,363 ordinary shares of 0.1p each and 356,848,594 deferred shares of 0.09 pence each with no rights to vote at a general meeting. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company at that time was 3,271,746,363.