

# CORA GOLD LIMITED

Incorporated and registered in the British Virgin Islands with registered number 1701265

## FORM OF PROXY

### for the Annual General Meeting of Cora Gold Limited (the 'Company') to be held on 11 June 2019

Please insert the member(s) full name(s) and address(es) in BLOCK CAPITALS

I / We .....  
of.....

being a member / members of the Company hereby appoint the Chairman of the Meeting\* or failing him / her ..... as my / our proxy to vote for me / us on my / our behalf at the Annual General Meeting of the Company to be held at 12.00 p.m. on 11 June 2019 at the offices of SP Angel Corporate Finance LLP at Prince Frederick House, 35-39 Maddox Street, London, W1S 2PP, United Kingdom and at any adjournment thereof.

\* If you wish to appoint your own proxy, delete the words "the Chairman of the Meeting" and insert in BLOCK LETTERS the name of your proxy in the space provided.

Please indicate with an 'X' in the space below how you wish your votes to be cast. If you do not specify how you wish your votes to be cast then you will be deemed to have authorised your proxy to vote or abstain from voting as he / she thinks fit.

<b>ORDINARY RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>VOTE WITHHELD</b>
1. To receive the Company's annual accounts for the financial year ended 31 December 2018 together with the Directors' Report and Independent Auditor's Report on those accounts.			
2. To re-appoint PKF Littlejohn LLP as the Company's auditor to hold office from the conclusion of this meeting until conclusion of the next meeting at which annual accounts are laid before the Company and to authorise the Directors to determine the remuneration of the auditor.			
3. The Directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company, and to grant rights to subscribe for or convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being 'relevant shares') (i) in respect of any exercise of options granted pursuant to the Company's share option scheme, and (ii) in addition to (i), up to a maximum of 10,110,513 Ordinary Shares in aggregate; provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the commencement of the Annual General Meeting to be held in 2020 or 31 December 2020, whichever is earlier to occur, save that the Company may, before such expiry, make offer(s) or enter into agreement(s) which would or might require relevant shares to be allotted or granted after such expiry and the Directors may allot relevant shares in pursuance of such offer(s) or agreement(s) notwithstanding that the authority conferred by this resolution has expired; and all unexercised authorities previously granted to the Directors to allot relevant shares be and are hereby revoked.			
<b>SPECIAL RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>	<b>VOTE WITHHELD</b>
4. The Directors be generally empowered to allot equity securities for cash pursuant to the authority conferred by Resolution 3 or by way of sale of treasury shares, as if the right of pre-emption did not apply to any such allotment; provided that this authority shall be limited to (i) the allotment of a maximum of 10,110,513 Ordinary Shares and (ii) the allotment of any number of Ordinary Shares following exercise of rights under the Company's share option scheme and provided that this power shall expire on the commencement of the Annual General Meeting of the Company to be held in 2020 or 31 December 2020, whichever is earlier to occur (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before the date of such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer(s) or agreement(s) notwithstanding that the power conferred by this resolution has expired.			

Signed ..... Date .....

Please mark this box if you are appointing more than one proxy (Note 4)

## NOTES

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 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 of the Meeting, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman of the Meeting and give them the relevant instructions directly.
4. You may appoint more than one proxy provided 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 may photocopy your proxy card or contact Computershare Investor Services to obtain an extra proxy card on 0370 702 0000 (Calls will be charged at the standard landline rate plus your phone company's access charge. If you are outside the United Kingdom, please call +44 (0)370 702 0000. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales).
5. To appoint a proxy using this form, the form must be:
  - (a) completed and signed;
  - (b) sent or delivered to Computershare Investor Services, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, United Kingdom; and
  - (c) received by Computershare Investor Services no later than 12.00 p.m. on 7 June 2019.
6. 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.
7. 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.
8. In the case of joint holders, 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. 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.
10. For details of how to change your proxy instructions or revoke your proxy appointment see the Explanatory Notes to the Notice of 2019 Annual General Meeting.
11. 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.