

**NOTES TO THE FORM OF PROXY**

- The full text of each resolution to be proposed at the Annual General Meeting is set out in the Annual General Meeting Notice (the 'AGM Notice') dated 5 June 2015. Shareholders should read the resolutions set out in the AGM Notice together with the notes to the AGM Notice ('Notes to the AGM Notice') and explanation of resolutions.
- If you wish to appoint some other person as your proxy to exercise all or any of your rights to attend, speak and vote at an Annual General Meeting of the Company, please insert his/her name and address, initial and strike out the words 'the Chairman of the Meeting'. A proxy need not be a member of the Company but must attend the meeting to represent you. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered, the return of this form, duly signed, will authorise the Chairman of the meeting to act as your proxy.
- To direct your proxy how to vote on the resolutions, please indicate with an X in the appropriate box how you wish your vote to be cast. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and is not counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution. When 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. Unless otherwise instructed the proxy will exercise his/her discretion as to whether, and if so how he/she will vote. Unless instructed otherwise, the proxy may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the meeting (including amendments to resolutions). You may appoint more than one proxy provided each proxy is appointed to exercise rights attaching 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 please contact the Registrars of the Company as detailed in note 5 below.
- This Form of Proxy must, in the case of an individual, be signed by the appointer or his/her attorney or, in the case of a corporation, be given under its common seal or signed on its behalf by an attorney or a duly authorised officer or, if it is subject to the Companies Act 2006 (as amended), in accordance with Section 44 thereof.
- To be valid this completed and signed Form of Proxy and any power of attorney or other authority under which it is executed (or a duly notarised copy thereof) must be lodged with the Registrars of the Company, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not later than 11.30 a.m. on 25 June 2015 or not less than 48 hours before the time appointed for the adjourned meeting at which it is to be used.
- In the case of joint holders of a share 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 statutory register of members in respect of the share (the first-named being the most senior).
- Any alteration in this Form of Proxy must be initialled by the person in whose hand it is signed or executed.
- 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.
- As permitted by regulation 41 of the Uncertificated Securities Regulations 2001 as amended, only those persons whose names are entered on the register of the Company at 6 p.m. on 25 June 2015 shall be entitled to attend and to vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the Annual General Meeting.
- Shareholders are advised that unless otherwise provided, the telephone numbers and website and e-mail addresses set out in this document or the AGM Notice, the Notes to the AGM Notice or explanation of resolutions are not to be used for the purpose of serving information or documents to the Company (including the service of documents or information relating to proceedings at the Company's Annual General Meeting).

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

**Kemin Resources Plc**

(Incorporated and Registered in England and Wales with Registered No. 4674237)

**FORM OF PROXY**

I/We \_\_\_\_\_ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

( Please only complete if appointing someone other than the Chairman of the Annual General Meeting )

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 29 June 2015 at the offices of Gowlings (UK) LLP, 15th Floor, 125 Old Broad Street, London, EC2N 1AR at 11:30 a.m. and at any adjournment thereof.

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 or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting (including any motion to amend any resolution or to adjourn the Annual General Meeting).

**Ordinary Business - Ordinary Resolutions**

- |   | FOR                      | AGAINST                  | WITHHELD                 |
|---|--------------------------|--------------------------|--------------------------|
| 1 To receive the audited accounts and the reports of the Directors and auditors for the year ended 31 December 2014 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 To appoint Neil Herbert as a Director of the Company  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 To re appoint William Trew as a Director of the Company   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 To re appoint Ken Crichton as a Director of the Company   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 To appoint BDO LLP as the Company's auditors  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**Special Business - Resolutions**

- |   | FOR                      | AGAINST                  | WITHHELD                 |
|---|--------------------------|--------------------------|--------------------------|
| ( † Ordinary Resolution *Special Resolution )   |                          |                          |                          |
| 6† The directors be generally and unconditionally authorised to allot Relevant Securities | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7* That the directors be given the general power to allot equity securities for cash      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

If you are planning to attend the Annual General Meeting please tick the following box :

Mark this box with an "X" if you are appointing more than one proxy :

Signed

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote :

Date:

D	D	-	M	M	-	Y	Y
---	---	---	---	---	---	---	---



>123-0



Kemin Resources Plc

Attendance Card

The Annual General Meeting will start at 11:30 a.m. and is being held on 29 June 2015 at the offices of Gowlings (UK) LLP, 15th Floor, 125 Old Broad Street, London, EC2N 1AR.

**If you plan to attend the Annual General Meeting please bring this card with you to ensure you gain admission as quickly as possible.**

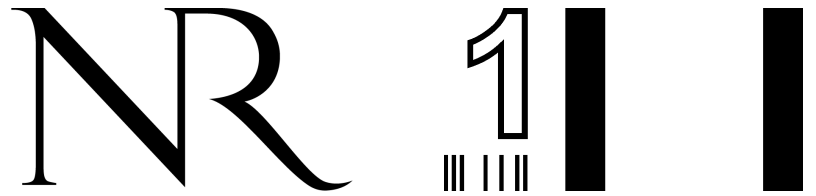
Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the Annual General Meeting.

>123-0  
Name  
Address 1  
Address 2  
Address 3  
Address 4  
Address 5  
Address 6

NEVILLE  
REGISTRARS



Business Reply Plus  
Licence Number  
RSTY-SAKX-RZSL



Neville Registrars Limited  
Neville House  
18 Laurel Lane  
Halesowen  
B63 3DA