

# FORM OF PROXY - PAN AFRICAN RESOURCES PLC

(Incorporated and registered in England and Wales under the Companies Act 1985  
with registration number 3937466 on 25 February 2000)  
Share code on AIM: PAF      ISIN: GB0004300496      Share code ALTX: PAN

**This Form of Proxy is for use by all non-South African shareholders and for South African certificated shareholders and South African own name dematerialised shareholders only.**

I/We, the undersigned, being a member of the above-named company, hereby appoint the Chairman of the Meeting or (see note 1)  
Name of proxy \_\_\_\_\_ Number of shares proxies appointed over \_\_\_\_\_

\_\_\_\_\_

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of Pan African Resources PLC to be held at the office of Fasken Martineau LLP, Fourth Floor, 17 Hanover Square, London W1S 1HU at 12h00 (UK time) on Monday, 14 December 2009 or any adjournment thereof.

If you wish to appoint multiple proxies, please see note 1 below.  Please also tick here if you are appointing more than one proxy.

The proxy will vote on the undermentioned resolutions, as indicated

ORDINARY BUSINESS:		For	Against	Voting Withheld*	Discretionary**
1.	To receive the Accounts and the reports of the directors and auditor thereon				
2.	To re-elect Mr J P Nelson as a director of the Company				
3.	To re-elect Mr K C Spencer as a director of the Company				
4.	To re-elect Mr M C Ramaphosa as a director of the Company				
5.	To re-elect Mr R M Smith as a director of the Company				
6.	To re-elect Mr J A J Loots as a director of the Company				
7.	To appoint Deloitte & Touche LLP as auditors of the Company and to authorise the Directors to determine their remuneration				
SPECIAL BUSINESS:		For	Against	Voting Withheld*	Discretionary**
8.	To authorise the directors to allot equity securities				
9.	To disapply the statutory pre-emption rights				
10.	To approve market purchases of Ordinary Shares				
11.	To revoke provisions in the articles setting the maximum amount of shares that may be allotted				
12.	To approve the adoption of the new articles of association				

If this form is signed and returned without any indication as to how the proxy shall vote, he will exercise his discretion both as to how he votes (and whether or not he abstains from voting).

\* The 'Vote Withheld' option is to enable you to abstain on the specified resolution. Please note a 'Vote Withheld' has no legal effect and will not be counted in the votes 'For' and 'Against'.

\*\* If you select 'Discretionary' or fail to select any of the given options, the proxy is authorised to vote (or abstain from voting) at his discretion on the specified resolution. The proxy is also authorised to vote (or abstain from voting) on any other business, which may properly come before the meeting.

Print Name: \_\_\_\_\_  
(BLOCK CAPITALS)

Signature: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2009

## Notes

- To appoint as a proxy a person other than the Chairman of the meeting insert the full name in the space provided. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A proxy need not be a member of the Company.
- This form is for use of shareholders only and will be used only in the event of a poll being directed or demanded.
- You may, if you wish, delete the words "the Chairman of the Meeting" and substitute the names(s) of your choice. Please initial such alteration.
- To be effective, this form of proxy must be lodged at the Company's registrars, Capita Registrars, Proxies Department, 34 Beckenham Road, Beckenham, Kent, BR3 4BR or Computershare Investor Services (Pty) Ltd, Ground Floor, 70 Marshall Street, Johannesburg 2001 (PO Box 61051, Marshalltown, 2107, Johannesburg, South Africa), South Africa not later than 48 hours before the start of the meeting.
- In the case of a corporation, the form must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing.
- In the case of joint holders, the signature of any of them will suffice but the names of all joint holders should be shown. The vote of the senior joint holder 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 Register of Members in respect of the joint holding.
- Dematerialised shareholders in South Africa who are not own name dematerialised shareholders and who wish to attend the annual general meeting should instruct their CSDP or broker to issue them with the necessary Letter of Representation to attend the meeting in person, in the manner stipulated in the custody agreement governing the relationship between such shareholders and their CSDP or broker. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker for instructions of this nature. Dematerialised shareholders in South Africa who are not own name dematerialised shareholders and who cannot attend but who wish to vote at the AGM should provide their CSDP or broker with their voting instructions, in the manner stipulated in the custody agreement governing the relationship between such shareholders and their CSDP or broker. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker for instructions of this nature.
- Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.

Second Fold

POSTAGE WILL  
BE PAID BY THE  
ADDRESSEE

NO POSTAGE  
NECESSARY IF  
POSTED IN SOUTH  
AFRICA

BUSINESS REPLY SERVICE  
LICENCE NO. J 5563

The logo for Computershare, featuring a stylized purple 'C' icon followed by the word 'Computershare' in a purple sans-serif font.

2107 MARSHALLTOWN

First Fold

Third Fold  
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