

CAMBRIA AFRICA PLC

FORM OF PROXY

I/We
 being a member of the Company, hereby appoint the Chairman of the Meeting or.....

as my/our proxy to attend and vote for me/us on my/our behalf at the General Meeting of the Company to be held at 1 Berkeley Street, Mayfair, London on 13 April 2015 at 9am and at any adjournment thereof.

I/We direct my/our vote as indicated below in respect of the resolutions which are referred to in the Notice convening the Meeting (see note 1 below).

Resolutions	FOR	AGAINST	WITHHELD
Ordinary Business: 1. THAT the waiver granted by the Panel on Takeovers and Mergers, conditional on the passing of this Resolution on a poll, of any requirement under Rule 9 of the City Code on Takeovers and Mergers, for Ventures Africa Limited to make a general offer to shareholders as a result of its subscription for ordinary shares in the Company pursuant to the terms of the subscription agreement dated 15 February 2015 made between Ventures Africa Limited and the Company (the "Subscription Shares") summarised in the Circular, be and is hereby approved.			
Special Business: 2. THAT, the Directors of the Company be and are hereby generally and unconditionally authorised (notwithstanding any fetter upon the power of the Directors of the Company to allot Ordinary Shares contained in article 4 of the Articles of Association), to exercise all the powers of the Company to allot and issue the Subscription Shares to Ventures Africa Limited on such terms described in the Circular, as if the provisions of article 4 aforesaid and section 36 of the Companies Act 2006 of the Isle of Man did not apply to such allotment and issue.			

Date

Signature

☐ Please tick here you are appointing more than one proxy.

Number of shares proxy appointed over.

Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. 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.
3. 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 will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6pm on 9 April 2015. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
6. The Form of Proxy over must arrive at Capita Registrars (Isle of Man) Limited, Clinch's House, Lord Street, Douglas, Isle of Man, IM99 1RZ during usual business hours accompanied by any Power of attorney under which it is executed (if applicable) no later than 9am on 9 April 2015.
7. As at 25 March 2015 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consisted of 104,655,162 ordinary shares of £0.0001 each. Each ordinary share carries the right to vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 25 March 2015 was 104,655,162.
8. Terms defined in the circular to shareholders dated 26 March 2015 shall have the same meaning in these notes unless the context requires otherwise.