



**IMPERIAL MINERALS PLC**  
(Company number 06275976)

**FORM OF PROXY**

For use at the Annual General Meeting of the Company to be held at the offices of Edwin Coe LLP, 2 Stone Buildings, Lincoln's Inn, London WC2A 3TH, at 10a.m. on 16 December 2016.

I/We ..... (full name in block capitals)

of .....

..... (full postal address in block capitals)

being (a) member(s) of the Company hereby appoint

.....

or failing him, the Chairman of the Meeting (*see note 3*) to be my/our proxy and to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 16 December 2016 and at any adjournment thereof. If you sign this form and return it without any specific directions your appointed proxy or proxies will vote or abstain at his/her discretion on the Resolution to be proposed as he/she will upon any other motion arising at the Meeting.

Please mark this box if you are appointing more than one proxy  (see note 6)

I/We direct my/our proxy to vote on the following Resolutions as follows:

|  | FOR | AGAINST | ABSTAIN |
|--|-----|---------|---------|
| <b>Ordinary Resolutions</b>  |     |         |         |
| 1. To re-elect Russell Hardwick as a director                            |     |         |         |
| 2. To elect James Hamilton as a director                                 |     |         |         |
| 3. To adopt the annual accounts, Directors' report and auditors' report. |     |         |         |
| 4. To give directors authority to allot.                                 |     |         |         |
| <b>Special Resolutions</b>   |     |         |         |
| 5. To waive statutory pre-emption rights.                                |     |         |         |

Signature or sealed: ..... Dated .....

*NOTES TO PROXY FORM:*

1. *As a member of the Company you are entitled to appoint a proxy to exercise your rights to attend, speak and vote at a general 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. *If you wish to appoint as your proxy some other person other than the Chairman of the Meeting please insert in block capitals the full names of the person of your choice, delete the words “or failing him the Chairman of the Meeting” and initial the alteration. A proxy need not be a member of the Company but must attend the meeting to represent you. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. Completion of the proxy will not preclude you from attending, voting and speaking in person at the Meeting.*
4. *To appoint a proxy using the proxy form, the form must be:*
  - a. *completed and signed;*
  - b. *sent or delivered to Edwin Coe LLP, 2 Stone Buildings, Lincoln’s Inn, London WC2A 3TH or by facsimile transmission to 020 7691 4111,*  
  
*and received by Edwin Coe LLP no later than 48 hours excluding non working days before the start of the meeting.*
5. *A corporation must execute the proxy form under its common seal or under the hand of an officer or attorney duly authorised in writing.*
6. *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 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*
7. *Any power of attorney or any other authority (or a duly certified copy of such power or authority) under which this proxy form is signed 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. *Pursuant to the Uncertificated Securities Regulations and paragraph 18(c) of The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specified that only those shareholders registered in the register of members not less than 48 hours excluding non working days before the General Meeting shall be entitled to attend and vote at the Annual General Meeting or, if the meeting is adjourned, close of business on such date being not more than two days prior to the date fixed for the adjourned meeting. Changes to entries on the register of members after that time shall be disregarded in determining the right of any person to attend or vote at the meeting.*