

# PHOENIX GLOBAL RESOURCES PLC

(Incorporated and registered in England and Wales with registered number 05083946)

## Form of Proxy

**Form of proxy for use at the general meeting to be held at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London, EC4N 6AF at 11.00 a.m. on 23 November 2017.**

Please read the Notice of the Meeting and the accompanying notes carefully before completing this Form of Proxy.

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

being a member(s) of Phoenix Global Resources plc (the "**Company**") hereby appoint the chairman of the meeting OR  
.....[full name of proxy, in BLOCK CAPITALS]  
as my/our proxy to exercise all or any of my/our rights to attend, speak and vote for me/us on my/our behalf (see Explanatory Note 3) at the general meeting of the Company to be held at the offices of **CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London, EC4N 6AF at 11.00 a.m. on 23 November 2017** (the "**General Meeting**") and at any adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments being made.

\* For the appointment of more than one proxy, please refer to Explanatory Note 7.

I/We request such proxy to vote on the following resolutions as indicated below:

Special Resolutions	For	Against	Vote Withheld
1. To approve the Capitalisation.			
2. To approve the Reduction of Capital and the Interoil Demerger.			

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

The proxy may also vote (or abstain from voting) on any other business which may properly come before the meeting.

If you would like to attend and vote at the General Meeting it would be helpful if you would tick the box below. I/we will be attending the General Meeting.

Names of joint holders (if any) (see Explanatory Note 6) .....

Dated .....2017 Signature .....

### Notes

- As a member of the Company you may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A proxy need not be a member of the Company but must attend the General Meeting in order to represent you. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed. Appointing a proxy will not prevent a member from attending in person and voting at the General Meeting (although voting in person at the General Meeting will terminate the proxy appointment).
- You should appoint a proxy using the procedures set out in these Explanatory Notes. Please indicate with an 'X' in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his discretion as to how he votes or whether he abstains from voting:
  - on any resolution referred to above if no instruction is given in respect of that resolution; and
  - on any business or resolution considered at the General Meeting other than resolutions referred to above.The 'Vote Withheld' option is provided to enable you to instruct your proxy to abstain from voting on a 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.
- If you wish to appoint someone other than the chairman of the General Meeting as your proxy please delete the words "chairman of the meeting" and insert the name of the person you wish to appoint. A proxy need not be a member of the Company but must attend the General Meeting to represent you.
- In the case of a member which is a corporation, this form must be executed under its common seal (if any) or the hand of its duly authorised officer or an attorney or other person authorised so to sign. In the case of an individual, the proxy must be signed by the appointor or his agent, duly authorised in writing.
- If this form of proxy is signed under a power of attorney (or equivalent authority) please include the original power of attorney or equivalent authority (or a duly certified copy of such power of attorney or equivalent authority) when you return this form of proxy to the Company's registrars (Share Registrars Limited).
- In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
- 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). You may not appoint more than one proxy to exercise rights attached to any one share. 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.
- Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last validly received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others. If the Company is unable to determine which of any of such two or more valid proxy forms was last received, none of them shall be treated as valid in respect of that share.
- To validly appoint a proxy using this form of proxy:

Please complete the form, sign it and return by any of the following methods:

  - in hard copy form by post or courier or (during normal office hours) by hand to the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, GU9 7DR;
  - scanned and emailed to [proxies@shareregistrars.uk.com](mailto:proxies@shareregistrars.uk.com); or
  - in the case of CREST members only, by using the CREST electronic proxy appointment service. CREST members should refer to note 4 in the notice of General Meeting enclosed with this form of proxy in relation to the submission of a proxy appointment via CREST.
- To be valid, a form of proxy, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should reach the Company's registrar, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, GU9 7DR, by no later than 11.00 a.m. on 21 November 2017.
- Exercise of voting rights by Argentine shareholders: Caja de Valores S.A. (CVSA) shall immediately notify all depositors, upon notification by Euroclear to CVSA of the exercise of voting rights in connection with any share deposited in the Account CVSA-Euroclear. In order to exercise the voting rights in connection to such securities, Euroclear, upon prior written instruction by CVSA, must issue the corresponding certificate of attendance to the General Meeting in favour of the CVSA depositors, as instructed by CVSA. If the certificates of attendance issued by CVSA are accepted by the Company, CVSA must issue them in accordance with the depositors' instructions. The depositors must instruct CVSA at least seven business days prior to the date of the General Meeting.

Business Reply  
Licence Number  
RTUJ-ZUTR-YXAU



Share Registrars Ltd  
The Courtyard  
17 West Street  
Farnham  
GU9 7DR