

**AMEDEO RESOURCES PLC**

(Registered in England and Wales under registered number 05216336)

**FORM OF PROXY**

Form of proxy for use at the general meeting of Amedeo Resources Plc ("**Company**") to be held at the offices of Druces LLP, Salisbury House, London Wall, London EC2M 5PS on 17 December 2018 at 2.00 p.m. ("**Meeting**").

I/We .....(full name(s))

of ..... (address)

being a member/members of the Company entitled to receive notice, attend and vote at general meetings of the Company, hereby appoint the Chairman of the Meeting (*Note 1*)

..... as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Meeting and at any adjournment thereof in relation to the resolutions specified in the Notice of General Meeting ("**Resolutions**") and any other business (including adjournments and amendments to the Resolutions) which may properly come before the Meeting or any adjournment thereof.

I/We direct my/our proxy to vote as follows in respect of the Resolutions (*Note 2*):

<b>RESOLUTIONS</b>	<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>
<b>Ordinary Resolution:</b>			
1. Conditional on Resolution 2, to sub-divide each existing ordinary share of 10p each in to 1 ordinary share of 1p each and 10 deferred shares of 0.9p each			
<b>Special Resolution:</b>			
2. To, in accordance with Rule 41 of the AIM Rules for Companies, authorise the cancellation of the admission to trading on AIM (the market of that name operated by the London Stock Exchange Plc) of the ordinary shares of 10p each in the capital of the Company and to authorise the directors of the Company to take all action reasonable or necessary to effect such cancellation			

(*Note 3*)

Number of shares: .....

This proxy appointment is one of a multiple proxy appointment (*Note 4*)

Signed ..... Dated .....2018

Position .....

## Notes:

1. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A proxy need not also be a member of the Company but must attend the meeting in order to represent you. A member wishing to appoint someone other than the Chairman of the Meeting as his or her proxy should insert that person's name in the space provided in substitution for the reference to "*the Chairman of the Meeting*" (and delete that reference) and initial the alteration.
2. Please indicate by inserting an "X" in the appropriate box how you wish your vote to be cast on the Resolutions. If you mark the box "vote withheld" it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. A vote withheld is not a vote in law. If you fail to select any of the given options, the proxy can vote as he or she chooses or can decide not to vote at all.
3. If the proxy is being appointed for less than your full voting entitlement, please indicate above your signature the number of shares in relation to which that person is 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.
4. A member 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 separate form of proxy must be deposited for each proxy appointed. Further copies of this form may be obtained from the Company Secretary or you may photocopy this form. If you appoint multiple proxies, please indicate above your signature the number of shares in relation to which the person named on this form is authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned to the Company at its registered office. Where multiple proxies are appointed, failure to specify the number of shares to which this proxy appointment relates or specifying a number which exceeds the number held by the member when totalled with the number specified on other proxy appointments by the same member, will render all the appointments invalid.
5. To be valid, this form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority must be received by post or (during normal business hours only) by hand to the Company Secretary at the registered office of the Company, 201 Temple Chambers, 3-7 Temple Avenue, London, EC4Y 0DT or scanned and sent by email to the Company Secretary at [liam@oneadvisory.london](mailto:liam@oneadvisory.london) in each case to be received by no later than 2.00 p.m. on 13 December 2018.
6. The appointment of a proxy will not preclude a member from attending the Meeting and voting in person but if he or she does so this proxy appointment will terminate automatically.
7. An individual member or his attorney must sign this form. If the member is a company, this form of proxy must be executed under the common seal or signed on its behalf by an officer or attorney of the company.
8. In the case of joint holders, the proxy appointment of the most senior holder will be accepted to the exclusion of any appointments by the other joint holders. For this purpose, seniority is determined by the order in which the names are stated in the register of members of the Company in respect of the joint holding.
9. A member wishing to change his or her proxy instructions should submit a new proxy appointment using the methods set out, and by the time limit specified, in note 5. Any changes to proxy instructions received after that time will be disregarded. A member who requires another form should contact the Company Secretary. Subject to note 4, if a member submits more than one valid proxy appointment, the appointment received last before the time limit in note 5 will take precedence.
10. A member wishing to revoke his or her proxy appointment should do so by sending a notice to that effect to the Company's registered office as set out in note 5 or by email to [liam@oneadvisory.london](mailto:liam@oneadvisory.london). The revocation notice must be received by the Company by the time limit set out in note 5. Any revocation notice received after this time will not have effect.