

Patagonia Gold Plc

Form of Proxy For Annual General Meeting

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

being (a) member(s) of the above named Company hereby appoint the Chairman of the Meeting or
.....

as my/our proxy in respect of Ordinary Shares to vote for me/us on my/our behalf at the Annual General Meeting of the Shareholders of the Company to be held at The Millennium Hotel London Mayfair, Grosvenor Square, London W1K 2HP on 25 June 2014 at 11.00 am and at any adjournment thereof and to speak and vote thereat as indicated below.

Please indicate with an “X” if this is one of multiple proxy appointments being made. (See note 2)

Please indicate with an “X” in the appropriate space below, how you wish your votes to be cast:

Resolution number	For	Against	Withheld
1. Ordinary Resolution to receive and adopt the financial statements of the Company for the year ended 31 December 2013			
2. Ordinary Resolution to re-elect Marc J. Sale as a Director			
3. Ordinary Resolution to re-appoint Grant Thornton UK LLP as auditors and to authorise the Directors to determine the remuneration of the auditors			
4. Ordinary Resolution to empower the Directors to allot shares for the purposes of section 551 of the Companies Act 2006			
5. Special Resolution to empower the Directors to allot equity securities pursuant to section 570 of the Companies Act 2006			

Signature(s) or common seal

Date.....

Notes

1. A proxy need not be a member of the Company. Your proxy can exercise all or any of your rights to attend, speak and vote at the Annual General Meeting.
2. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's Registrars, Computershare Investor Services PLC, on their helpline on 0870 702 0000 (telephone provider's costs to this number may vary) or you may copy this form. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given and return all forms together in the same envelope. If you sign and return this Form of Proxy with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
3. If you do not indicate how you wish your proxy to use your vote in a particular matter, the proxy will exercise his/her discretion as to how he/she votes and as to whether or not he/she abstains from voting. To direct your proxy how to vote on the resolutions, mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution.
4. In the case of a corporation this Form of Proxy must be executed under seal or under the hand of an officer or attorney duly authorised in writing.
5. Forms of Proxy, to be valid, must be completed and signed and must be lodged, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, with the Company's registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than 11.00 am on 23 June 2014 which is the time not less than 48 hours before the time appointed for holding the meeting or adjournment thereof (weekends and bank holidays excluded).
6. In the case of joint holders, the signature of any one of them will suffice, but if a holder other than the first-named holder signs, it will help the Registrars if the name of the first-named holder is given. 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).
7. Any alteration to this form must be initialled.
8. Completion and return of this Form of Proxy does not preclude a member subsequently attending and voting at the meeting. If you have appointed a proxy and attend the meeting in person, your appointment will automatically terminate.
9. CREST members should use the CREST electronic proxy appointment service and refer to Notes 6-9 of the Notice of Annual General Meeting in relation to the submission of a proxy appointment via CREST.
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.