

**LEED RESOURCES PLC**

*(Incorporated in England and Wales with registered No. 06034226)*

**Proxy form for use at the General Meeting  
to be held at 11.00 am on 12 February 2015  
at Ronaldsons LLP, 55, Gower Street,  
London WC1E 6HQ**

I/We (name in full) .....  
[BLOCK LETTERS PLEASE]

of .....  
[ADDRESS]

being (a) holder(s) of ..... Ordinary Shares of £0.001 each in the Company, hereby appoint the

Chairman of the Meeting / or [see Note 1] .....  
as my/our proxy to attend, speak and vote for me/us on my/our behalf as directed below at the General Meeting  
of the Company to be held on 12 February 2015 at 11.00 am, and at any adjournment thereof in respect  
of ..... Ordinary Shares comprised in my/our above shareholding [see Note 2]. The proxy may vote or  
abstain from voting at his/her discretion on any amendment to a resolution or any other business before the  
meeting. A proxy does not have the right to vote on a show of hands but may join in the demand for a poll.

Please indicate by ticking this box  if this is one of more than one appointment of a proxy in respect of your  
holding [see Note 2].

Please indicate with an "X" in the appropriate space how you wish your votes to be cast. If you wish to abstain  
from voting on any resolution, please indicate this with an "X" in the vote withheld box opposite that resolution.

To the extent this form is returned without an indication as to how the proxy is to vote the proxy will vote or  
abstain from voting at his discretion.

	<b>Resolution 1 – ordinary resolution</b>	<b>For</b>	<b>Against</b>	<b>Vote withheld</b>
1.	To adopt the Proposed Investing Policy as set out in the Circular to Shareholders dated 23 January 2015.			

Date .....Signature[s] or common seal .....[see Note 3]

## Notes

1. If you wish to appoint a proxy other than the Chairman of the meeting insert the name in the space provided and delete the Chairman of the meeting. A proxy need not be a member of the Company.
2. You may, if you wish, appoint more than one proxy, but each must be appointed in respect of a specified number of shares within your holding. If you wish to do this, each proxy must be appointed by means of a separate form. Additional forms may be obtained from the Company's registrar by telephoning 0121 585 1131. Alternatively you may photocopy this form the required number of times before completing it. When appointing more than one proxy you must fill in the blank provided on each form to indicate the number of your shares in respect of which the proxy is to be appointed. If you fail to do so, the appointment will be rejected as invalid. You must also tick the box on each form to indicate it is one of more than one appointment in respect of your holding. All the forms should be returned in the same envelope. If you are only appointing one proxy, you can cross out all reference to the number of shares or leave the blank for the number of shares uncompleted, in which case the appointment will be taken to be for your full holding.
3. In the case of a corporation this proxy must be given under its common seal or signed on its behalf by a duly authorised officer or an attorney.
4. To appoint a proxy using this form, your proxy form must be:
  - completed and signed;
  - sent or delivered to Neville Registrars Ltd., Neville House, Laurel Lane, Halesowen, West Midlands, B63 3DA. and received by them no later than 11.00 am on 10 February 2015.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered on the register of members of the Company at 11.00 am. on 10 February 2015 or, in the event that this meeting is adjourned, in the register of members as at 11.00 am. on the day two days before the date of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members by 11.00 am on 10 February 2015 or, in the event that this meeting is adjourned, in the register of members 48 hours (excluding non-business days) before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
6. In the case of joint holders the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
7. A "vote withheld" is not a vote in law and will not be counted in the calculation of the votes for or against a resolution.
8. The completion and return of this form shall not preclude a shareholder from attending and voting in person.