

## Zanaga Iron Ore Company Limited

Registered in the British Virgin Islands with registered number 1557213



**The Office of the Depository  
Computershare Investor Services PLC**

The Pavilions  
Bridgwater Road  
Bristol  
BS99 6ZY

Address goes here

# Form of Instruction

**Annual General Meeting to be held at 9.00 a.m. (BST) on 14 August 2017**

**Kindly note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. Computershare Investor Services PLC (the "Depository") and the Custodian accept no liability for any instruction that does not comply with these conditions.

### Explanatory Notes:

1. Please indicate, by placing "X" in the appropriate space overleaf, how you wish your votes to be cast in respect of each of the resolutions. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast the form will be rejected.
2. The 'Vote Withheld' option overleaf is provided to enable you to withhold a vote on any particular resolution. However, it should be noted that to 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' or 'Against' a resolution.
3. Any alterations to this form should be initialled.
4. The completion and return of this form will not preclude a holder from attending the meeting and voting in person. Should the holder, or a representative of that holder wish to attend the meeting and/or vote at the meeting, please ensure that they complete the relevant box on the reverse. Upon receipt of this instruction, the registered holder will receive a Letter of Representation from Computershare Company Nominees Limited authorising the person detailed overleaf to attend on behalf of the holder. Alternatively you may notify the Depository by email to UKALLDITeam2@computershare.co.uk.
5. To give an instruction via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 9.00 a.m. (BST) on 9 August 2017 or 72 hours before any adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid an appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

**To be effective, all forms of instruction must be lodged at the office of the Depository at:**

**Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, England no later than 9.00 a.m. (BST) on 9 August 2017 or 72 hours before any adjourned meeting**

Holder:

Designation:

SRN:

# Form of Instruction

Please use a **black** pen.

Mark an X inside the box as shown in this example.

I/We hereby direct the Custodian "Computershare Company Nominees Limited" to vote on my/our behalf at the Annual General Meeting of the Company to be held at Adelaide House, London Bridge, London, EC4R 9HA, England on 14 August 2017 at 9.00 a.m. (BST) and at any adjournment of the meeting.

## Ordinary Resolutions

	For	Against	Vote withheld
1. To receive and adopt the Company's financial statements for the year ended 31 December 2016 together with the Directors' report and the Auditors' report on those accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report for the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Michael John Haworth who retires by rotation as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorise the Directors to appoint KPMG LLP as Auditor of the Company to hold office from conclusion of the meeting to the conclusion of the next meeting at which accounts are to laid before the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the Directors to agree the Auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Directors' Authority to Issue Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To amend the provisions of the LTIP Hurdle Scheme.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Special Resolutions

8. To authorise the disapplication of Pre-emption Rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To approve the on market purchases of Shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To amend the of Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Intention to Attend

Please indicate if you wish to attend the Annual General Meeting.

In the case of joint holders, only one holder need sign. In the case of a corporation, the Form of Instruction should be signed by a duly authorised official whose capacity should be stated, or by an attorney.

Signature \_\_\_\_\_

Date

DD / MM / YYYY