Shumba Coal Limited
(“Shumba Coal” or the “Company”)
Share code: SHU   ISIN: BW 000 000 1189
incorporated in accordance with the laws of Mauritius on the 28th of August 2012
Company Number 111905 and registered as an external company on the 4th of February 2013

IFS Court, TwentyEight, Cybercity, Ebene, Mauritius
Tel: (230) 467 3000   Fax: (230) 467 4000

FORM OF PROXY FOR USE AT THE ANNUAL MEETING
(In accordance with Paragraph 6(v), Fifth Schedule of Companies Act 2001)

We, ........................................................................................................... of
.................................................................................................................., being a shareholder of the Company, hereby appoint .................................................. of
.................................................................................................................., or failing him, Mr Kapildeo Joory of Ancienne Route Publique De Moka, Montagne Ory, Moka, Mauritius, or failing both, the Chairman of the Meeting, as our proxy to vote for us on our behalf at the Annual Meeting of the Company to be held on 10 January 2014 and at any adjournment thereof on the following resolutions as directed below:

(Please indicate with an X in the spaces below how you wish your votes to be cast and refer to the circular and notice to shareholders for fuller details on each resolution).

RESOLUTIONS

1. To consider and adopt the Annual Report 2013 of the Company.

2. To re-appoint Grant Thornton, auditors of the Company to hold office until the next Annual Meeting and to authorise the Directors to fix their remuneration.

3. To approve the conversion of Botswana Public Office Pension Fund (“BPOPF”) convertible loan into shares in the Company.

SIGNED ........................................................
This .......... day of ......................... 2013.

NOTES:

1. A member entitled to attend and vote at a meeting of the Company may appoint another person as his proxy to attend and vote in his stead at the meeting.

2. A proxy need not also be a member.

3. In the case of a Corporation, this proxy form shall be under the hand of the officer or agent duly authorised.

4. The instrument appointing a proxy shall be deposited at the registered office of the Company or at the branch office in Botswana (for residents of Botswana only) or at such other place as the directors may decide, at least 24 hours before the time appointed for the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

GMU6 (VR)@GBC1|Shumba Coal Limited|Section 4|2013|AM|PROXY form 1121 Final.doc