

AFRITIN MINING LIMITED

(Incorporated in the Island of Guernsey with company number 63974)

(the "Company")

ANNUAL GENERAL MEETING

Form of Proxy

For use at the Annual General Meeting of the Company to be held at 11:00 a.m. on 1 August 2019 at 18-20 Le Pollet, St Peter Port, Guernsey GY1 1WH (the "Annual General Meeting")

I/We
BLOCK LETTERS

Of
ADDRESS

being (a) member(s) of the Company hereby appoint the Chairman of the Annual General Meeting (see Note 1)

or.....

as my/our proxy and to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting and at any adjournment thereof. My/our proxy is to vote as indicated below in respect of each of the resolutions set out in the Notice of Annual General Meeting (see Note 3). On any other business which may properly come before the Annual General Meeting (including any motion to amend a resolution or to adjourn the Annual General Meeting) the proxy will act at his/her own discretion.

Please indicate by placing an "X" in this box if this proxy appointment is one of multiple appointments being made (see Note 2).

ORDINARY RESOLUTIONS	FOR	AGAINST	WITHHELD
1. To receive and adopt the Annual Financial Statements of the Company and the Directors' report and the report of the Auditors for the year ended 28 February 2019.			
2. That Glen Parsons shall be re-elected as a director of the Company, having retired by rotation and offered himself for re-election.			
3. That Messrs BDO LLP be reappointed as Auditors to the Company.			
4. That the Directors be authorised to approve the remuneration of the Company's Auditors.			
5. In substitution for any and all previous authorisations, the Directors of the Company be and are hereby authorised to exercise all powers of the Company to issue, grant rights to subscribe for, or to convert any securities into, up to 322,100,800 shares (together "Equity Securities") in the capital of the Company in accordance with Article 4.2 of the Articles of Incorporation of the Company such authority to expire, unless previously renewed, revoked or varied by the Company by ordinary resolution, at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on the date falling 15 months from the date of the passing of this Resolution, but in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require Equity Securities to be issued or granted after the authority given to the Directors of the Company pursuant to this Resolution ends and the Directors of the Company may issue or grant Equity Securities under any such offer or agreement as if the authority given to the Directors of the Company pursuant to this Resolution had not ended. This Resolution is in substitution for all unexercised authorities previously granted to the Directors of the Company to issue or grant Equity Securities.			
EXTRAORDINARY RESOLUTIONS			
6. That the Directors be and are hereby authorised to exercise all powers of the Company to grant rights to subscribe for shares to directors or employees of the Company in accordance with Article 4.2 of the Articles as part of the previously adopted directors and employees share option schemes (together the "Options"), and to issue shares pursuant to the exercise of such Options, as if the pre-emption rights contained in Article 5.2 of the Articles of Incorporation of the Company did not apply to such issue or grant, provided the total Options outstanding at any point in time may not confer rights to subscribe for shares exceeding 10% of the number of issued shares of the Company at that time, and provided that the authority hereby			

<p>conferred, unless previously renewed, revoked or varied by the Company by extraordinary resolution, shall expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on the date falling 15 months from the date of the passing of this Resolution (unless previously renewed, revoked or varied by the Company by extraordinary resolution), save that the Company may before such expiry make an offer or agreement which would or might require Options to granted after such expiry and the Directors may issue or grant the Options in pursuance of such an offer or agreement, and issue shares pursuant to the exercise of Options, as if the authority conferred by the above resolution had not expired.</p>			
<p>7. If Resolution 5 is passed, the Directors of the Company be and they are hereby authorised to exercise all powers of the Company to issue or grant Equity Securities in the capital of the Company pursuant to the issue or grant referred to in Resolution 5 as if the pre-emption rights contained in Article 5.2 of the Articles of Incorporation of the Company did not apply to such issue or grant provided that the authority hereby conferred, unless previously renewed, revoked or varied by the Company by extraordinary resolution, shall expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on the date falling 15 months from the date of the passing of this Resolution, save that the Company may before such expiry make an offer or agreement which would or might require Equity Securities to be issued or granted after such expiry and the Directors may issue or grant Equity Securities in pursuance of such an offer or agreement as if the authority conferred by the above resolution had not expired. With the exception of any authority granted pursuant to Resolutions 7 and 9, this Resolution is in substitution for all unexercised authorities previously granted to the Directors of the Company to issue or grant Equity Securities in the capital of the Company as if the pre-emption rights contained in Article 5.2 of the Articles of Incorporation of the Company did not apply to such issue or grant.</p>			
<p>8. That the grant to Bushveld Minerals Limited of the right to convert the whole or part of the outstanding loan amount payable at maturity of a working capital facility made to the Company pursuant to a standby working capital facility agreement dated 21 May 2019 (the "Facility Agreement") into ordinary shares of no par value of the Company at a 20-day volume weighted average price for such shares discounted by 10%, without offering such right in accordance with the pre-emption rights contained in Article 5.2 of the Articles of Incorporation of the Company, be and is hereby approved and ratified, and the Directors of the Company be and they are hereby authorised to exercise all powers of the Company to issue Equity Securities in the capital of the Company pursuant to the Facility Agreement as if the pre-emption rights contained in Article 5.2 of the Articles of Incorporation of the Company did not apply to such issue. The approval contained in this Resolution shall expire immediately after the passing of this Resolution save that that the Directors of the Company be and they are hereby authorised to issue Equity Securities in pursuance of the Facility Agreement at any time as if the authority conferred by the above resolution had not expired.</p>			
<p>SPECIAL RESOLUTION</p>			
<p>9. That article 40.10 of the articles of incorporation of the Company be deleted and replaced with the following:</p> <p>"Any document or notice which, in accordance with these Articles, may be sent by the Company by Electronic Means shall, if so sent, be deemed to be received immediately after the time it was sent. Proof (in accordance with the formal recommendations of best practice contained in the guidance issued by the United Kingdom Institute of Chartered Secretaries and Administrators) that a communication was sent by Electronic Means by the Company shall be conclusive evidence of such sending."</p>			

Dated

Signed or sealed (see Note 4)

NOTES:

1. If a member wishes to appoint as a proxy a person other than the Chairman of the Annual General Meeting, the name of the other person should be inserted in block capitals in the space provided. A proxy need not be a member of the Company but must attend the Annual General Meeting in person. Any alteration or deletion must be signed or initialled.
2. A member may appoint more than one proxy in relation to a meeting, provided that the proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, please contact the Company's Registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU for (an) additional form(s) or you may photocopy this form. Please indicate next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy (a proxy appointment which fails to do so may be treated as

invalid by the Company). Please also indicate by placing an X in the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned in the same envelope together.

3. A member should indicate by marking the box headed either FOR, AGAINST or WITHHELD with an 'X' to show how he wishes his vote to be cast in respect of each of the resolutions set out in the Notice of Annual General Meeting. Unless so instructed, the proxy will exercise his discretion as to whether to vote or abstain as he thinks fit. The Vote Withheld option is provided to enable a member to instruct the proxy not to vote on any particular resolution, however it should be noted that a vote withheld in this way is not a "vote" in law and will not be counted in the calculation of the proportion of votes FOR and AGAINST a resolution.
4. In the case of a corporation this form of proxy should be given under its seal or signed on its behalf by an attorney or duly authorised officer. In the case of joint holders the form of proxy may be signed by one or more of the holders but in the event that more than one form is submitted in respect of same joint holding, the form of proxy signed by that one of them whose name stands first on the register of members in respect of the joint holding shall be accepted to the exclusion of the others.
5. Use of this form of proxy does not preclude a member from attending the Annual General Meeting and voting in person.
6. To be valid, this form of proxy 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, at the Company's Registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, not less than 48 hours before the Annual General Meeting or any adjournment thereof or, in the case of a poll taken more than 48 hours after it is demanded, not less than 24 hours before the time appointed for taking the poll and, in the case of a poll not taken during the Annual General Meeting but taken not more than 48 hours after it is demanded, at the time at which the poll was demanded (failing which the proxy notice will not be treated as valid unless the Board in its sole discretion determines otherwise) in each case excluding any days which are a Saturday, Sunday or public holiday in Guernsey.
7. Where more than one proxy notice is delivered, deposited or received in respect of the same shares, that delivered, deposited or received latest shall prevail. If it is not clear which was delivered, deposited or received latest, none shall be valid.
8. In order to allow effective constitution of the Annual General Meeting the Chairman may appoint a substitute to act as proxy in his/her place for any member provided that, where the relevant member has not given directions as to how to vote on any resolution, such substitute proxy shall vote in the same way as the Chairman.

