

OROGEN GOLD PLC

(Incorporated in England and Wales under the Companies Act 1985 with registered number 05379931)

FORM OF PROXY FOR GENERAL MEETING OF OROGEN GOLD PLC (the "Company") to be held at Finsgate, 5-7 Cranwood Street, London EC1V 9EE at 11.00 a.m. on 7 April 2017 (the "Meeting")

Before completing this form of proxy, please read the notice of general meeting dated 21 March 2017 (the "Notice") and the notes to it, as set out in the accompanying circular (the "Circular"), and the explanatory notes overleaf.

Unless otherwise defined in this form of proxy, terms defined in the Circular have the same meaning when used in this form of proxy.

I/We (full name in BLOCK CAPITALS please)

being a member of the Company, hereby appoint the Chairman of the Meeting or (see Note 4)

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Meeting and at any adjournment of the Meeting in relation to the resolutions specified in the Notice (the "Resolutions").

I/We direct my/our proxy to vote in respect of the Resolutions as indicated below by marking the appropriate box with an "X" (see Notes 8 and 9).

	For	Against	Withheld
Ordinary Resolutions			
1. To effect the Capital Reorganisation			
2. To authorise the Directors to allot shares			
Special Resolutions			
3. To amend the Company's articles of association			
4. To disapply pre-emption rights			
5. To change the Company's name			

Signature Date2017

Please tick here you are appointing more than one proxy (see Note 2).

Enter the number of shares in relation to which your proxy is authorised or leave box blank to authorise your proxy to act in relation to your full voting entitlement (see Notes 2 and 3).

Completed forms of proxy should be delivered by no later than 11.00 a.m. on 5 April 2017 to the Company's registrars, **Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.**

Notes:

- A member entitled to attend, speak and vote at the Meeting is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, speak and vote at the Meeting. A proxy need not be a member of the Company but must attend the Meeting in order to represent you. You can only appoint a proxy using the procedures set out in these notes and in the notes to the Notice.
- A member may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share (so a member must have more than one share to be able to appoint more than one proxy). To appoint more than one proxy, a member may photocopy the form of proxy. If you appoint more than one proxy, please enter in the box provided the number of shares in relation to which the person named on this form of proxy is authorised to act as a member's proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.
- If a proxy is being appointed in relation to less than a member's full voting entitlement, please enter in the box above the number of shares in relation to which they are authorised to act as a member's proxy. If left blank, the proxy will be deemed to be authorised in respect of a member's full voting entitlement (or if this form of proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- The Chairman of the Meeting shall act as a proxy unless you wish another person to be appointed, in which case, insert the full name of the proxy in the space provided and cross out the words "the Chairman of the Meeting" on the form of proxy. The change should be initialled. A proxy need not be a member of the Company, but must attend the Meeting in person. The proxy will act in his discretion in relation to any business, other than that indicated, at the Meeting (including any resolution to amend a resolution or to adjourn the Meeting).
- The form of proxy should be signed and dated by the member or his attorney duly authorised in writing. In the case of a corporation, the form of proxy should be executed under its common seal or under hand of an officer or attorney duly authorised in writing.
- Any alteration made to the form of proxy should be initialled by the signatory.
- In the case of joint holders, the signature of any one joint holder is sufficient. However, 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 and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- A member should direct the proxy how to vote on a resolution by marking the appropriate box with an "X". If you mark the box "Vote Withheld" it will mean that your proxy will abstain on that resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" or "Against" a resolution.
- If the form of proxy is returned duly signed but without any indication as to how the proxy should vote on a resolution, the proxy will exercise his discretion as to how he votes and whether or not he abstains from voting on a resolution. The proxy may also vote or abstain from voting as he thinks fit on any other business which may properly come before the Meeting.
- To be valid, the duly signed and dated form of proxy, together with any power of attorney or other authority under which it is signed (or a duly certified copy of such power or authority), must be returned to the Company's Registrars, Capita Asset Services at PXS, 34 Beckenham Road, Beckenham Kent, BR3 4TU and received by them by no later than 11.00 a.m. on 5 April 2017 (or in the case of an adjournment of the Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting).
- Subject to Note 2, if you submit more than one valid proxy appointment in respect of the same share(s), the appointment received last before the latest time for receipt of proxies will take precedence. Any member wishing to change his proxy instructions should submit a new proxy appointment by the time limit specified in Note 10. Any changes to proxy instructions received after that time will be disregarded.
- Completion and return of a form of proxy will not preclude a member from attending the Meeting and voting in person. If the member appointing the proxy does so attend and vote, any proxy appointment will terminate automatically.
- Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to a previously appointed proxy, must be transmitted so as to be received by Capita Asset Services (ID RA10) by no later than 11.00 a.m. on 5 April 2017.

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



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34 Beckenham Road
BECKENHAM
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