



(A public company registered in the Republic of Mauritius - Company No. C111905 C1/GBL)

**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, 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 27<sup>th</sup> December 2019 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	FOR	AGAINST
1) To approve the minutes of the previous annual meeting held on 28 December 2018.		
2) To re-elect Mr Alan Mitchell Clegg as non-executive Director who retires by rotation in accordance with Section 16.3 of the Constitution, and who being eligible, offers himself for re-election		
3) To re-elect Mr Sipho Alec Ziga as a non-executive Director who retires by rotation in accordance with Section 16.3 of the Constitution, and who being eligible, offers himself for re-election.		
4) To re-elect Mr Boikobo Paya as a non-executive Director who retires by rotation in accordance with Section 16.3 of the Constitution, and who being eligible, offers himself for re-election.		
5) To ratify the appointment of Mr Lerang Selolwane as director of the Company on 30 <sup>th</sup> April 2019.		
6) To ratify the appointment of Ms Jihane Muhamodsaroar as director of the Company on 21 <sup>st</sup> March 2019.		
7) To ratify the appointment of Mr Amal Arpun Autar as director of the Company on 21 <sup>st</sup> March 2019 and take note of his resignation on 26 <sup>th</sup> November 2019.		
8) To ratify the appointment of Mr Yannick Pascal Lam Yee Man as director of the Company on 26 <sup>th</sup> November 2019.		
9) To approve the remuneration of the directors for the ensuing financial		

<p>year ending 30 June 2020.</p> <p>10) To receive, consider and adopt the audited financial statements including the report from the auditors for the year ended 30 June 2019.</p> <p>11) To re-appoint Grant Thornton as Auditors of the Company to hold office until the next annual meeting.</p> <p>12) To authorise directors to fix the remuneration of Grant Thornton for the year ended 30 June 2020.</p> <p>13) To take note of the Service Agreement and Deed of Indemnity between the Company (including its subsidiaries) and Mauritius International Trust Company Limited/ the resident directors.</p> <p>14) To seek approval from shareholders to waive pre emptive rights on new issue of shares pursuant to Clause 6(e) of the Constitution of the Company, from 1 January 2020 to 31 December 2020.</p> <p>As in previous years this waiver shall allow the company to exercise its activities efficiently when carrying out its normal business of developing energy assets in Botswana and facilitate the effective funding of its projects. Any such issuance of new shares will only be undertaken subject to compliance with the BSE Listing Requirements.</p>		
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**SIGNED** .....

This ..... day of ..... 2019.

**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.*