

# Nostra Terra

OIL & GAS COMPANY PLC

## Form of Proxy

**Nostra Terra Oil and Gas Company plc**  
(Registered in England and Wales with company number 5338258)

### Form of Proxy for use at the Annual General Meeting

I, a Member of Nostra Terra Oil and Gas Company plc (hereinafter referred to as "the Company") and entitled to vote, hereby appoint the Chairman, or \_\_\_\_\_, as my proxy to attend and vote for me and on my behalf at the Annual General Meeting of the Company to be held on 30 June 2017 at 11:00 am, and at any adjournment thereof.

(Please indicate below how you wish your votes to be cast. If the Form of Proxy is returned without any indication as to how the proxy should vote on any particular matter, the proxy will vote as they think fit.)

<b>Ordinary resolutions</b>	FOR	AGAINST	ABSTAIN
1 To receive the report of the Directors and the audited financial statements of the Company for the year ended 31 December 2016.			
2 To re-elect John Stafford as a Director.			
3 To re-appoint Jeffreys Henry LLP as auditors of the Company and to authorise the Directors to determine their remuneration.			
4 To authorise the Directors to allot relevant securities up to a maximum nominal amount of £120,566.			
<b>Special resolution</b>			
5 To dis-apply pre-emption rights up to a maximum aggregate nominal amount of £120,566.			

Signature \_\_\_\_\_ Full name \_\_\_\_\_

Date \_\_\_\_\_ Address \_\_\_\_\_

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## Form of Proxy continued

### NOTES

- 1 Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend and vote at the Meeting. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to attend and vote on his/her behalf.
- 2 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the registrars of the Company, Share Registrars Limited, on 01252 821 390.
- 3 If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please insert his/her name and delete "the Chairman of the Meeting or".
- 4 Please indicate how you wish your proxy to vote by marking an 'x' in the appropriate box. Unless otherwise instructed, the person appointed a proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution as he/she thinks fit.
- 5 A corporation must seal this Form of Proxy or have it signed by an officer or attorney or other person authorised to sign on its behalf. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with this Proxy Form.
- 6 In the case of joint holders, 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. For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- 7 Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 and paragraph 18(c) Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, members will be entitled to attend and vote at the Meeting if they are registered on the Company's register of members 48 hours before the time appointed for the meeting or any adjournment thereof.
- 8 To be valid, this Form of Proxy must reach Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, or by facsimile transmission to 01252 719 232, not later than 48 hours (excluding non-business days) before the time of the Meeting. Lodgement of a Form of Proxy does not preclude a member from attending the Meeting and voting in person.