

# AFRICAN POTASH LIMITED

(the "Company", incorporated in Guernsey under

The Companies (Guernsey) Law, 2008 (as amended) (the "Law") with company number 53855)

## ANNUAL GENERAL MEETING ("AGM") FORM OF PROXY

**Before completing this form, please read the explanatory notes below.**

I/We .....  
(BLOCK CAPITALS)

of .....  
(ADDRESS)

being a member of the Company hereby appoint the Chairman of the AGM or

.....  
(NAME)

in respect of ..... shares  
to attend, speak and vote for me and on my behalf at the AGM of the Company to be held at 12.00 p.m. on 16 June 2017 at  
Richmond House, St Julian's Avenue, St Peter Port, Guernsey GY1 1GZ and any adjournment thereof.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'.

Ordinary Resolutions	For	Against	Vote Withheld
1. Receive and consider the annual accounts and reports of auditors and directors.			
2. Appoint PKF Littlejohn LLP as auditors of the Company.			
3. Authorise the directors to determine the remuneration of the auditors.			
4. Authorise the directors to issue and allot, grants rights to subscribe for, or to convert any securities into up to 1,000,000,000 equity securities as consideration in respect of the transaction to acquire a 21% stake in Advanced Agricultural Holdings (Pty) Limited.			
5. Authorise the directors to issue and allot, grants rights to subscribe for, or to convert any securities into up to 2,500,000,000 equity securities in order to comply with the Company's obligations under the revised and restated bridge loan agreement between the Company and Katrina Clayton announced on 30 December 2016.			
6. Authorise the directors generally and unconditionally to issue and allot, grants rights to subscribe for, or to convert any securities into up to 750,000,000 equity securities.			
7. Authorise the directors generally and unconditionally to issue and allot, grants rights to subscribe for, or to convert any securities into up to 175,000,000 equity securities (as defined in the Articles) to staff, consultants and persons holding similar or equivalent positions as "equity incentives".			
<b>Special Resolution</b>			
8. Disapply pre-emption rights in respect of the issue of any new equity securities referred to in resolutions 5, 6 and 7.			

Signature ..... Date.....

### Notes to the Form of Proxy

- Any member of the Company is entitled to appoint a proxy to exercise all or any of its rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company. Completion and return of the Form of Proxy will not preclude a member from attending and voting at the AGM, or any adjournment thereof, in person.
- To be valid, Forms of Proxy must be completed and deposited at Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of the AGM and any Forms of Proxy in default will not be treated as valid.
- You may appoint more than one proxy but only one proxy may attend the meeting and vote instead of you.
- In the case of joint holders, such persons shall not have the right of voting individually but shall elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election, the person whose name stands first in the Register of Members in respect of the joint holding shall alone be entitled to vote.
- The 'Vote Withheld' option is provided to enable you to abstain on a particular 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.

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