

AFRICAN POTASH LIMITED

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

GENERAL MEETING ("GM") 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 GM or

.....
(NAME)

in respect of shares
to attend, speak and vote for me and on my behalf at the GM of the Company to be held at 12.00 p.m. on 13 December 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. Authorise the directors generally and unconditionally to issue and allot, grants rights to subscribe for, or to convert any securities into up to 2,000,000,000 equity securities pursuant to the £400,000 placing agreements announced on 16 November 2017.			
2. Authorise the directors generally and unconditionally to issue and allot, grants rights to subscribe for, or to convert any securities into up to 1,500,000,000 equity securities.			
3. 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 Loan agreement between the Company and Katrina Clayton.			
4. Authorise the directors generally and unconditionally to issue and allot, grants rights to subscribe for, or to convert any securities into up to 125,000,000 equity securities (as defined in the Articles) to staff, consultants and persons holding similar or equivalent positions as "equity incentives".			
Special Resolution			
5. Disapply pre-emption rights in respect of the issue of any new equity securities referred to in resolutions 1, 2, 3 and 4.			

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 GM. 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 GM, or any adjournment thereof, in person.
- To be valid, Forms of Proxy must be completed and deposited at Link Market Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not less than 48 hours before the time of the GM 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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PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF