

GOLDEN PROSPECT PRECIOUS METALS LIMITED

(a closed-ended investment company incorporated with limited liability under the laws of Guernsey
with registered number 45676)

FORM OF PROXY

SUBSCRIPTION SHAREHOLDERS MEETING – 2 MAY 2013

For use at the separate class meeting of the holders of Subscription Shares to be held at Legis House, 11 New Street, St Peter Port, Guernsey, Channel Islands on Thursday, 2 May 2013 at 2.45 p.m. (or so soon thereafter as the Annual General Meeting convened for 2.30 p.m. (UK time) on the same date and at the same place shall have been concluded or adjourned)

I/We (names in full) _____

PLEASE USE BLOCK CAPITALS

of _____

being (a) member(s) of the Company, hereby appoint the Chairman of the Meeting or (see note 1)

_____ (insert name of proxy) as my/our proxy to attend and, on a poll, vote on my/our behalf at the Subscription Shareholders Meeting to be held on Thursday, 2 May 2013 at 2.45 p.m. (or so soon thereafter as the Annual General Meeting of the Company convened for 2.30 p.m. (UK time) on the same date and at the same place shall have been concluded or adjourned) (and at any adjournment thereof) in respect of the Resolutions referred to in the Notice of Subscription Shareholders Meeting.

If you want your proxy to vote in a certain way on the Resolutions specified, please place an 'X' in the relevant boxes. If you select 'Discretionary' or fail to select any of the given options, your proxy can vote as he/she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the Meeting.

(*The 'Vote Withheld' option below is provided to enable you to abstain on any 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 the votes 'For' and 'Against' the relevant Resolution.)

No.	RESOLUTIONS <i>(Please refer to Notice of Meeting for full text)</i>	FOR	AGAINST	VOTE WITHHELD	DISCRETIONARY
1.	To approve the authority of the Directors generally to allot Subscription Shares				
2.	To approve the authority of the Company to make market purchases of its own Ordinary Shares				
3.	To amend the terms of the Subscription Shares				

Signature _____ Date _____ 2013

NOTES:

1. If you so desire, you may delete the words "Chairman of the meeting" and insert the name of your own choice of proxy, who need not be a member of the Company. Please initial such alteration.
2. A corporation must execute the proxy under its common seal or under the hand of an officer or attorney duly authorised.
3. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated. Joint holders are not permitted to vote independently of each other and must vote as one.
4. To appoint more than one proxy to vote in relation to different Subscription Shares within your holding, you may photocopy this form. Please indicate on each copy of the form the proxy's name and the number of Subscription Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of Subscription Shares held by you). Please also indicate if the appointment of a proxy is one of multiple appointments being made. All such forms should be signed and returned together in the same envelope. Appointing a proxy shall not preclude a Subscription Shareholder from attending and voting in person at the meeting.
5. If this form is returned without indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes or whether he abstains from voting.
6. To be valid, this form of proxy, duly executed together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at Capita Registrars PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time for holding the meeting or adjourned meeting or the taking of a poll at which the person named in the instrument proposes to vote.