



**Alphamin Resources Corp.**  
**Continued in the Republic of Mauritius**  
**Date of incorporation: 12 August 1981**  
**Corporation number: C125884 C1/GBL**  
**TSX-V share code: AFM**  
**JSE share code: APH**  
**ISIN: MU0456S00006**  
**(“Alphamin” or the “Company”)**

**FORM OF PROXY FOR SOUTH AFRICAN SHAREHOLDERS ONLY**

For the use of South African shareholders who hold certificated shares and South African shareholders who have dematerialised their shares in “own name” registrations. If you have dematerialised your shares with a Central Securities Depository Participant (“CSD Participant”) or broker and have not selected “own-name” registration, you must arrange with your CSD Participant or broker to provide you with the necessary letter of representation to attend the Annual General and Special Meeting or you must instruct them as to how you wish to vote in this regard. This must be done in terms of the agreement entered into between you and the CSD Participant or broker.

**FOR USE AT THE ANNUAL GENERAL AND SPECIAL MEETING TO BE HELD ON FRIDAY, 8 JULY 2022 AT 5:00 PM (Mauritius time)**

I/We .....

of .....

being a shareholder/s of Alphamin and entitled to .....votes do hereby appoint:

Zain Madarun, or failing this person,  
Brendon Jones, or failing this person,  
Rudolf Pretorius, or failing this person,  
Eoin O’Driscoll, or failing this person,  
Maritz Smith,

as my/our proxyholder to attend, act and to vote for me/us at the Annual General and Special Meeting of the Company to be held on Friday, 8 July 2022 at 5:00 PM (Mauritius time) and at any adjournment thereof, in the Grandidieri Room, Perrieri Office Suites, C2-302, Level 3, Office Block C, La Croisette, Grand Baie 30517, Mauritius, in accordance with the following instructions.

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1. Ordinary Resolution: Election of Directors			
1.1. Brendon Jones			
1.2. Rudolf Pretorius			
1.3. Charles Needham			
1.4. Eoin O’Driscoll			
1.5. Paul Baloyi			
1.6. Maritz Smith			
1.7. Zain Madarun			
1.8. Sean Naylor			
1.9. Brendan Lynch			
2. Ordinary Resolution: Appointment of Auditors Appointment of PricewaterhouseCoopers Inc. as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration			
3. Special Resolution: Amendment of Constitution Authorizing an amendment to the Constitution of the Company to create a new class of shares designated as “SAR Equivalent Shares”, as more fully described in the management information circular			
4. Ordinary Resolution: Adoption of Omnibus Incentive Plan Approving the adoption of a new omnibus incentive plan for the Company, as more fully described in the management information circular			
5. Ordinary Resolution: Approval of Stock Option Exchange Offer Subject to approval of the Amendment of Constitution special resolution, to approve an ordinary resolution of disinterested shareholders approving the exchange of outstanding stock options for SAR Equivalent Shares by those optionholders eligible and electing to do so, as more fully described in the management information circular			

Signed at ..... on .....2022

Signature .....

Assisted by me ..... (where applicable)

A South African shareholder qualified to attend and vote at the meeting is entitled to appoint a person to attend, speak and vote in his/her stead. A proxy holder need not be a shareholder of the Company.

**This Form of Proxy is solicited by and on behalf of Management.**

## **NOTES TO FORM OF PROXY**

**South African shareholders holding certificated shares or dematerialised shares registered in their own name.**

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof.
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.
9. Shareholders should lodge or post their completed proxy forms with:

**Computershare Investor Services Proprietary Limited**

**Hand deliveries:**

Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196

**OR postal deliveries:**

P O Box 61051

Marshalltown, 2107

**OR facsimile:**

011 688-5238

**OR email:**

[proxy@computershare.co.za](mailto:proxy@computershare.co.za)

by not later than 5:00 (Mauritius time) on Wednesday, 6 July 2022 or handed to the Chairman of the Annual General and Special Meeting or Transfer Secretaries at the Annual General and Special Meeting before the appointed proxy exercises any of the relevant shareholder's rights at the Annual General and Special Meeting (or any adjournment of the Annual General and Special Meeting).