MINERVA RESOURCES PLC

Form of Proxy

I/We .....

of.....

being a member of the Company, hereby appoint the Chairman of the Meeting or failing him,(2)

.....

of.....

as my/our proxy to attend and vote for me/us on my/our behalf at the General Meeting of the Company to be held at 10.00 a.m. on 28 August 2008 and at any adjournment thereof.

I/We direct my/our proxy to vote as indicated below in respect of the resolutions which are referred to in the Notice convening the Meeting (see note 1 below).

Ordinary Resolutions	**For**	**Against**	**Vote Withheld**
1. To increase the authorised share capital of the Company.			
2. To empower the Directors to allot relevant securities pursuant to Section 80 of the Companies Act 1985.			
Special Resolution			
3. To dis-apply the pre-emption rights contained in Section 89(1) of the Companies Act 1985.			

☐ Please tick here if you are appointing more than one proxy.

☐ Number of shares proxy appointed over.

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

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Should you wish to appoint more than one proxy please return this form and attach to it a schedule detailing the names of the proxies you wish to appoint, the number of shares each proxy will represent and the way in which you wish them to vote on the resolutions that are to be proposed. To be valid, the Form of Proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the at the offices of the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by hand, or sent by post, so as to be received not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).
2. A member may appoint a proxy of its own choice. If the name of the member's choice is not entered in the space provided on the Form of Proxy, the return of the Form of Proxy duly signed will authorise the Chairman of the meeting to act as that member's proxy.
3. The completion and return of a Form of Proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
4. In the case of a corporation, the Form of Proxy must be executed under its common seal or the hand of an officer or attorney duly authorised.
5. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.
6. To abstain from voting on a resolution, select the relevant "withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
7. If you fail to select any of the given options, the proxy is authorised to vote (or abstain from voting) at his or her discretion on the specified resolution.
8. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those members entered on the register of members at 10.00 a.m. on 26 August 2008 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of 2.5p each in the capital of the Company held in their name at that time. Changes to the register after 10.00 a.m. on 26 August 2008 shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Produced by Portman Lodge Limited