中廣核礦業有限公司*

CGN Mining Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1164)

Form of Proxy for Extraordinary General Meeting (or any adjournment thereof)

I/We, (Note 1) _____

of _____

being the registered holder(s) of (Note 2) _____ ordinary shares of

HK$0.01 each in the capital of CGN Mining Company Limited (the "Company"), HEREBY APPOINT (Note 3) the Chairman of the Meeting,

or failing him _____

of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Extraordinary General Meeting (the "Meeting") (or any adjournment thereof) of the Company to be held at Queensway and Victoria Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 15 November 2012, (Thursday) at 10:00 a.m. in respect of the resolutions set out in the notice of Extraordinary General Meeting (the "Notice") as indicated below, and if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR (Note 4)	AGAINST (Note 4)
1	To approve the Revolving Loan Facility Agreement, the proposed Cap Amount and the transaction contemplated thereunder		
2	To authorise any one of the Directors to sign, seal, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds, and to do or authorise doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to implement and/or effect the transactions contemplated by the Revolving Loan Facility Agreement and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Revolving Loan Facility Agreement as they may in their discretion consider to be desirable and in the interests of the Company		

Signature (Note 5): _____   Dated this _____ day of _____, 2012

Notes:

1. Full name(s) and address(es) (as shown in the Register of Members) to be inserted in **BLOCK CAPITALS**.

2. Please insert the number of ordinary shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).

3. If any proxy other than the Chairman of the Meeting is preferred, please delete the words "**the Chairman of the Meeting, or**" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGNS IT.**

4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE ABOVE RESOLUTIONS, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE ABOVE RESOLUTIONS, TICK IN THE BOX MARKED "AGAINST".** Failure to complete the box will entitle your proxy to vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.

5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney or other person duly authorised.

6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.

7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (or any adjournment thereof).

8. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.

9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

*   *For identification purposes only*