

FORM OF PROXY

NEW CITY ENERGY LIMITED

To be used for the Extraordinary General Meeting ("EGM") of the above named Company to be held at Ordnance House, 31 Pier Road, St Helier, Jersey, JE4 8PW at 2pm on 7 March 2017. For the use by holders of ordinary shares.

I/We.....
(Please use block letters)

of.....
being (a) Member(s) of New City Energy Limited hereby appoint the Chairman of the Meeting, failing whom

.....(see Note (1))
as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at Ordnance House, 31 Pier Road, St Helier, Jersey, Channel Islands, JE4 8PW at 2pm on 7 March 2017 and at any adjournment thereof.

I/We hereby authorise and instruct my/our said proxy to vote as indicated below on the resolution to be proposed at such Meeting. Unless otherwise directed the proxy will vote or abstain from voting as he/she thinks fit.

SPECIAL RESOLUTION	For	Against	Abstain (note 6)
THAT: (i) the Company be wound up voluntarily pursuant to Chapter 2 of Part 21 of the Companies (Jersey) Law, 1991 (as amended) and that Robert James Kirkby and Linda Maree Johnson of KPMG Channel Islands Limited be and hereby are appointed as liquidators (the " Liquidators ") for the purposes of such winding-up, including realising and distributing the Company's assets (including distributing in specie the whole or any part of the assets of the Company) and any power conferred on them by law or by this resolution may be exercised by them jointly or by either of them alone; (ii) the remuneration of the Liquidators be determined by reference to the time properly given by them and their staff in attending to matters prior to and during the winding-up and they be and hereby are authorised to draw such remuneration as they may determine and to pay any expenses properly incurred by them, subject always to any prior agreement or quotation made between the Company and the Liquidators; (iii) the Company's books and records be held by the Company's secretary to the order of the Liquidators until the expiry of a minimum of ten years after the dissolution of the Company; and (iv) notwithstanding any provisions of the Company's articles of association and subject to any regulatory requirements, the Shareholders resolve that an audit of the Company's accounts is not required for any period after 30 September 2016.			

Dated thisday of2017

Signature(s).....

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NOTES:

- (1) If you wish to appoint as your proxy some person other than the Chairman of the Meeting please insert in BLOCK CAPITALS the full names of the person of your choice, delete the words "Chairman of the Meeting, failing whom" and initial the amendment.
- (2) This proxy (and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy thereof) must be deposited with the Company's Registrar (Computershare Investor Services Limited, The Pavilions, Bridgwater Road, Bristol, BS99 67H) by 2pm on 3 March 2017.
- (3) If the appointer is a corporation, this proxy must be executed under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
- (4) In the case of joint holders, the signatures of one of the holders will suffice but the names of the joint holders must be stated.
- (5) Pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company has specified that only those shareholders registered on the register of members of the Company as at 6.00 pm on 3 March 2017 or in the event that the meeting is adjourned, on the register of members 48 hours before the time of the adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that relevant time. Changes to entries on the register of members after 6.00 pm on 3 March 2017, or in the event that the meeting is adjourned to a later time, on the register of members 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting.
- (6) The 'Abstain' option is provided to enable you to abstain on the resolution. However, it should be noted that a vote abstained is not a vote in law and will not be counted in the calculation of the proportion of votes For and Against the resolution.