

TAUNG GOLD | **TAUNG GOLD INTERNATIONAL LIMITED**
壇金礦業有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 621)

**Form of Proxy for use at the Special General Meeting
to be held on 21 November 2014 (or any adjournment thereof)**

I/We (Note 1) _____
of _____
being the registered holder(s) of _____ shares (Note 2)
of HK\$0.01 each in the share capital of the above-named Company, **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** (Note 3)
or _____
of _____
as my/our proxy to attend at the Special General Meeting (and at any adjournment thereof) of the said Company to be held at Unit 1901, 19/F., Nina Tower, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong on 21 November 2014 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the Resolutions as set out in the Notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below (Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST	
1.	(a)	To approve the New TG Optionholder Agreements relating to the grant of right to TG Optionholders (Other than the Connected TG Optionholders) to sell a maximum number of 23,645,210 TG Shares to the Company through GoldCom for a maximum of 1,262,020,649 New Put Option Consideration Shares or cash, the possible exercise of TG First Refusal Right and the possible exercise of the TG Call Options by the Company and all transactions contemplated thereunder.		
	(b)	To approve the allotment and issue of the New Put Option Consideration Shares, the TG First Refusal Right Consideration Shares and the Possible Exercise Consideration Shares pursuant to the New TG Optionholder Agreements under 1(a) above.		
	(c)	To authorise, approve, ratify and confirm all transactions contemplated under the New TG Optionholder Agreements (Other than those entered into with Connected TG Optionholders).		
2.	(a)	To approve the New TG Optionholder Agreements relating to the grant of right to the Connected TG Optionholders to sell a maximum number of 23,645,210 TG Shares to the Company through GoldCom for a maximum of 1,262,020,649 New Put Option Consideration Shares or cash, the possible exercise of TG First Refusal Right and the possible exercise of the TG Call Options by the Company, and the transactions contemplated thereunder.		
	(b)	To approve the allotment and issue of the New Put Option Consideration Shares, the TG First Refusal Right Consideration Shares and the Possible Exercise Consideration Shares pursuant to the New TG Optionholder Agreements under 2(a) above.		
	(c)	To authorise, approve, ratify and confirm all transactions contemplated under the New TG Optionholder Agreements (those entered into with Connected TG Optionholders).		
3.	(a)	To approve the New SA Put Option Agreements relating to the grant of the New SA Put Options to the South African Shareholders (Other than the Connected South African Shareholders), the possible exercise of the SA First Refusal Right and the possible exercise of the SA Call Options by the Company and all transactions contemplated thereunder.		
	(b)	To approve the allotment and issue of the Additional SA First Refusal Right Consideration Shares pursuant to the New SA Put Option Agreements under 3(a) above.		
	(c)	To authorise, approve, ratify and confirm all transactions contemplated under the New SA Put Option Agreements (Other than those entered into with Connected South African Shareholders).		
4.	(a)	To approve the New SA Put Option Agreements relating to the grant of the New SA Put Option to the Connected South African Shareholders, the possible exercise of the SA First Refusal Right and the possible exercise of the SA Calls Options by the Company, and the transactions contemplated thereunder.		
	(b)	To approve the allotment and issue of the Additional SA First Refusal Right Consideration Shares pursuant to the New SA Put Option Agreements under 4(a) above.		
	(c)	To authorise, approve, ratify and confirm all transactions contemplated under the New SA Put Option Agreements (those entered into with Connected South African Shareholders).		

Dated this _____ day of _____ 2014.

Signature: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, please strike out **"THE CHAIRMAN OF THE MEETING"** here inserted and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the Meeting. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST"**. Failure to complete any or all of the boxes will entitle your proxy to cast his votes 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.
- 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 executed under its common seal or under the hand of an officer or attorney duly authorised.
- 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) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited at Level 22., Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Special General Meeting if you so wish.

* For identification purpose only