

PROXY FORM

FERRO-ALLOY RESOURCES LIMITED

(Incorporated and registered in Guernsey with registered Company Number. 63449)

I/We,

(Full Name in Block Letters)

of

(Full Address)

being the registered shareholder(s) of _____ ordinary shares of no par value in the share capital of Ferro-Alloy Resources Limited (the "Company"), hereby appoint:

_____ of _____
or, failing him/her, the chairman of the Annual General Meeting of the Company (the "AGM"), to act as my/our proxy to vote for me/us and on my/our behalf at the AGM to be held at 6:00 p.m. local time on 22 November 2019 at St. Pierre Park Hotel, Rohais, St. Peter Port, Guernsey, GY1 1FD, and at any adjournment thereof, on the undermentioned resolutions as indicated below:

Please indicate with an 'X' in the spaces below how you wish your vote to be cast. If no indication is given your proxy will vote for or against the resolutions or abstain from voting as they think fit.

ORDINARY BUSINESS				
No.	Ordinary Resolutions	For	Against	Withheld
1	To receive the Company's Annual Report for the year ended 31 December 2018			
2	To re-elect Nicholas Bridgen as a director			
3	To re-elect Andrey Kuznetsov as a director			
4	To re-elect Christopher Thomas as a director			
5	To re-elect James Turian as a director			
6	To re-appoint BDO LLP as auditors			
7	To authorise the directors to determine the auditors' remuneration			
8	That the Company is generally and unconditionally authorized to make market purchases of ordinary shares in the capital of the Company on the terms as more particularly detailed within resolution 8 as set out in the notice convening the AGM			
9	That the directors are generally and unconditionally authorised pursuant to Article 20 of the articles of association of the Company to exercise all the powers of the Company to allot Relevant Securities and to grant rights to subscribe for or to convert any security into such Relevant Securities on the terms as more particularly detailed within resolution 9 as set out in the notice convening the AGM			

No.	Special Resolutions	For	Against	Withheld
10	That the directors are empowered pursuant to Article 21.8 of the Articles to allot Equity Securities on a non pre-emptive basis, on the terms as more particularly detailed within resolution 10 as set out in the notice convening the AGM.			
SPECIAL BUSINESS				
No.	Ordinary Resolution	For	Against	Withheld
11	To set the maximum aggregate annual service fees for the directors for this financial year and future financial years on the terms as more particularly detailed within resolution 11 as set out in the notice convening the AGM.			
No.	Special Resolutions	For	Against	Withheld
12	To ratify and confirm the payment of the director service fees as set out in the Annual Report for the Company for the financial year ended 31 December 2018.			

If by and individual:

Signed:

.....

Dated:

..... 2019

If for and on behalf of a corporation:

Signed by:

.....

for and on behalf of:

.....

Position:

.....

Dated: 2019

NOTES:

1. To appoint as a proxy a person other than the Chairman of the AGM, insert the full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
 - 1.1 To appoint the Chairman as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy; or
 - 1.2 To appoint a person other than the Chairman as your sole proxy in respect of all your shares, insert the name and address of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - 1.3 To appoint more than one proxy, please sign and date the Form of Proxy and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the AGM'.
2. Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
3. In the case of:
 - 3.1 an individual, this proxy form must be signed by the relevant member appointing the proxy or a duly appointed attorney on behalf of such member; and
 - 3.2 a corporation, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or duly appointed attorney for the company.
4. To appoint a proxy using this form, the form must be:
 - 4.1 completed, signed and dated; and
 - 4.2 sent or delivered to Computershare Investor Services (Guernsey) Limited c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY in hard copy form, by hand, post or courier; so as to be received by 6 p.m. (local time) on 20 November 2019.
5. The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
6. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
7. In the case of joint holders:

- 7.1 where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted; and
- 7.2 the vote of the most senior holder who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of all other joint holders. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
8. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently decide to do so.
9. The right to vote at the AGM shall be determined by reference to the Register of Members of the Company. Only those persons whose names are entered on the Register of Members of the Company at close of business in Guernsey on 20 November 2019 shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the AGM.
10. For the purposes of ensuring a quorum is present at the AGM, where the Chairman is appointed as your proxy the Chairman may nominate another director or officer of the Company to act as your proxy at the AGM, and such nominated individual shall be your duly appointed proxy for the purposes of the AGM.