

PROXY FORM

APPOINTMENT OF PROXY
CLASSIC MINERALS LIMITED
ACN 119 484 016

ANNUAL GENERAL MEETING

I/We

of

being a member of Classic Minerals Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at Hyatt Regency Perth, 99 Adelaide Terrace Perth WA 6000 at 11:00am WST on Friday 21 November 2014, and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of both resolutions in which the Chair is entitled to vote.

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director – Kent Hunter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval for Future Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is..... %.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on the Resolution.

Signature of Member(s): _____ Date: _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

E-mail Address: _____ Consent for contact by e-mail YES NO

CLASSIC MINERALS LIMITED
ABN 77 119 484 016

Instructions for Completing 'Appointment of Proxy' Form

1. *A shareholder entitled to attend and vote at a meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.*
2. *A duly appointed proxy need not be a shareholder of the Company. In the case of joint holders, all must sign.*
3. *Corporate shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:*
 - *Directors of the company;*
 - *a Director and a company secretary of the company; or*
 - *for a proprietary company that has a sole Director who is also the sole company secretary – that Director.*

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole Director and sole company secretary of the company must state that next to his or her signature.

4. *Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.*
5. *Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.*
6. *To vote by proxy, please complete and sign the proxy form enclosed and either:*
 - (a) *send the proxy form by post to Advanced Share Registry Limited, PO Box 1156, Nedlands, Western Australia 6909; or*
 - (b) *send the proxy form by post to Classic Minerals Limited, PO Box 6917, Perth, Western Australia 6917; or*
 - (c) *send the proxy form by facsimile to Advanced Share Registry or the Company on facsimile number (08) 9389 7871 or (08) 9242 8295, respectively.*

so that it is received not later than 11:00am WST on Wednesday 19 November 2014.

Proxy forms received later than this time will be invalid.