

# EURO RESSOURCES S.A.

Société Anonyme with a Share Capital of €624,912.81

Registered in Paris No. B 390 919 082; 23, rue du Roule, 75001 Paris, France

**Important:** A shareholder who may not attend the Meeting in person may return this Form, using one of the following possibilities:

- (i) give a proxy to the President of the Meeting for all resolutions: mark box **1a**, date and sign without completing part **2** or **3**
- (ii) give a proxy to the President of the Meeting for all resolutions except those the shareholder has voted on using the vote by mail form: mark box **1b** and box **3**, complete the resolutions of part **3** as desired and date and sign without completing part **2**
- (iii) give proxy to a designated person: mark box **2**, designate the person who will vote on your behalf and sign without completing part **3**
- (iv) vote by mail: mark box **3**, complete part **3** of the Form, date and sign without completing part **2**

**WHATEVER THE METHOD SELECTED TO VOTE, THE SIGNATURE OF THE SHAREHOLDER IN 4 IS MANDATORY**

**Signature:** - indicate or verify the accuracy of the last name, first name and address of the Shareholder  
- for Shareholders who are corporate entities, indicate the last name, first name and capacity in which the signatory is acting

***You have the right to appoint a person, who must be either a shareholder or your spouse, or your partner with whom you have entered into a civil union, if any, or an individual or legal entity of your choice to represent you at the meeting other than the person designated in this Form. To appoint another person to represent you at the meeting, complete box 2***

## PROXY IN FAVOR OF THE PRESIDENT **1** OR PROXY IN FAVOR OF A DESIGNATED PERSON **2**

Extract of French Business Corporations Act (French Code of Commerce):

Article L. 225-106: A shareholder may give a proxy to another shareholder or to his spouse or your partner with whom you have entered into a civil union. A shareholder may also be represented by an individual or legal entity of his or her choice.

Shareholders may vote by proxy for other shareholders wishing to be represented at a shareholders' meeting, within the limits set by law or in the bylaws regarding the maximum number of voting rights which a shareholder may hold personally or on behalf of another person. Provisions providing otherwise are deemed not written.

**With regards to proxies given by a shareholder which do not indicate the person who is entitled to vote on his behalf, the President of the Shareholders' Meeting votes in favor of the resolutions submitted or approved by the Board of Directors or management, as the case may be, and against all other resolutions.** To vote otherwise, the shareholder must give a proxy to a designated person who accepts to vote following his instructions.

Article L. 225-106-1 In cases shareholders elect to be represented by a person other than their spouse or partner with whom they have entered into a civil union, their proxy-holder shall inform them of any fact that allows them to assess the risk that the proxy-holder would pursue an interest other than their own. This information concerns in particular the fact that the proxy-holder or, if applicable, the person on whose behalf he is acting:

1° Controls, within the meaning of Article L. 233-3, the company for which the general meeting has been convened;

2° Is a member of the management, administrative or supervisory body of this company or of a person who controls the company within the meaning of Article L. 233-3;

3° Is employed by this company or by a person that controls the company within the meaning of Article L. 233-3;

4° Is controlled or exercises one of the functions mentioned in 2° or 3° in a person or entity controlled by a person who controls the company, within the meaning of Article L. 233-3.

This information is also given when there is a family tie between the proxy-holder or, where applicable, the person on whose account he is acting, and a natural person placed in one of the positions set out in 1° to 4°. The proxy-holder shall immediately notify the principal if one of the facts mentioned in the preceding paragraphs occurs during the proxy. Failure by the person creating the proxy to expressly confirm this mandate shall make the proxy null and void. The proxy-holder shall immediately notify the company that the power of attorney has become null and void. The implementing provisions of this article shall be specified by a Conseil d'Etat decree.

Article L. 225-106-2 Anyone who actively solicits proxies, by proposing directly or indirectly to one or more shareholders, in any form and by any means whatsoever, to receive proxy to represent them at the meeting of a company mentioned in the third and fourth paragraphs of Article L. 225-106, shall announce their voting policy. That person can also announce their voting intentions on the draft resolutions presented to the shareholders. In that case, for any proxy received without voting instructions, the person shall vote in consistently with the voting intentions announced. The implementing provisions of this article shall be specified by a Conseil d'Etat decree.

Article L. 225-106-3 The Tribunal de Commerce in the jurisdiction of which the company has its registered head office may, at the request of the principal and for a period not exceeding three years, deprive the proxy-holder of the right to participate in this capacity in any meeting of the company concerned in the event that the proxy-holder does not comply with the mandatory disclosure provided for in the third to seventh paragraphs of Article L. 225-106-1 or the provisions of Article L. 225-106-2. The court may decide to publish this decision at the proxy-holder's expense. The court may pronounce the same penalties against the proxy-holder at the request of the company in the event the provisions of Article L. 225-106-2 are not complied with.

## VOTE BY MAIL **3**

Extract of French Business Corporations Act (French Code of Commerce):

Article L. 225-107: All shareholders may vote by mail, by means of a form the content of which is fixed by decree. Provisions of the bylaws providing otherwise are deemed not written. When calculating the quorum, only the forms returned to the Company before the Shareholders' Meeting within the time frame provided for by decree will be considered. The forms not giving voting instructions or instructions to abstain from voting are construed as negative votes.

As for amendments and new resolutions submitted to the Shareholders' Meeting, mark the box of your choice in the relevant section.

**ANNUAL ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF EURO RESSOURCES S.A.**

to be held May 25, 2016 at 2:00 p.m.

at the Hôtel Hilton Charles de Gaulle Airport, rue de Rome, Tremblay-en-France (93), France

**THIS PROXY AND THE VOTE BY MAIL IS SOLICITED BY THE BOARD OF DIRECTORS OF THE COMPANY**

**Important:** Before choosing between the three possibilities offered under **1, 2 or 3**, please read the instructions on the back of this form and in the Information Circular attached hereto.

<b>1</b>	<b>PROXY FORM IN FAVOR OF THE PRESIDENT</b>
<p>I hereby give a proxy to the President of the Meeting and authorize him to vote on my behalf</p> <p><b>1a</b> <input type="checkbox"/> for all resolutions</p> <p><b>1b</b> <input type="checkbox"/> for all resolutions except those on which I voted on the vote-by-mail form</p>	

<b>2</b>	<b>PROXY FORM IN FAVOR OF A DESIGNATED PERSON</b>
<p>I hereby give proxy to the sole benefit of _____ * to represent me at the annual ordinary and extraordinary general shareholders' meeting of EURO Ressources S.A. to be held on May 25, 2016</p> <p>* pursuant to article L 225-106 of the French Code of Commerce of French corporate law, you may only designate your spouse or your partner with whom you have entered into a civil union, if any, or another Shareholder or an individual or legal entity of your choice.</p>	

<b>4</b>	<p>This same document duly signed will remain valid for any other shareholders' meeting called with the same agenda.</p>
<p>Signed at _____ on _____, 2016</p> <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <div style="border: 1px solid black; padding: 5px; text-align: center;"> <p><b>SIGNATURE</b> (Corporate entities, legal administrators or guardians should read the signing instructions on the back of this form.)</p> </div>	

<b>3</b>	<b>FORM TO VOTE BY MAIL OR BY PROXY</b>	
<p>VOTES BY MAIL NOT RETURNED TO: PROXY DEPARTMENT, TMX EQUITY TRANSFER SERVICES, SUITE 300, 200 UNIVERSITY AVENUE, TORONTO, ONTARIO M5H 4H1 OR BNP PARIBAS SECURITIES SERVICES - CTS, ASSEMBLEES GENERALES - LES GRANDS MOULINS DE PANTIN 9, RUE DU DEBARCADERE - 93761 PANTIN CEDEX, BY 2:00 P.M. (LOCAL TIME RESPECTIVELY) ON MAY 20, 2015 WILL NOT BE TAKEN INTO ACCOUNT.</p>		
	Vote (complete one box per resolution)	
	<b>For</b> <b>Against or Abstain</b>	
<b>Resolution 1</b>		
<b>Resolution 2</b>		
<b>Resolution 3</b>		
<b>Resolution 4</b>		
<b>Resolution 5</b>		
<b>Resolution 6</b>		
<b>Resolution 7</b>		
<b>Resolution 8</b>		
<b>Resolution 9</b>		
<b>Resolution 10</b>		
<b>Resolution 11</b>		
<b>Resolution 12</b>		
<b>Resolution 13</b>		
<p><b>AMENDMENTS AND NEW RESOLUTIONS</b> If amendments or new resolutions are submitted to the Shareholders (check one box)</p> <p><input type="checkbox"/> I give a proxy to the President of the Meeting to vote on my behalf</p> <p><input type="checkbox"/> I abstain from voting (abstentions are construed as votes against the resolution)</p> <p><input type="checkbox"/> I give proxy to _____ to vote on my behalf</p>		