

EURO RESSOURCES S.A.
Société Anonyme with a Share Capital of Euro 450,028.84
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,
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:

Article L 225-106 of the French Code of Commerce: A shareholder may give a proxy to another shareholder or to his spouse.

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 null and void.

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.

VOTE BY MAIL 3

Extract of French Business Corporations Act:

Article L 225-107 of the French Code of Commerce: 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 null and void. 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.

EXTRAORDINARY MEETING OF SHAREHOLDERS OF EURO RESSOURCES S.A.

to be held December 8, 2005 at 10:00 a.m. at the offices of Stehlin & Associés,
48 avenue Victor Hugo, 75116 Paris, 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.

1 PROXY FORM IN FAVOR OF THE PRESIDENT

I hereby give a proxy to the President of the Meeting and authorize him to vote on my behalf

1a for all resolutions

1b for all resolutions except those on which I voted on the vote-by-mail form

2 PROXY FORM IN FAVOR OF A DESIGNATED PERSON

I hereby give proxy to the sole benefit of _____ * to represent me at the extraordinary shareholders' meeting of EURO Ressources S.A. to be held on December 8, 2005

* pursuant to article L 225-106 of the French Code of Commerce of French corporate law, you may only designate your spouse or another shareholder of the Company.

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This same document duly signed will remain valid for any other shareholders' meeting called with the same agenda.

Signed at _____ on _____, 2005

SIGNATURE

(Corporate entities, legal administrators or guardians should read the signing instructions on the back of this form.)

3

FORM TO VOTE BY MAIL OR BY PROXY

VOTES BY MAIL NOT RETURNED TO CIBC MELLON TRUST COMPANY, ATT: PROXY DEPARTMENT, P.O. BOX 12005 STN BRM B, TORONTO, ONTARIO, CANADA M7K 2K5, OR BNP PARIBAS, PROXY SERVICES, 75078 PARIS, CEDEX 02, BY 10:00 A.M (TORONTO OR PARIS TIME) ON DECEMBER 1, 2005 WILL NOT BE TAKEN INTO ACCOUNT.

	Vote (complete one box per resolution)	
	For	Against or Abstain
Resolution 1		
Resolution 2		
Resolution 3		
Resolution 4		
Resolution 5		

AMENDMENTS AND NEW RESOLUTIONS

If amendments or new resolutions are submitted to the Shareholders (check one box)

I give a proxy to the President of the Meeting to vote on my behalf

_____ Name

_____ Address

_____ Class of Shares

_____ Number of Shares held