EURO RESSOURCES S.A.

Société Anonyme with a Share Capital of €494,028.84

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.

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

to be held June 30, 2006 at 4:00 p.m.

at the Hilton Arc de Triomphe Paris, 51-57, rue de Courcelles, 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.

PROXY FORM IN FAVOR OF A DESIGNATED PERSON I hereby give proxy to the sole benefit of * to represent me at the annual ordinary general and extraordinary shareholders' meeting of EURO Ressources S.A. to be held on June 30, 2006	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 PROXY FORM IN FAVOR OF A DESIGNATED PERSON I hereby give proxy to the sole benefit of * to represent me at the annual ordinary general and extraordinary shareholders' meeting of EURO Ressources S.A. to be held on June 30, 2006 pursuant to article L 225-106 of the French Code of Commerce of French corporate law, you may	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 PROXY FORM IN FAVOR OF A DESIGNATED PERSON I hereby give proxy to the sole benefit of * to represent me at the annual ordinary general and extraordinary shareholders' meeting	1	PROXY FORM IN FAVOR OF THE PRESIDENT
The property of the sole benefit of I hereby give proxy to the sole benefit of * to represent me at the annual ordinary general and extraordinary shareholders' meeting of EURO Ressources S.A. to be held on June 30, 2006	The property of the solutions except those on which I voted on the vote-by-mail PROXY FORM IN FAVOR OF A DESIGNATED PERSON I hereby give proxy to the sole benefit of * to represent me at the annual ordinary general and extraordinary shareholders' meeting of EURO Ressources S.A. to be held on June 30, 2006 pursuant to article L 225-106 of the French Code of Commerce of French corporate law, you may	The property of the solutions except those on which I voted on the vote-by-mail PROXY FORM IN FAVOR OF A DESIGNATED PERSON I hereby give proxy to the sole benefit of * to represent me at the annual ordinary general and extraordinary shareholders' meeting of EURO Ressources S.A. to be held on June 30, 2006 pursuant to article L 225-106 of the French Code of Commerce of French corporate law, you may	I her	
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I hereby give proxy to the sole benefit of	I hereby give proxy to the sole benefit of	I hereby give proxy to the sole benefit of		ioi an resolutions except those on which I voted on the vote-by-man
* to represent me at the annual ordinary general and extraordinary shareholders' meeting of EURO Ressources S.A. to be held on June 30, 2006	* to represent me at the annual ordinary general and extraordinary shareholders' meeting of EURO Ressources S.A. to be held on June 30, 2006 pursuant to article L 225-106 of the French Code of Commerce of French corporate law, you may	* to represent me at the annual ordinary general and extraordinary shareholders' meeting of EURO Ressources S.A. to be held on June 30, 2006 pursuant to article L 225-106 of the French Code of Commerce of French corporate law, you may	2	
of EURO Ressources S.A. to be held on June 30, 2006	of EURO Ressources S.A. to be held on June 30, 2006 pursuant to article L 225-106 of the French Code of Commerce of French corporate law, you may	of EURO Ressources S.A. to be held on June 30, 2006 pursuant to article L 225-106 of the French Code of Commerce of French corporate law, you may		* to represent me
	ally designate your spouse or another shareholder of the Company.	ally designate your spouse or another shareholder of the Company.	pursuant to a	of EURO Ressources S.A. to be held on June 30, 2006

VOTES BY MAIL NOT RETURNED TO: PROXY DEPARTMENT, EQUITY TRANSFER SERVICES INC., SUITE 420, 120 ADELAIDE STREET WEST, TORONTO, ONTARIO M5H 4C3, OR BNP PARIBAS, PROXY SERVICES, GCT EMETTEURS SERVICE ASSEMBLEES MMEUBLE TOLBIAC, 75450 PARIS CEDEX 09, BY 4:00 P.M. (TORONTO OR PARIS IME) ON JUNE 27, 2006 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		
Resolution 6		
Resolution 7		
Resolution 8		
Resolution 9		
Resolution 10		
Resolution 11		
Resolution 12		
Resolution 13		
Resolution 14		
Resolution 15		
Resolution 16		

AMENDMENTS	AND	NEW RESOI	LUTIONS

formandments on navy regulations are submitted to the Chambeldons (sheets one box)

		I give a proxy to the President of the Meeting to vote on my behalf
ais same document duly signed will remain alid for any other shareholders' meeting called ith the same agenda.	Signed at on, 2006 SIGNATURE (Corporate entities, legal administrators or guardians should read the signing instructions on the back of this form.	Name Address Class of Shares Number of Shares held