

GOLDEN ENERGY AND RESOURCES LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199508589E)

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. The Extraordinary General Meeting (“EGM”) is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Notice of EGM, Proxy Form and Circular (“Documents”) will **NOT** be sent to members. Instead, the Documents will be sent to members by electronic means via publication on our corporate website at the URL: <http://investor.gear.com.sg/circulars.html> and on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in section 13 of the Circular dated 8 March 2021. The Circular dated 8 March 2021 may be accessed at the Company’s website at <http://investor.gear.com.sg/circulars.html> and the SGX website at <https://www.sgx.com/securities/company-announcements>.
3. Due to the current COVID-19 restriction orders in Singapore, a member will **NOT** be able to attend the EGM in person. A member (whether individual or corporate) **MUST** appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. A copy of the Proxy Form for the EGM may also be accessed at the Company’s website at <http://investor.gear.com.sg/circulars.html>, and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
4. This Proxy Form is not valid for use by such CPF or SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF or SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 12 March 2021.
5. By submitting this Proxy Form, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 8 March 2021.
6. **Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the EGM as a member’s proxy to attend, speak and vote on his/her/its behalf at the EGM.**

*I/We, _____ (Name) NRIC/Passport/Co. Reg. No. _____

of _____ (Address)

being a *member/members of **GOLDEN ENERGY AND RESOURCES LIMITED** (the “Company”), hereby appoint the **Chairman of the Extraordinary General Meeting (“EGM”)** as *my/our proxy to attend, speak and vote or abstain for *me/us on *my/our behalf at the EGM of the Company to be convened and held by way of electronic means on 24 March 2021 at 3.00 p.m. and at any adjournment thereof in the following manner:

(Please indicate with an “√” in the spaces provided whether you wish your vote(s) to be cast for or against or abstain from voting on the Resolutions as set out in the Notice of EGM. If no specific direction as to voting is given or in the event of any the matter arising at the EGM and at any adjournment thereof, the appointment of the Chairman of EGM as *my/our proxy will be treated as invalid)

No.	Ordinary Resolution	For**	Against**	Abstain**
1.	Proposed ratification of the A\$70 million investment into Ravenswood Gold Group Pty Ltd and proposed joint venture with Raven Gold Nominee Pty Ltd (as trustee on behalf of investors managed or advised by EMR Capital Management Limited)			
2.	Proposed investment of up to an additional A\$75 million into Ravenswood Gold Group Pty Ltd			
3.	Proposed diversification of the Company’s existing business.			

* Delete where inapplicable

** If you wish to exercise all your votes “For” or “Against”, please tick (√) in the “For” or “Against” box. Alternatively, please indicate the number of votes “For” or “Against” as appropriate in each resolution. If you wish to “Abstain” from voting on a resolution, please tick (√) in the “Abstain” box. Alternatively, please indicate the number of shares which you wish to abstain from voting.

Dated this _____ day of _____ 2021

	Total number of Shares in:
(a) CDP Register	
(b) Register of Members	

Signature of Shareholder(s) or
Common Seal of Corporate Shareholder

Notes:

- (1) Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing the chairman as proxy shall be deemed to relate to all the shares held by you.
- (2) Due to the current COVID-19 restriction orders in Singapore, a member will **NOT** be able to attend the EGM in person. A member (whether individual or corporate) **MUST** appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. The accompanying Proxy Form may be accessed at the Company's website at <http://investor.gear.com.sg/circulars.html> and the SGX website at <https://www.sgx.com/securities/company-announcements>.

Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Cap. 50) should contact their relevant intermediaries through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the EGM. CPF or SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 12 March 2021.

- (3) The Chairman of the EGM, as proxy, need not be a member of the Company.
- (4) The instrument appointing the Chairman of the EGM as proxy must be submitted in the following manner:
 - (a) if submitted by post, be deposited at the office of the Company's appointed polling agent, Complete Corporate Services Pte Ltd, at 10 Anson Road, #29-07 International Plaza, Singapore 079903; or
 - (b) if submitted electronically, via email to the Company's appointed polling agent, Complete Corporate Services Pte Ltd, at gear-egm@complete-corp.com,

in either case by 3.00 p.m. on 21 March 2021 (being not less than seventy-two (72) hours before the time appointed for holding the EGM).

A member who wishes to submit an instrument of proxy by using the abovementioned (4)(a) or (4)(b) must first download, print, complete and sign the Proxy Form, before scanning and submitting it to the email address or posting it to the office address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit completed Proxy Forms by post, the Company strongly encourages shareholders to submit their completed Proxy Forms electronically via email.

- (5) The instrument appointing the Chairman of the EGM as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing the Chairman of the EGM as proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- (6) A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act (Chapter 50) of Singapore.
- (7) The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 8 March 2021.