



MERCATOR GOLD PLC

the "Company"

Company Number: 5079979

FORM OF PROXY

PLEASE USE BLOCK CAPITALS

I/We

PLEASE INSERT FULL NAME

of

PLEASE INSERT FULL ADDRESS

being a member of Mercator Gold plc hereby appoint the Chairman of the Meeting or*

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Friday 21 December 2007 at Little Ship Club, Bell Wharf Lane, Upper Thames Street, London EC4R 3TB at 11:30am on the following resolutions, to be submitted to the meeting and at any adjournment thereof, and any other business which may properly come before the meeting and any adjournment thereof.

Please indicate with an 'X' in the appropriate space how you wish your vote to be cast. Unless otherwise instructed, the proxy will vote as he thinks fit or abstain.

ORDINARY RESOLUTIONS	For	Against	Vote withheld**
1 To re-elect as a director Michael John de Villiers who is retiring in accordance with Article 114 of the Company's Articles of Association and who being eligible is offering himself for re-election.			
2 To re-elect as a director Michael Elias who is retiring in accordance with Article 114 of the Company's Articles of Association and who being eligible is offering himself for re-election.			
3 To re-elect as a director Terrence John Strapp who is retiring in accordance with Article 114 of the Company's Articles of Association and who being eligible is offering himself for re-election.			
4 To re-elect as a director Patrick Aloysius Harford who is retiring in accordance with Article 114 of the Company's Articles of Association and who being eligible is offering himself for re-election.			
5 To receive, consider and adopt the directors' report and accounts of the Company for the period ended 30 June 2007.			
6 To re-appoint PKF (UK) LLP as auditors and to authorise the directors to determine their remuneration.			
<p>7 Pursuant to Section 80 of the Companies Act 1985 (the "Act") to exercise all or any of the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £3,000,000, provided that:</p> <p>7.1 the authority conferred by this paragraph 7 shall, following the admission of the issued share capital of the Company to trading on the Australian Stock Exchange ("Admission"), be thereafter limited to the allotment of relevant securities up to an aggregate nominal amount equal to one third of the aggregate nominal value of the issued share capital of the Company immediately following Admission; and</p> <p>7.2 this authority shall, unless previously revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company following the date of the passing of this resolution or (if earlier) 12 months from the date of passing this resolution, but so that the directors may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority hereby conferred had not expired.</p>			

SPECIAL RESOLUTIONS	For	Against	Vote withheld**
<p>8 The articles of association of the Company be and they are hereby amended by:</p> <p>8.1 the addition of further definitions at the existing Article 2.1.5 of the articles of association;</p> <p>8.2 the addition as Article 176 entitled "ASX Requirements", to the articles of association, and the renumbering of Articles 176 to 178 as Articles 177 to 179 accordingly; and</p> <p>8.3 the removal of all references to "Extraordinary General Meeting" throughout the Articles, to be replaced by "General Meeting" in line with the Companies Act 2006, thereby resulting in specific changes to the Company's existing Articles.</p>			
<p>9 Pursuant to Section 95 of the Act, to generally empower the directors to allot equity securities (as defined in Section 94(2)) of the Act) for cash, pursuant to the authority conferred upon them by resolution 7 above, as if Section 89(1) of the Act did not apply to such allotment, provided that the power conferred by this para 9 shall be limited as follows:</p> <p>9.1 (save as provided in paragraph 9.2 below) following Admission to the allotment of equity securities in connection with a rights issue or open offer in favour of ordinary shareholders where the equity securities attributable to the respective interests of all ordinary shareholders are proportionate to the respective numbers of ordinary shares held by them on the record date for any such allotment, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or any stock exchange in any territory;</p> <p>9.2 notwithstanding paragraph 9.1 above, to the allotment of equity securities up to an aggregate nominal amount equal to five per cent of the aggregate nominal value of the ordinary shares in issue immediately following Admission;</p> <p>9.3 to the allotment of the Equity Securities pursuant to the Loan Note Instrument executed by the Company and dated 17 October 2007, relating to the Unsecured Convertible Loan Notes 2010 ("2010 Loan Notes"), in accordance with the terms of the 2010 Loan Notes, in lieu of payment of interest in respect of those 2010 Loan Notes; and</p> <p>The power conferred by this paragraph 9 shall expire at the conclusion of the next Annual General Meeting of the Company or (if earlier) 12 months from the date of passing this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.</p>			

*You may, if you wish, in the space provided insert the name(s) of the person(s) of your choice to attend and vote at the meeting on your behalf.

**Please note that if the "Vote Withheld" box is marked with a "X" the shareholder will not be counted in the calculation of votes "For" and "Against" and the shareholder will not be taken to have given his/her/their discretion to the proxy, on how to vote.

Signature

Dated

day of

2007

NOTES

- 1 A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote on a poll instead of him. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.
- 2 Completion and return of the form of proxy will not preclude shareholders from attending or voting at the meeting, if they so wish.
- 3 To be effective, this proxy form must be lodged with the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not later than two business days before the time of the meeting or any adjournment thereof, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or, where the proxy form has been signed by an officer on behalf of a corporation, a notarially certified copy of the authority under which it is signed.
- 4 In the case of a joint holding, a proxy need only be signed by one joint holder. If more than one such joint holder lodges a proxy only that of the holder first on the register of members will be counted. Any alternations made to this proxy should be initialled.
- 5 In the case of a corporation this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised.
- 6 Any amendments to this Form of Proxy must be initialled.
- 7 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's agent, Capita Registrars (whose CREST ID is RA10) by the specified latest time(s) for receipt of proxy appointments. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 355(A) of the Uncertificated Securities Regulations 2001.
- 8 A copy of the amended Articles of Association will be available for inspection at the Company's registered office during normal business hours until the date of the Annual General Meeting.