

**INDEPENDENT RESOURCES PLC**

**2009 ANNUAL GENERAL MEETING, 22 DECEMBER 2009 AT 11.30 A.M. - FORM OF PROXY**

*Please read the notes overleaf before completing this form.*

I/We (name(s) in full)

.....

of (address(es))

.....

being (a) member(s) of the above-named Company, hereby appoint the Chairman of the meeting, or failing him

.....

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf as directed below at the 2009 Annual General Meeting of the Company to be held at Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA on 22 December 2009 at 11.30 a.m., and at any adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments being made.

*\*For the appointment of more than one proxy, please refer to note 3 overleaf.*

		<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>
<b>Resolution 1</b>	To receive the accounts and reports of the directors and auditors for the year ended 30 September 2009.			
<b>Resolution 2</b>	To re-elect Roberto Bencini as a director.			
<b>Resolution 3</b>	To re-appoint Mazars LLP as auditors of the Company.			
<b>Resolution 4</b>	To authorise the directors to set the remuneration of the auditors.			
<b>Resolution 5</b>	To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006.			
<b>Resolution 6</b>	To authorise the directors to dis-apply pre-emption rights pursuant to sections 570 and 573 of the Companies Act 2006.			
<b>Resolution 7</b>	To remove the transferring provisions from the memorandum to the articles of association and adopt new articles of association.			

I/We would like my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this form. Unless otherwise instructed, the proxy may vote or abstain as he or she sees fit in relation to any business of the meeting.

Signature..... Date .....

## Notes to the Form of Proxy

1. You may appoint one or more proxies of your own choice, if you are unable to attend the meeting but would like to vote. If such an appointment is made, delete the words "the Chairman of the meeting" and insert the name(s) of the person or persons appointed as proxy/proxies in the space provided. A proxy need not be a member of the Company. If no name is entered, the return of this form duly signed will authorise the Chairman of the meeting to act as your proxy.
2. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
3. To appoint more than one proxy (an) additional proxy form(s) may be obtained by contacting the Company's registrars' helpline on +44 (0)1252 821390 or you may photocopy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
4. In order that this form of proxy shall be valid, it must be deposited (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or a copy certified in accordance with the Powers of Attorney Act 1971 or in some other manner approved by the directors) with the Company's registrars not later than 48 hours before the time appointed for the meeting. The completion and return of a form of proxy will not, however, preclude shareholders from attending and voting in person at the meeting or at any adjournment thereof, should they wish to do so.
5. In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of a duly authorised officer or attorney, stating their capacity (e.g. director, secretary).
6. In the case of joint holders of a share, any one holder may sign the proxy, but the vote of the senior who votes whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the share. In any event, the names of all joint holders should be stated on the proxy form.
7. The "vote withheld" option is provided to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a "vote withheld" in this way is not a vote in law and will not be counted in the calculation of the proportion of votes "for" and "against" a resolution.
8. The name, address and fax number of the Company's registrar are as follows:

Share Registrars Limited  
Suite E  
First Floor  
9 Lion and Lamb Yard  
Farnham  
Surrey GU9 7LL

Fax number: 01252 719232