

ANNUAL MEETING PROXY FORM / ADMISSION CARD



To be held on Tuesday, 10 December 2013 at 10.00am at Princes Ballroom A, Pullman Hotel, Corner of Princes Street and Waterloo Quadrant, Auckland.

PROXY FORM / ADMISSION CARD

If you propose to ATTEND the Annual Meeting please bring this Admission Card / Proxy Form intact to the Meeting as it is required for the registration process at the meeting.

PROXY APPOINTMENT (FOR USE IF YOU ARE UNABLE TO ATTEND THE MEETING)

You can now appoint your Proxy online. Please see the reverse of this form for instructions on how to do so.

If you DO NOT propose to ATTEND the Annual Meeting please complete and sign the Proxy Form and Voting Instructions below (keep intact), and mail it, to be received by Pyne Gould Corporation Limited's share registry, Link Market Services, no later than 10.00am on Sunday 8 December 2013.

I/We being a shareholder(s) of Pyne Gould Corporation Limited:

Hereby appoint

of

(full name of proxy)

(full address)

Or failing that person

(full name of proxy)

(full address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held on Tuesday 10 December 2013 and at any adjournment of that meeting.

VOTING INSTRUCTIONS

Resolutions: This form is to be used to vote as follows on the following resolutions:		Tick (✓) in box to vote			
		For	Against	Abstain	Discretion
1.	That George Charles Desmond Kerr be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	That Michael Joseph Christian Carolan be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	That the Directors are authorised to fix the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Special Resolution 1: That the proposed application by the Board to remove the Company from the New Zealand companies register and transfer the Company's place of incorporation to Guernsey by registering as a company under the Companies (Guernsey) Law, 2008 (as amended) (the Migration) is approved, provided that the Board and the Company is only entitled to implement the Migration if: (i) Special Resolution 2 is passed; and (ii) the Board resolves (the Migration Resolution) immediately prior to implementing the Migration that, in the Board's view, the Migration remains in the best interests of the Company and its shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Special Resolution 2: That, subject to the passing of Special Resolution 1 above and the passing by the Board of the Migration Resolution (as defined in Special Resolution 1), the existing constitution of the Company be revoked and the Company adopt, in place of the revoked constitution, new memorandum and articles of incorporation in the form tabled at the Annual Meeting and signed by the Chairman for the purposes of identification, such revocation and adoption to take effect on the date of the Migration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

And to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote to abstain from voting on each such resolution. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

Signed this _____ day of _____ 2013

Signature / s

All shareholders must sign

Contact name

Daytime contact number:

NOTES:

- 1 A shareholder entitled to attend and vote is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder. The Chairman of the Annual Meeting is willing to act as proxy for any shareholder who wishes to appoint him for that purpose.
- 2 The shareholders who are entitled to vote at the Annual Meeting are those shareholders whose names are registered in PGC's share register as at 10.00am on Sunday, 8 December 2013.
- 3 If you wish you may appoint the Chairman of the Annual Meeting as your proxy. If you do not indicate how the Chairman should vote, the Chairman will vote as he or she thinks. Please note that the Chairman of the Board intends to vote any discretionary proxies held by him in favour of the resolutions. If additional matters are raised during the course of the Annual Meeting which require a shareholder vote, your proxy will be entitled to vote as he or she thinks fit.
- 4 This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing. In the case of a joint shareholding, this Proxy Form must be signed by each of the joint shareholders (or their duly authorised attorney). In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.
- 5 This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be deposited or mailed to be received at the office of Link Market Services Limited, in any manner as per the instructions below, not later than 10.00am on Sunday 8 December 2013.
- 6 If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting.
- 7 If you have any questions regarding your voting please call the Link Market Services helpline on +64 9 375 5998.

PLEASE RETURN YOUR COMPLETED PROXY FORM TO LINK MARKET SERVICES LIMITED IN ONE OF THE FOLLOWING WAYS:

Appoint your Proxy online

Go to the Link Market Services website:

<https://investorcentre.linkmarketservices.co.nz/voting/PGC>

You will be required for security purposes to enter your CSN/Holder Number and FIN to complete your proxy appointment and voting instructions.

Mail:

If mailing your Proxy Form from within New Zealand, please use the reply-paid envelope provided (if you received this form by post).

If mailing your Proxy Form from outside New Zealand, place in an envelope, address to Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand and affix the necessary postage from the country of mailing.

Deliver:

Link Market Services Limited, Level 7, Zurich House, 21 Queen Street, Auckland, 1010, New Zealand.

Fax:

+64 9 375 5990

Scan and email:

meetings@linkmarketservices.co.nz (please put the words "Pyne Gould Corporation Proxy Form" in the subject line for easy identification).