

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General Meeting to be held on June 29, 2017

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 2:00 PM (Central European Time) (5:00 AM, Vancouver Time) on Tuesday, June 27, 2017.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- Smartphone? Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We being holder(s) of Meridian Mining SE hereby appoint: Anthony Julien, President, Chief Executive Officer and a director of the Company, or failing him, Jonathan Richards, Chief Financial Officer of the Company,

OR

Print the name of the person you are appointing if this person is someone other than the Anthony Julien or Jonathan Richards.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General Meeting of shareholders of Meridian Mining SE to be held at Strawinsky 3127, 8th Floor, 1077 ZX Amsterdam, the Netherlands, on Thursday, June 29, 2017 at 2:00 PM (Central European Time) (5:00 AM, Vancouver Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

	For	Against
1. 2016 Annual Accounts To discuss and adopt the 2016 annual accounts of the Company (such including the Company's financial statements for the financial year ended December 31, 2016).	<input type="checkbox"/>	<input type="checkbox"/>
2. 2015 Annual Accounts To discuss and adopt the 2015 annual accounts of the Company, which at the time was a cooperative under Dutch law with the name Ferrrometals Holdings Coöperatief U.A., for the financial year ended December 31 2015.	<input type="checkbox"/>	<input type="checkbox"/>
3. Discharge of the Directors To grant discharge of the directors of the Company for the management of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
4. Number of Directors To Set the Number of Executive and Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>

5. Appointment of Directors	For	Withhold	For	Withhold	For	Withhold		
01. Anthony Julien as executive director	<input type="checkbox"/>	<input type="checkbox"/>	02. Barry Bolitho as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>	03. Douglas Willock as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>
04. Angelina Mehta as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>	05. Peter Weidmann as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>	06. Stefano Haver as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>
07. Alistair Hume as non-executive director under the condition precedent of an early resignation of Stefano Haver as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>						

	For	Withhold
6. Appointment of Auditors Appointment of KPMG LLP, Chartered Accountants as Auditors of the Company for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against
7. Stock Option Plan To adopt and approve the stock option plan of the Company, as more particularly described in the accompanying management information circular.	<input type="checkbox"/>	<input type="checkbox"/>

	<input type="checkbox"/>	<input type="checkbox"/>
8. Transfer of Seat and Head Office to the United Kingdom To resolve upon the transfer of the official seat of the Company from Amsterdam, the Netherlands, to London, United Kingdom, and the transfer of the head office, as proposed in the transfer proposal prepared by the Board, dated April 24, 2017, as more particularly described in the accompanying management information circular.	<input type="checkbox"/>	<input type="checkbox"/>

	<input type="checkbox"/>	<input type="checkbox"/>
9. Authorization of Share Issuances To authorize the Board to issue shares in the capital of the Company and/or to grant rights to subscribe for shares, as more particularly described in the accompanying management information circular.	<input type="checkbox"/>	<input type="checkbox"/>

	<input type="checkbox"/>	<input type="checkbox"/>
10. Authorization of Pre-emptive Rights on Share Issuances To authorize the Board to limit or exclude pre-emptive rights of shareholders of the Company in respect of any issuance of shares and/or granting of rights to subscribe for shares, as more particularly described in the accompanying management information circular.	<input type="checkbox"/>	<input type="checkbox"/>

	<input type="checkbox"/>	<input type="checkbox"/>
11. Authorization of Acquisition of Own Shares To authorize the Board to acquire shares in the name of the Company, as more particularly described in the accompanying management information circular.	<input type="checkbox"/>	<input type="checkbox"/>

Authorized Signature(s) – This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

MM / DD / YY

Interim Financial Statements – Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements – Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

