

MINDS + MACHINES GROUP LIMITED

(Incorporated and registered in the British Virgin Islands with registered number 1412814)

Form of Proxy

Proxy form for use by Shareholders of Minds + Machines Group Limited (the "Company") at the Annual General Meeting to be held at the offices of ONE Advisory Limited, 201 Temple Chambers, 3-7 Temple Avenue, London EC4Y 0DT at 4 pm on 21 December 2016.

I/We (name in full) _____(insert name in BLOCK CAPITALS)

of: _____(insert ADDRESS)

being (a) member(s) of the Company entitled to attend and vote at meetings, hereby appoint the Chairman of the Meeting or _____(see Note 1) as my/our proxy to exercise all or any of my/our rights to attend the Annual General Meeting of the Company, speak and on a show of hands or on a poll vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 21 December 2016, and at any adjournment thereof.

Please clearly mark the boxes below to instruct your proxy how to vote.

RESOLUTION	FOR	AGAINST	VOTE WITHHELD
1. THAT the Financial Report in respect of the Company and its entities for the period ended 31 December 2015, together with the Directors' Report in relation to that financial period and the Auditor's Report in respect of the Financial Report be approved.			

Please indicate with an "X" in the appropriate box opposite the resolution how you wish your votes to be cast. (See Note 4 below)

Signature:

Name: (PRINT IN CAPITALS)

Notes:

As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.

- If you wish to appoint as a proxy a person other than the Chairman of the Meeting (who need not be a member), please delete the words "the Chairman of the Meeting" and insert the name of the other person. All alterations made to this Proxy Form must be initialled by the signatory.**

2. **The completion and return of this Proxy Form will not prevent you from attending in person and voting at the Meeting should you subsequently decide to do so.**
3. **A member may appoint more than one proxy to attend. When two or more valid but differing instruments of proxy are delivered in respect of the same share for use at the same meeting and in respect of the same matter, the one which is lastly validly delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which instrument was lastly validly delivered, none of them shall be treated as valid in respect of that share.**
4. **If you wish your proxy to cast all of your votes for or against a resolution you should insert an "X" in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, insert the relevant number of shares in the appropriate box. In the absence of instructions, your proxy may vote or abstain from voting as he or she thinks fit on the specified resolution and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit on any other business (including on a motion to amend a resolution, to propose a new resolution or to adjourn the Meeting) which may properly come before the Meeting.**
5. **This Proxy Form must be signed by the shareholder or his/her attorney. Where the shareholder is a corporation, the signature must be under seal or signed by a duly authorised representative. In the case of joint shareholders, any one shareholder may sign this Proxy Form. The vote of the senior joint shareholder (whether in person or by proxy) will be taken to the exclusion of all others, seniority being determined by the order in which the names stand in the register of members in respect of the joint shareholding.**
6. **To be valid, this Proxy Form (together with any power of attorney or other authority under which it is signed or a copy of such authority certified notarially or in some other way approved by the Board of Directors) must be deposited at the offices of ONE Advisory Limited, 201 Temple Chambers, 3-7 Temple Avenue, London EC4Y 0DT or by email to liam@oneadvisory.london by not later than 48 hours prior to the time fixed for the AGM.**