

Sefton Resources Inc.

Form of Proxy – General Meeting to be held at: **The Lesbian Gay Bisexual Transgender Foundation (LGBT)**, Manchester at 12 noon on the 14th May 2018. Address: 5 Richmond St, Manchester M1 3HF,

To be effective, all proxy appointments must be lodged at the Company’s registered office: Administrative Office: HARNEYS | Craigmuir Chambers | PO Box 71 | Road Town | Tortola | British Virgin Islands or emailed to cbailey@seftonresources.com to be received no later than 48 hours before the AGM date.

Kindly Note: This form is issued only to the Company member(s).

All named holders

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Form of Proxy

Please complete this box only if you wish to appoint a third-party proxy other than the Chairman. Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the General Meeting of Sefton Resources Inc, to be held at **The Lesbian Gay Bisexual Transgender Foundation Manchester on the 14th May 2018. Address: 5 Richmond St, Manchester M1 3HF,** on 14th May 2018.

() Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

MY HOLDING _____

Resolution A: To receive and consider the financial statements for the year ended 31st January 2016 together with the reports of the directors and the accountant thereon.

For () Against () Abstained ()

Resolution B: pursuant to Clause 13.2 of the Memorandum of Association of the Company, the Memorandum of Association of the Company be amended by deleting Clause 8 in its entirety and replacing it with:

(a) pursuant to Clause 13.2 of the Memorandum of Association of the Company, the Memorandum of Association of the Company be amended by deleting Clause 8 in its entirety and replacing it with: “8.1 Subject to Regulation 15 of the Articles, each Share in the Company confers upon the Member:

(a) the right to one vote at a meeting of the Members of the Company or on any Resolution of Members (subject to 8.2 below);

(b) the right to an equal share in any dividend paid by the Company; and

(c) the right to an equal share in the distribution of the surplus assets of the Company on its liquidation.

8.2 If, in the reasonable determination of the Board (as evidenced by a Resolution of Directors) the actions taken by a Member (a “Defaulting Member”) have been materially detrimental to either the reputation or financial prospects or value of the Company (including any subsidiaries of the Company) the Board may elect at its discretion to:

8.2.1 Suspend all voting rights attached to Shares held by that Member; and/or

8.2.2 Redeem all shares held by that Member for Fair Value without the consent of the Member, For the purpose of this Clause, “Fair Value” shall be either the value agreed between the Board and the Defaulting Member, or in the absence of such agreement shall be calculated in accordance with s.179(8) to 179(11) of the Act as if the relevant Shares had been redeemed under s.176 of the Act.

Any action taken pursuant to this Clause 8.2 shall be effective immediately on the Company providing notice of the same to the Defaulting Member. Such notice shall state the actions being taken by the Board, shall state the Board’s estimation of Fair Value (if applicable) and shall attach a copy of the Resolution of Directors authorizing such action.

8.3 The Directors may at their discretion by a Resolution of Directors redeem, purchase or otherwise acquire all or any of the Shares in the Company subject to Regulation 3 of the Articles.”;

For () Against () Abstained ()

Resolution C: pursuant to Clause 13.2 of the Memorandum of Association of the Company, the Articles of Association of the Company be amended by deleting the words “ten per cent.” and replacing them with the words “thirty per cent.”:

For () Against () Abstained ()

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

_____/_____/_____
Signature Date

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 authorized, stating their capacity (e.g. director, secretary).