

**FORM OF PROXY**
**for use by shareholders at the Annual General Meeting to be held on 29 May 2009**

I/We, the undersigned shareholder(s) of the Company hereby appoint the Chairman of the Meeting or \* [ ] of [ ] as my/our proxy to vote in my/our name(s) and on my/our behalf at the Annual General Meeting of the Company (the "Meeting") to be held at the offices of Mariana Resources Limited, Level 4, 118 Christie Street, St Leonards NSW 2065 Australia on Friday, 29 May 2009 at 10.00 a.m. and at any adjournment thereof.

Please indicate with an "X" in the appropriate boxes below how the proxy should vote and then sign in the space provided below. If no specific direction as to voting is given, the proxy may vote or abstain at their discretion.

**ORDINARY BUSINESS**

For      Against

<b>Resolution 1</b>	Adoption of the Report and Audited Financial Statements of the Company for the year ended 31 December 2008.	<input type="checkbox"/>	<input type="checkbox"/>
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<b>Resolution 2</b>	To re-elect Mr John Horsburgh as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
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<b>Resolution 3</b>	To set the aggregate fees for non-executive directors to not more than £100,000 annually.	<input type="checkbox"/>	<input type="checkbox"/>
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<b>Resolution 4</b>	To appoint Grant Thornton Limited as auditor of the Company and to authorise the directors to determine the remuneration of the auditor.	<input type="checkbox"/>	<input type="checkbox"/>
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**SPECIAL BUSINESS**

<b>Resolution 5</b>	to amend the Memorandum and Articles of Association of the Company so as to remove the restriction on the number of shares in the Company.	<input type="checkbox"/>	<input type="checkbox"/>
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I/We authorise my/our proxy to act at his/her discretion in relation to any other business arising at the Meeting (including in respect of the question whether to adjourn such meeting) and at any adjournment of such Meeting.

Signature(s) ..... Dated .....

 Name: .....  
 (in block capitals)

 Address .....  
 .....

Initials and surnames of joint holders if any .....

Notes:

- 1 \*If you wish to appoint any person other than the Chairman of the Meeting as proxy, please delete the words “Chairman of the Meeting” and insert his or her name and address in the space provided and initial the alteration. The person appointed to act as a proxy need not be a member of the Company.
- 2 In the case of a corporation, this form must be expressed to be executed by the corporation and must be signed by a director and the secretary or by two directors or under the hand of a duly authorised officer or attorney.
- 3 In the case of joint holders the vote of the person first named in the register of members tendering a vote will be accepted to the exclusion of the votes of the other joint holders.
- 4 To be valid, this form and any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority must be deposited at the registered office of the Company,  
  
***Mariana Resources Limited, P.O. Box 293 Granite House, La Grande Rue, St Martin, Guernsey GY1 3RS or, if by facsimile to +44 (0) 1481 236 025,***  
not less than 48 hours before the time of the meeting.
- 5 Any alteration to this form must be initialled.
- 6 The lodging of this form will not preclude you from attending and voting at the Meeting in person.