



**SOMERS LIMITED**  
**SPECIAL GENERAL MEETING OF SHAREHOLDERS**  
**FORM OF PROXY**

For use by shareholders at the special general meeting of Somers Limited (“Somers”) to be held at 34 Bermudiana Road, Hamilton HM11, Bermuda, on 28 September 2016 at 10.00 a.m. (the “Meeting”).

I/We [name in full] \_\_\_\_\_

Of \_\_\_\_\_

being (a) member(s) of Somers, as referred to in the notice dated 16 September, 2016 (the “Notice”) from Somers to its shareholders HEREBY APPOINT the duly appointed Chairman of the Meeting or

\_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the Meeting and at any adjournment thereof, as indicated below.

I/We direct my/our proxy to vote on the resolutions set out in the Notice as follows:

RESOLUTION	FOR	AGAINST	ABSTAIN
<p><b>RESOLVED</b> that as consideration for the acquisition by the Company of 17,572,015 shares in RESIMAC Limited from Ingot Capital Management Pty Ltd. (“<u>Ingot</u>”), subject to the receipt of all necessary regulatory approvals, the Board be and is hereby authorised to issue 4,984,210 common shares par value US\$0.0001 of the Company to Ingot, pursuant to the terms of a convertible loan note agreement between the Company and Ingot.</p>			
<p><b>FURTHER RESOLVED</b> that any director or officer of the Company be, and each of them hereby is, authorised to execute (under the common seal of the Company if appropriate) and deliver on behalf of the Company any and all agreements, instruments and other documents whatsoever, and do any and all other things whatsoever, as such director or officer shall in his absolute and unfettered discretion deem or determine appropriate in connection with the foregoing resolution and/or to carry out the purposes and intent thereof, such deeming or determination to be conclusively evidenced by any such execution or the taking of any such action by such person or persons.</p>			

Dated the \_\_\_\_ day of \_\_\_\_\_ 2016

SIGNED by the above named  
Member(s)

\_\_\_\_\_

\_\_\_\_\_  
Member(s)  
in the presence of:

\_\_\_\_\_  
Witnesses

Please indicate with an "x" in the space provided above how you wish your vote(s) to be cast on a poll. Should this form be returned duly signed, without specific direction, the proxy will vote or abstain at his discretion.

The form of proxy must be lodged at the registered office of Somers, 34 Bermudiana Road Hamilton HM11, Bermuda, Attention: BCB Charter Corporate Services Limited c/o Chamiel McDonald or sent electronically to cmcdonald@bcb.bm by no later than 5:00 p.m. on 26 September 2016.

Those persons holding shares of Somers through the Bermuda Stock Exchange's electronic trading system who wish to attend the meeting in person should contact the broker or other professional through whom they acquired their shares.

Capitalised terms not otherwise defined in this Proxy shall have the meanings ascribed to them in the Letter to the Chairman contained in the Circular.



**SOMERS LIMITED**

**34 Bermudiana Road  
Hamilton HM 11  
Bermuda**

**NOTICE OF SPECIAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON 28 SEPTEMBER, 2016**

A special general meeting of shareholders of Somers Limited ("Somers") will be held on 28 September, 2016, at 10.00 a.m. local time at the registered office of Somers located at 34 Bermudiana Road, Hamilton HM11, Bermuda for the following purposes:

1. To consider and if thought fit approve the following resolution:

**RESOLVED** that as consideration for the acquisition by the Company of 17,572,015 shares in RESIMAC Limited from Ingot Capital Management Pty Ltd. ("Ingot"), subject to the receipt of all necessary regulatory approvals, the Board be and is hereby authorised to issue 4,984,210 common shares par value US\$0.0001 of the Company to Ingot, pursuant to the terms of a convertible loan note agreement between the Company and Ingot.

**FURTHER RESOLVED** that any director or officer of the Company be, and each of them hereby is, authorised to execute (under the common seal of the Company if appropriate) and deliver on behalf of the Company any and all agreements, instruments and other documents whatsoever, and do any and all other things whatsoever, as such director or officer shall in his absolute and unfettered discretion deem or determine appropriate in connection with the foregoing resolution and/or to carry out the purposes and intent thereof, such deeming or determination to be conclusively evidenced by any such execution or the taking of any such action by such person or persons.

2. To transact such other business as may properly come before the special meeting or any adjournment or postponement thereof.

The above matters are more fully described in the Circular. Capitalised terms not otherwise defined herein shall have the meanings ascribed to them in the Circular. The Record Date for the special general meeting is 9 September, 2016. Only shareholders of record at the close of business (5:00 p.m.) on the Record Date are entitled to notice of, and to vote at, the special general meeting or any adjournment thereof. **We urge you to read carefully the Circular in its entirety and the documents incorporated by reference in the Circular.**

The affirmative vote of the holders of at least 75 per cent of the shares of Somers present in person or represented by proxy at the special general meeting and entitled to vote is required to approve the Acquisition (Proposal 1).

Your proxy is being solicited by the Board of Directors of Somers. After careful consideration, the Independent Director of Somers considers the Acquisition to be in the best interests of Somers and its shareholders. **The Independent Director recommends that you vote "FOR" the approval of the Acquisition.**

**You are cordially invited to attend the special general meeting in person. Whether or not you expect to attend the special meeting, please vote as soon as possible. Even if you have voted by proxy, you may still vote in person if you attend the special general meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the special general meeting, you must obtain a proxy issued in your name from that record holder.**

By Order of the Board of Directors

Dated: 16 September 2016