

**AVARAE GLOBAL COINS PLC (the “Company”)
Annual General Meeting**

FORM OF PROXY

For use at the Annual General Meeting of the Company to be held at the Company’s registered office at Ground Floor, West Suite, Exchange House, 54-58 Athol Street, Douglas, Isle of Man, IM1 1JD at 12:00 noon on 16 November 2009 for the following purposes:

Before completing this form, please read the explanatory notes below

I/Webeing a member of the Company holding ordinary shares of 1 pence each in the company appoint the Chairman of the meeting **or** (see note 3)

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as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 16 November 2009 at 12:00 noon and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolution as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

| | For | Against | Vote withheld |
|--|-----|---------|---------------|
| Ordinary Business | | | |
| 1. To receive and adopt the financial statements of the Company for the year ended 31 March 2009. | | | |
| 2. To re-appoint Matthew Graham Wood as a Director, who retires by rotation. | | | |
| 3. To re-appoint Tanya Maria O’Carroll as a Director, who was appointed since the Company’s last general meeting. | | | |
| 4. To re-appoint Diane Jane Clarke as a Director, who was appointed since the Company’s last general meeting. | | | |
| 5. To re-appoint Messrs Baker Tilly Isle of Man LLC as auditors. | | | |
| Special Business | | | |
| 6. To re-register the Company as a company incorporated under the Companies Act 2006 and to adopt a new memorandum of association and new articles of association. | | | |
| 7. To authorise the Company’s Directors, subject to Resolution 6 being passed, to allot ordinary shares in the capital of the Company up to a nominal value of £367,111. | | | |
| 8. To authorise the Company’s Directors, subject to Resolutions 6 and 7 being passed, to allot ordinary shares in the capital of the Company non-pre-emptively for cash up to a nominal value of £110,133. | | | |

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| Signature(s) | |
| Print Name | |
| Date | |

Notes to the form of proxy

1. 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.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, the form must be:
 - **completed and signed;**
 - sent or delivered to **Company Secretary, Avarae Global Coins plc at Ground Floor, West Suite, Exchange House, 54-58 Athol Street, Douglas, Isle of Man IM1 1JD;** and
 - received by Company Secretary **no later than 12:00 noon on 14 November 2009** being 48 hours before the meeting.
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
10. If you submit more than one valid proxy appointment, the appointment delivered last (regardless of its date or of the date of its execution) before the latest time for the receipt of proxies will take precedence.
11. You may not use any electronic address provided in this proxy form (if provided) to communicate with the Company for any purposes other than those expressly stated.