

PHUMELELA GAMING AND LEISURE LIMITED

Registration number 1997/016610/06
 Share code: PHM ISIN: ZAE 000039269
 ("Phumelela" or "the Company")

For use by the holders of certificated shares or own-name dematerialised shareholders at the annual general meeting of shareholders to be held in the Centenary Room, Turffontein Racecourse, 14 Turf Club Street, Turffontein, Johannesburg on Tuesday, 21 January 2020 at 10:30 .

I/We (names in full) _____

of (address) _____

being the holder(s) of _____ certificated shares or "own-name" dematerialised shares of Phumelela hereby appoint (see note 1)

1. _____ and[#]/or failing him/her*,

2. _____ and[#]/or failing him/her*,

3. the Chairman of the meeting, as my/our* proxy to act for me/us* at the annual general meeting of the Company which will be held on Tuesday, 21 January 2020 at 10:30 and at every adjournment or postponement thereof for the purpose of considering and, if deemed fit, passing with or without modification the resolutions to be proposed thereat and to vote for and/or against such resolutions and/or* abstain from voting in respect of the shares in the issued share capital of the Company registered in my/our* name (see note 2) as follows:

| | Number of votes | | |
|---|-----------------|---------|---------|
| | In favour of | Against | Abstain |
| Ordinary resolutions | | | |
| 1. To receive and adopt the annual financial statements for the year ended 31 July 2019 | | | |
| Re-election of the following directors: | | | |
| 2. Mr JB Walters | | | |
| 3. Dr E Nkosi | | | |
| 4. Ms NJ Mboweni | | | |
| To elect the following Audit and Risk Committee members: | | | |
| 5.1 Mr SH Müller | | | |
| 5.2 Mr JB Walters | | | |
| 5.3 Mr SA Mahlalela | | | |
| 5.4 Ms NJ Mboweni | | | |
| Re-appointment of external auditors | | | |
| 6. Re-appointment of KPMG Inc. as independent auditors for the ensuing year | | | |
| 7. Placement of shares under the control of the directors | | | |
| 8. General authority to issue shares for cash | | | |
| 9. To endorse non-binding advisory vote on remuneration policy | | | |
| 10. To endorse non-binding advisory vote on remuneration implementation report | | | |
| Special resolutions | | | |
| 1. To approve the non-executive directors' remuneration for the ensuing year | | | |
| 2. To enable the provision of financial assistance to related or inter-related companies or corporations or directors and prescribed officers | | | |
| 3. A general approval for the Company to acquire Phumelela Gaming and Leisure Limited shares | | | |

and generally to act as my/our* proxy at the said general meeting. (If no directions are given, the proxy holder will be entitled to vote or abstain from voting as that proxy holder deems fit.)

Signed at _____ this _____ day of _____ 2020

Signature _____

Assisted by me (where applicable) _____

(State capacity and full name) _____

Each shareholder is entitled to appoint one or more proxies (none of whom need be a shareholder/s of the Company) to attend, speak and vote in place of that shareholder at the general meeting.

**Delete as applicable. #Two or more persons may be appointed as proxies concurrently.*

Please read the notes on the reverse hereof.

NOTES TO THE FORM OF PROXY

1. A shareholder entitled to attend and vote at a shareholders' meeting shall be entitled to appoint a proxy to participate in, speak and vote at the meeting in his stead. A proxy need not be a shareholder of the Company. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided. The person whose name stands first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she deems fit in respect of all the shareholder's votes exercisable thereat. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholder or by the proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or by the proxy.
3. It is recommended that forms of proxy be delivered to the Company's transfer secretaries by email at proxy@computershare.co.za or by post to Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank 2196 (PO Box 61051, Marshalltown 2107) as soon as possible but not later than 10:00 on Thursday, 16 January 2020.
4. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity or other legal capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries or waived by the Chairman of the general meeting.
6. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
7. If any shares are jointly held, the first name appearing in the register shall, in the event of any dispute, be taken as the shareholder.
8. A proxy appointment remains valid for one year after the date of signature and is revocable by the shareholder appointing the proxy by cancellation in writing, a later inconsistent appointment of a proxy and delivery of a copy of the revocation instrument to the proxy and the Company.
9. A proxy may not delegate his/her authority to act on behalf of a shareholder to another person.