

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the Offer or the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

This document (“this Form” or “this Form of Acceptance”) should be read in conjunction with the offer document dated 25 July 2017 (the “Offer Document”). Unless the context otherwise requires, terms used in this Form shall bear the same meanings as in the Offer Document.

If you have sold or otherwise transferred all of your certificated ASA Shares, please forward the Offer Document but not this personalised Form of Acceptance as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, such documents should not be forwarded, transmitted or distributed or sent in or into or from the United States, Australia, Canada or Japan or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. If you have sold or otherwise transferred only part of your holding of certificated ASA Shares, you should retain this Form of Acceptance and the accompanying documents.

This Offer is not being made, directly or indirectly, in or into, or by the use of the mails of, or by any means or instrumentality (including, without limitation, by means of telephone, facsimile, telex, email, the internet or other forms of electronic communication) of interstate or foreign commerce of, or any facility of a national securities exchange of, any Restricted Jurisdiction (including the United States, Australia, Canada and Japan) and is not capable of acceptance by any such use, means, instrumentality or facility or otherwise from or within any Restricted Jurisdiction. Accordingly, this Form of Acceptance, the Offer Document and any related documents are not being, and must not be, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including nominees, trustees and custodians) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction. Doing so may render invalid any purported acceptance of the Offer. Any persons (including nominees, trustees and custodians) who have a legal or contractual obligation to forward this Form of Acceptance, the Offer Document and any related documents to any jurisdiction outside the UK should seek appropriate advice. **Further information concerning Overseas Shareholders is set out in paragraph 14 of Part 1 of, and paragraph 6 of Part B and paragraph 1.4 of Part C of Appendix 1 to, the Offer Document.**

finnCap Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for RPI and for no one else in relation to the Offer and will not be responsible to anyone other than RPI for providing the protections afforded to clients of finnCap Limited or for providing advice in relation to the Offer or any matter referred to in this document.

FORM OF ACCEPTANCE

Cash offer by

RICH PRO INVESTMENTS LIMITED

to acquire the issued and to be issued share capital of

ASA RESOURCE GROUP PLC

**Acceptances of the Offer must be received by 1.00 p.m.
on 15 August 2017**

ACTION TO BE TAKEN TO ACCEPT THE OFFER

- If your ASA Shares are in certificated form, to accept the Offer, you should return this Form of Acceptance, duly completed and signed and accompanied by your share certificate(s) and/or other document(s) of title, by post or (during normal business hours only) by hand to Capita Asset Services, at Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, as soon as possible and in any event so as to be received by no later than 1.00 p.m. on 15 August 2017. A reply-paid envelope is enclosed for your convenience; you may use it for returning this Form of Acceptance from within the UK. No acknowledgement of receipt of documents will be given.
- If your ASA Shares are in certificated form and any of your share certificate(s) and/or other document(s) of title are held by your bank, stockbroker or other agent, you should nevertheless complete, sign and return this Form of Acceptance as stated above, together with any share certificate(s) and/or other document(s) of title that you may have available, accompanied by a note stating that the balance will follow. You should then arrange for the relevant document(s) to be lodged by that agent with Capita Asset Services as soon as possible thereafter.
- If your ASA Shares are in certificated form and any of your share certificate(s) and/or other documents of title are lost, you should nevertheless complete, sign and return this Form of Acceptance as stated above, together with any share certificate(s) and/or document(s) of title that you may have available, accompanied by a letter stating that you have lost one or more of your share certificate(s) and/or other documents of title. You should then obtain a letter of indemnity as set out in note 6 on page 4 of this Form which should be completed and lodged with Capita Asset Services as soon as possible thereafter.
- All ASA Shareholders who are individuals must sign in the presence of a witness, who must also sign where indicated. If you hold ASA Shares jointly with any others, you must arrange for all joint holders to sign this form.
- No Form of Acceptance which is received in an envelope postmarked in, or which appears to RPI or its agents to have been sent from, the United States, Australia, Canada or Japan or any other Restricted Jurisdiction will, save at the discretion of RPI, be treated as valid.
- Please read Appendix 1 to the Offer Document, the provisions of which are deemed to be incorporated in and form part of this Form of Acceptance.
- Please see the notes on pages 2 and 4 of this Form of Acceptance for more detailed instructions.

IF YOU HAVE ANY QUESTIONS AS TO HOW TO COMPLETE THIS FORM OF ACCEPTANCE OR HOW TO OBTAIN A FURTHER FORM OF ACCEPTANCE, please contact Capita Asset Services by telephone on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Capita Asset Services cannot provide any financial, legal or tax advice and calls may be provided and monitored for security training purposes.

DO NOT DETACH ANY PART OF THIS FORM

HOW TO COMPLETE THIS FORM OF ACCEPTANCE**1 THE OFFER**

To accept the Offer, insert in Box 1 the total number of certificated ASA Shares in respect of which you wish to accept the Offer. You must also sign Box 3 in accordance with the instructions set out herein, which will constitute your acceptance of

the Offer. If no number or a number greater than your registered holding of certificated ASA Shares is inserted in Box 1 and you have signed Box 3, you will be deemed to have accepted the Offer in respect of your entire registered holding of

certificated ASA Shares. If appropriate, you should also complete Boxes 2, 4 and/or 5.

COMPLETE HERE ➡

2 FULL NAME(S) AND ADDRESS(ES)

Only complete Box 2 with the full name and address of the sole or first named registered holder together with the full names of all other joint holders (if any) in BLOCK CAPITALS if there are no pre-printed details in Box 1 or if those details are incorrect. If the acceptance is not made by the registered holder(s), insert in Box 2 the name(s) and capacity (e.g. executor(s)/attorney(s)) of the person(s) making the acceptance. You should also deliver evidence of your authority in accordance with the notes on page 4.

Your attention is also drawn to Box 5. Unless you complete Box 5, the address of the sole or first-named registered holder shown in Box 1 or, if applicable, in Box 2 is the address to which the consideration due to you under the Offer will be sent. If you insert in Box 2 an address in a Restricted Jurisdiction, you must insert an alternative address in Box 5 outside any Restricted Jurisdiction.

Please give a daytime telephone number where you can be contacted in the event of any query (outside any Restricted Jurisdiction).

COMPLETE HERE ➡

3 SIGNATURES

To accept the Offer, you must sign Box 3 and, in the case of a joint holding, arrange for ALL joint holders to do likewise. All registered holders (including joint holders) who are individuals must sign Box 3 in the presence of a witness who must also sign Box 3 where indicated. If these instructions are not followed, this Form of Acceptance will be invalid. The witness must be over 18 years of age and should not be another joint holder signing the Form of Acceptance. The same witness may, however, witness the signature of each joint holder. The witness should also print his/her name where indicated.

A company may execute this Form of Acceptance under its common seal, the seal being affixed and witnessed in accordance with its articles of association. Alternatively, a company may execute the Form of Acceptance by two directors (or one director and the company secretary) signing the Form or by one director signing the Form in the presence of a witness who attests the signature. In each case, the name of the company should be inserted in Box 3. Each person signing the Form of Acceptance on behalf of a company should state the office which he/she holds.

If you sign Box 3 without putting "No" in Box 4, you are deemed to have given the representations and warranties set out in paragraph 1.4 of Part C of Appendix 1 to the Offer Document.

SIGN HERE ➡

4 OVERSEAS SHAREHOLDERS

If you are unable to give the representations and warranties set out in paragraph 1.4 of Part C of Appendix 1 to the Offer Document, you must put "No" in Box 4. If you do put "No" in Box 4, then

unless RPI exercises its right to treat your acceptance as valid you will be deemed not to have validly accepted the Offer.

If you do not put "No" in Box 4, you will be deemed to have given such representations and warranties.

COMPLETE HERE ➡

5 ALTERNATIVE ADDRESS

Insert in Box 5 the name and address of the person or agent (for example, your bank, but not in any Restricted Jurisdiction) to whom you wish the

consideration and/or documents to be sent if not the same as the address set out in Box 1 or, if applicable, Box 2. Box 5 must be completed by

holders with registered addresses in any Restricted Jurisdiction or who have completed Box 2 with an address in a Restricted Jurisdiction.

COMPLETE HERE ➡

**PLEASE COMPLETE THIS FORM OF ACCEPTANCE
IN BLOCK CAPITALS AS EXPLAINED ON PAGES 2 AND 4**

1 TO ACCEPT THE OFFER
Complete Box 1 and sign Box 3 in the presence of a witness.
Please also complete Boxes 2, 4 and/or 5, if appropriate.

BOX 1

No. of ASA Shares in certificated form held by you on 24 July 2017
No. of ASA Shares in certificated form for which you are accepting the Offer

2 FULL NAME(S) AND ADDRESS(ES) (To be completed in BLOCK CAPITALS ONLY if there are no pre-printed details shown in Box 1 or if those details are incorrect)

BOX 2

First-named registered holder	Second-named registered holder	Third-named registered holder	Fourth-named registered holder
1. (Mr/Mrs/Miss or title) Full name(s)..... Address Postcode Tel no.	2. (Mr/Mrs/Miss or title) Full name(s)..... Address Postcode Tel no.	3. (Mr/Mrs/Miss or title) Full name(s)..... Address Postcode Tel no.	4. (Mr/Mrs/Miss or title) Full name(s)..... Address Postcode Tel no.

Please provide a daytime telephone number (outside a Restricted Jurisdiction) on which you may be contacted in the event of a query

3 SIGN HERE TO ACCEPT THE OFFER
Note: the signature of each registered holder must be witnessed

BOX 3

Execution by individuals

Signed and delivered as a deed by: 1. Signature 2. Signature 3. Signature 4. Signature	Witnessed by: 1. Signature..... Name Address Date..... 2. Signature..... Name Address Date..... 3. Signature..... Name Address Date..... 4. Signature..... Name Address Date.....
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Execution by a company
Executed and delivered as a deed under the seal of the company named below OR Executed and delivered as a deed by the company named below:

Name of company in the presence of/acting by	Name of Director	Signature
.....	Name of Director/Company Secretary*	Signature (Company Seal if appropriate)*

4 OVERSEAS PERSONS
Put "NO" in this Box only if you are unable to give the representations and warranties set out in Part C of Appendix 1 to the Offer Document.

BOX 4

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5 ALTERNATIVE ADDRESS (to be completed in BLOCK CAPITALS)
Insert the address of the person or agent (outside a Restricted Jurisdiction) to which the consideration and/or documents are to be sent if not the same as the details set out in Box 1 or, if appropriate, Box 2 or if Box 2 has been completed with an address in a Restricted Jurisdiction.

BOX 5

(Mr/Mrs/Miss or title)
Name
Full Address
.....
..... Postcode

FURTHER NOTES REGARDING THE COMPLETION AND LODGING OF THIS FORM OF ACCEPTANCE

In order to avoid any delay and inconvenience to yourself, the following points may assist you:

1. If an ASA Shareholder is away from home (e.g. abroad or on holiday) or where a power of attorney has been granted

Send this Form of Acceptance by the quickest means (e.g. airmail but not in or into a Restricted Jurisdiction) to the ASA Shareholder for execution or, if he/she has executed a power of attorney, have this Form of Acceptance signed by the attorney in the presence of a witness who must also sign this Form of Acceptance. In the latter case, the original power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971) must be lodged with this Form of Acceptance for noting. No other signatures are acceptable. The power of attorney will be noted and returned as directed.

2. If you have sold all, or wish to sell part of, your holding of certificated ASA Shares

If you have sold or otherwise transferred all of your certificated ASA Shares, you should at once forward the accompanying documents but not this personalised Form of Acceptance to the purchaser or transferee or to the stockbroker, bank or other agent through whom you made the sale or transfer for onward transmission to the purchaser or transferee. Such documents may not, however, be distributed, forwarded or transmitted, by any means, in or into any Restricted Jurisdiction. If your ASA Shares are in certificated form and you wish to sell or otherwise transfer part of your holding of ASA Shares and also wish to accept the Offer in respect of the balance but are unable to obtain the balance certificate in time to lodge it with Capita Asset Services at the address given on page 1 of this Form by 1.00 p.m. on 15 August 2017, you should ensure that the stockbroker, bank or other agent through whom you make the sale or transfer obtains the appropriate endorsement or certification signed on behalf of the registrars of ASA, namely Computershare Investor Services (Ireland) Limited, in respect of the balance of your holding of ASA Shares.

3. If the sole ASA Shareholder has died

If a grant of probate or letters of administration has/have been registered with ASA's registrars, this Form of Acceptance must be signed by the personal representative(s) or executor(s) of the deceased and returned to Capita Asset Services at the address given on page 1 of this Form with the share certificate(s) and/or other document(s) of title. If a grant of probate or letters of administration has/have not been registered with Computershare Investor Services (Ireland) Limited, the personal representative(s) or the prospective personal representative(s) or executor(s) should sign this Form of Acceptance and forward it with the share certificate(s) and/or other document(s) of title as soon as possible to Capita Asset Services at the address given on page 1 of this Form. The original sealed grant of probate or letters of administration must, however, be lodged with Capita Asset Services at the address given on page 1 of this Form before the consideration due under the Offer can be forwarded to the personal representative(s) or executor(s). All signatures must be witnessed.

4. If one of the joint registered ASA Shareholders has died

This Form of Acceptance must be signed by all surviving holders in the presence of a witness and lodged with Capita Asset Services at the address given on page 1 of this Form with the share certificate(s) and/or other document(s) of title and accompanied by the death certificate or original sealed grant of probate or letters of administration in respect of the deceased holder.

5. If your share certificate(s) is/are held by your bank, stockbroker or other agent

Complete this Form of Acceptance and, if the share certificate(s) and/or other document(s) of title are readily available, arrange for the completed Form, accompanied by the share certificate(s) and/or other documents of title to be lodged with Capita Asset Services at the address given on page 1 of this Form. If the certificate(s) and/or other document(s) of title is/are not readily available, lodge this Form of Acceptance with Capita Asset Services at the address given in page 1 of this Form, together with a note saying e.g. "certificates to follow". You should then arrange for the relevant documents to be forwarded by your bank, stockbroker or other agent as soon as possible thereafter.

6. If you have lost any of your share certificate(s)

The completed Form of Acceptance, and any share certificate(s) which you may have available, should be lodged with Capita Asset Services at the address given on page 1 of this Form accompanied by a letter stating that you have lost one or more of your share certificate(s). At the same time, you should write to the registrars of ASA, namely Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road Sandyford Industrial Estate, Dublin 18, Ireland, requesting that a letter of indemnity be sent to you which, when completed in accordance with the instructions given, should be sent to Capita Asset Services at the address given on page 1 of this Form. No payment of any consideration due under the Offer will be made until the relevant share certificate(s) and/or document(s) of title, or indemnities in lieu thereof satisfactory to RPI, have been received.

7. If your name or other particulars are shown incorrectly on the share certificate

Incorrect name – example:

Name on the share certificate(s)Richard Allen

Correct nameRichard Allan

Complete this Form of Acceptance with the correct name and lodge it, accompanied by a letter from your bank, stockbroker or solicitor confirming that the person in whose name the ASA Shares are registered and the person who has signed this Form of Acceptance are one and the same.

Incorrect address

If an incorrect address is shown, write the correct address in Box 2 of this Form of Acceptance.

Change of name

If you have changed your name, lodge your marriage/civil partnership certificate or deed poll or, in the case of a company, a copy of the certificate of incorporation on change of name with this Form of Acceptance for noting.

8. If you are not resident in the United Kingdom

The attention of ASA Shareholders not resident in the UK (and/or nominees, trustees and custodians of such persons) is drawn to paragraph 14 of Part 1 of, and paragraph 6 of Part B and paragraph 1.4 of Part C of Appendix 1 to, the Offer Document.

9. Validity of acceptances of the Offer

RPI reserves the right, in its absolute discretion, to treat as valid any acceptance of the Offer which is not entirely in order or which is not accompanied by the relevant share certificate(s) and/or other document(s) of title. However, in that event, no payment of any consideration due under the Offer will be made until the relevant share certificate(s) and / or document(s) of title, or indemnities in lieu thereof satisfactory to RPI, have been received.