

Northern Bear Plc

Form of Proxy for Extraordinary General Meeting

For use by members in respect of the Extraordinary General Meeting of Northern Bear Plc to be held at 5th Floor, Quayside House, 110 Quayside, Newcastle-upon-Tyne, NE1 3DX at noon on 30 August 2007.

I/We
(BLOCK CAPITALS)

of

Address

..... Postcode

being (a) member(s) of the above-named company hereby appoint the Chairman of the meeting (see note 2) or

.....
to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at 5th Floor, Quayside House, 110 Quayside, Newcastle-upon-Tyne, NE1 3DX at noon on 30 August 2007 and at any adjournment thereof. I/We request such proxy to vote on the resolutions set out in the notice convening such General Meeting as indicated below and at his discretion in any matter to be considered at the meeting:

Ordinary Resolution	For	Against
1. To authorise the directors to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £24,290.43		
Special Resolution		
2. To authorise the directors to allot equity securities as if pre-emption rights contained in section 89 of the Companies Act 1985 did not apply to such allotment		

Please indicate with an "X" in the appropriate boxes how you wish your proxy to vote on each resolution.

Dated this day of.....2007

Signature

Notes;

1. To be effective this Form of Proxy, duly completed, together with any power of attorney or other authority under which it is executed or a notorially certified copy thereof (failing previous registration with the company), must be lodged with the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, to arrive not later than noon on 28 August 2007.
2. Ordinary Shareholders are entitled to attend and vote at the meeting. A member or his or her attorney may appoint a proxy or proxies of his or her own choice. If such an appointment is made, delete the words "the Chairman of the meeting or" and write the name(s) of the person(s) to be appointed proxy in the space provided. A proxy need not be a member of the company.
3. In the case of a corporation, this Form of Proxy must be executed under its common seal or signed on its behalf by an attorney, a duly authorised officer of the corporation or by any other person authorised to sign on behalf of the corporation.
4. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
5. If this Form of Proxy is returned without any indication as to how the person appointed shall vote on the resolutions, he or she will exercise his or her discretion as to whether or not he or she abstains from voting and, if he or she votes, how he or she votes on the resolutions.
6. The return of this Form of Proxy will not prevent a member from attending the Meeting and voting in person.
7. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, those members entered in the Company's register of members not later than noon on 28 August 2007, or if the meeting is adjourned, members entered on the Company's register of members not later than 48 hours before the time provided for the adjourned meeting, shall be entitled to attend and vote thereat.



BUSINESS REPLY PLUS
Licence Number RLUB-TCHH-JEBH

**Capita Registrars
Proxies
The Registry
34 Beckenham Road
Beckenham
BR3 4ZB**