

Form of Proxy - Annual General Meeting to be held on Friday 28 May 2010 at 12 noon

To be effective, all proxy appointments must be lodged with the Company's registrars on Wednesday 26 May 2010 at 12 Noon to:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

Explanatory Notes:

1. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the Annual General Meeting. If you wish to appoint a person other than the Chairman as your proxy, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of Fresnillo plc ordinary shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, additional Forms of Proxy may be obtained by contacting Computershare's helpline on 0870 707 1724 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of Fresnillo plc ordinary shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at 12 noon on Wednesday 26 May 2010 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case maybe). Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting. CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by CREST Applications Host) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. The address information above is how your address appears on the register of members. If this information is incorrect please ring Computershare's helpline on 0870 707 1724 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
7. Any alterations made to this form should be initialled by the shareholder.
8. The completion and return of this form will not preclude a member from subsequently attending and voting at the meeting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Proxy

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



I/We hereby appoint the Chairman of the Meeting OR the following person

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Fresnillo plc to be held at Linklaters LLP, One Silk Street, London, EC2Y 8HQ on Friday 28 May 2010 at 12 Noon, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.
The full text of resolutions 2, and 6 to 10 inclusive is set out in the Notice of Annual General Meeting.

Ordinary Resolutions

	For	Against	Vote Withheld
1 THAT, the audited accounts of the Company for the financial year ended 31 December 2009, together with the Directors' Report and Auditors' Reports thereon, be received.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 THAT, the final dividend for the year ended 31 December 2009, be declared.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 THAT, the Directors' Remuneration Report for the financial year ended 31 December 2009 be approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 THAT, Ernst & Young LLP be re-appointed as auditors of the Company (the "Auditors") to hold office until the conclusion of the next general meeting of the Company at which the accounts are laid before the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 THAT, the audit committee of the Company be authorised to agree the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 THAT, the Directors be authorised to allot shares, pursuant to section 551, Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions

7 THAT, the Directors be empowered to disapply pre-emption rights pursuant to section 570, Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 THAT, the Directors be authorised to make market purchases of the Company's ordinary shares pursuant to section 701, Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 THAT, a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 THAT, the articles of association produced to the meeting be adopted as the new articles of association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Intention To Attend

Please indicate if you intend to attend the AGM

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).