

# MyCelx Technologies Corporation – ANNUAL MEETING

You must use this Form of Direction if your interest in the Company's Common Shares is held in electronic form in CREST.



## Proxy solicited on behalf of MyCelx Technologies Corporation ("MyCelx") Board of Directors for the 2013 Annual Meeting of Shareholders to be held on Tuesday 14 May 2013.

The shareholder whose signature appears below on this Proxy Form hereby appoints Capita IRG Trustees Limited ("Capita") as proxy to vote all Common Shares in MyCelx which the shareholder would be entitled to vote on all matters which may properly come before the 2013 Annual Meeting of Shareholders and any adjournments or postponements thereof.

The proxy shall vote subject to the directions indicated on this form, and the proxy is authorised to vote in its discretion upon other business as may properly come before the meeting and any adjournments or postponements thereof. The proxy will vote as the Board of Directors recommends where a choice is not specified.

### Voting Instructions

The Board of Directors recommends a vote "FOR" all the nominees listed for the Board of Directors and "FOR" ratification of the appointment of Grant Thornton LLP as our independent registered public accounting firm for our 2013 fiscal year.

To be held at the offices of Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London, EC1Y 4AG

Signature of person attending

Barcode:

Investor code:

## FORM OF DIRECTION

### MyCelx Technologies Corporation – ANNUAL MEETING

The undersigned shareholder of the Company hereby appoints Capita IRG Trustees Limited with full power of substitution as proxy to vote on the undersigned's behalf at the Annual Meeting of the Company to be held at 10:00am on Tuesday 14 May 2013 and at any adjournments or postponements thereof. The undersigned has indicated with an 'X' how votes should be cast on the following resolutions:

Barcode:

Investor code:

Event code:

#### 1. Election of Directors

(indicate with a 'X' below for each director)

	For	Withhold
Tim Eggar	X	X
Connie Mixon	X	X
Mark Clark	X	X
John Mansfield Sr.	X	X
Haluk (Hal) Alper	X	X
Swinton Griffith	X	X
Brian Kevin Rochester	X	X

#### 2. Ratification of appointment

(indicate with a 'X' how you wish to vote)

	For	Against	Abstain
Ratification of the Board of Directors' appointment of Grant Thornton LLP as our independent registered public accounting firm for our 2013 fiscal year (mark one box)	X	X	X

Name of Shareholder

Signature

Title

(if shares are held by an entity)

Date

You may submit your proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com)

1. 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 Shareholders of the Company at 1 April 2013. Changes to entries on the Register of Shareholders after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. The Form of Direction must arrive at Capita Registrars, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours accompanied by any Power of attorney under which it is executed (if applicable) no later than 10.00 a.m. (UK time) on Saturday 11 May 2013.
3. If you prefer, you may return the Form of Direction to the Registrar in an envelope addressed to FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, BR3 4TU.
4. Any holders of Depository Interests wishing to appoint a Corporate Representative to attend on their behalf at the Annual Meeting should contact Capita IRG Trustees Limited, 34 The Registry, Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom or by emailing [custodymgt@capitaregistrars.com](mailto:custodymgt@capitaregistrars.com) by no later than 10.00 a.m. (UK time) on Saturday 11 May 2013.

First class Air Mail postage (or equivalent) should be affixed if being mailed from outside the United Kingdom.



Business Reply  
Licence Number  
RSBH-UXKS-LRBC



PXS  
34 Beckenham Road  
BECKENHAM  
KENT  
BR3 4TU  
United Kingdom