

Metal-Tech Ltd.

("the Company")

Form of Proxy

Extraordinary General Meeting

Before completing this form, please read the explanatory notes below.

I/Weappoint the chairman of the meeting or (see Note 2) as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of the Company to be held at 10am on Tuesday, 13 April 2010, at Adelaide House, London Bridge, London EC4R 9HA, England and at any adjournment of the meeting.

I/We instruct my/our proxy to vote on the resolutions to be proposed at the meeting as indicated below (unless otherwise instructed, the proxy may vote or abstain from voting as he or she sees fit in relation to any business to be considered at the meeting):

	Resolutions	For	Against	Abstain
1	To elect Mr David Gilboa as a statutory external director of the Company for a period of three years commencing on 13 April 2010 pursuant to the Israeli Companies Law, 5759-1999			
2	To elect Mr Modi Ashkenazy as a statutory external director of the Company for a period of three years commencing on 13 April 2010 pursuant to the Israeli Companies Law, 5759-1999			
3	That, subject to the approval of such matters by the audit committee and the board of directors of the Company, the terms of appointment and remuneration of Mr David Gilboa, a statutory external director of the Company, as set out in his draft letter of appointment, a copy of which is produced to the meeting and initialled for the purposes of identification by the chairman of the meeting, be and are hereby approved			
4	That, subject to the approval of such matters by the audit committee and the board of directors of the Company, the terms of appointment and remuneration of Mr Modi Ashkenazy, a statutory external director of the Company, as set out in his draft letter of appointment, a copy of which is produced to the meeting and initialled for the purposes of identification by the chairman of the meeting, be and are hereby approved			
5	To appoint Mr Ronen Magen as a director of the Company			
6	That, subject to approval of such matters by the audit committee and the board of directors of the Company, the draft employment agreement with Mr Magen in respect of the employment of Mr Magen as the Company's deputy chief executive officer and his appointment as director, a copy of which is produced to the meeting and initialled for the purposes of identification by the chairman of the meeting, be and is hereby approved			
7	That, subject to approval of such matters by the audit committee and the board of directors of the Company, the draft amended and restated employment agreement with Ms Toubol, the Company's CFO, a copy of which is produced to the meeting and initialled for the purposes of identification by the chairman of the meeting, be and is hereby approved			

8	That, subject to approval of such matters by the audit committee and the board of directors of the Company, the draft amendment to the Company's existing employment agreement with Mr Aik Rosenberg, a copy of which is produced to the meeting and initialled for the purposes of identification by the chairman of the meeting, be and is hereby approved			
9	That, subject to the approval of such draft indemnification agreement by the audit committee and the board of directors of the Company, the draft indemnification agreement to be entered into by the Company and Mr Ashkenazy, a copy of which is produced to the meeting and initialled for the purposes of identification by the chairman of the meeting, be and is hereby approved			
10	That, subject to the approval of such draft indemnification agreement by the audit committee and the board of directors of the Company, the draft indemnification agreement to be entered into by the Company and Mr Gilboa, a copy of which is produced to the meeting and initialled for the purposes of identification by the chairman of the meeting, be and is hereby approved			
11	That, subject to the approval of such draft indemnification agreement by the audit committee and the board of directors of the Company, the draft indemnification agreement to be entered into by the Company and Ms Toubol, a copy of which is produced to the meeting and initialled for the purposes of identification by the chairman of the meeting, be and is hereby approved			
12	That, subject to the approval of such draft indemnification agreement by the audit committee and the board of directors of the Company, the draft indemnification agreement to be entered into by the Company and Mr Magen, a copy of which is produced to the meeting and initialled for the purposes of identification by the chairman of the meeting, be and is hereby approved			

Signature(s):..... Date:2010

NOTES:

1. To be effective, a completed and signed proxy must be delivered to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, England, together with any power of attorney or other authority under which it is signed, by no later than 24 hours before the time fixed for the meeting or any adjourned meeting. Completion and return of this proxy will not preclude a shareholder from attending and voting at the meeting in person.
2. If you wish to appoint a proxy other than the chairman of the meeting, please delete the words "the chairman of the meeting or", insert in block letters in the space provided the name of your proxy and initial the alteration.
3. A member who is entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote on his or her behalf, provided that only one proxy may be appointed by a member in respect of a particular share held by him/her. A proxy need not be a member of the Company.
4. In the case of a corporation, this form of proxy must be given under its seal or signed on its behalf by an attorney or duly authorised officer.
5. In the case of joint holders, the vote of the senior holder shall be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names appear in the Company's register of members (or the Company's Registrars' records) in respect of the joint holding.
6. Any alterations to this proxy must be initialled by you.