

NOTICE OF AVAILABILITY

The Scheme Document including the Notice of General Meeting to which this Form of Proxy relates is available on the Company's website at <https://www.egdon-resources.com/investors-2/disclaimer>

NOTES TO THE FORM OF PROXY

- 1 All members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.
- 2 A holder of shares in the Company who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote in his stead. If you wish to appoint a third party proxy other than the Chairman, please write their name in the box provided, and initial the insertion. If you wish to appoint the Chairman as proxy, please leave this box blank. A proxy need not be a member of the Company but must attend the meeting in person.
- 3 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided the number of shares in relation to which they are authorised to act as your proxy. If you are appointing more than one proxy, you must complete a separate proxy form in respect of each appointment. You can obtain (an) additional proxy form(s) from the Company's receiving agent, Neville Registrars Limited, by calling 0121 585 1131. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. You may also photocopy this form. The helpline is open between 9.00 a.m. (London time) to 5.00 p.m., Monday to Friday excluding public holidays in England and Wales. On each form, you must indicate the number of shares in respect of which you are making the relevant appointment in the box provided. Please return all the forms together and tick the box to indicate each form is one of multiple instructions being given. Please take care when completing the number of shares: failure to specify the number of shares to which each proxy appointment relates or specifying a number which, when taken together with the number of shares set out in the other proxy appointment(s), exceeds the total held by the member may result in some or all of your proxy appointments being invalid.
- 4 In the case of a corporation this form of proxy must be executed by a duly authorised person or under its common seal or in any other manner authorised by its constitution. In the case of an individual, this form of proxy must be signed by the individual or a person.
- 5 In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will 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.
- 6 If this form of proxy is returned duly signed but without any indication as to how the person(s) appointed proxy shall vote, he will exercise his discretion as to how he votes and whether or not he abstains from voting.
- 7 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.
- 8 To be effective, this form of proxy, duly executed together with the power of attorney or other authority (if any) under which it is signed (or a duly certified copy thereof) must be lodged at the Company's receiving agent, Neville Registrars Limited, at Neville House, Steelpark Road, Halesowen B62 8HD not less than 48 hours (excluding non-working days) before the time appointed for the holding of the meeting (in other words by 10:45 a.m. on 29 June 2023) or adjourned meeting. You can also submit your proxy online via the receiving agents website, www.sharegateway.co.uk by using your personal proxy registration code (Activity Code) shown below, so as to be received by no later than 48 hours (excluding non-working days) before the General Meeting.
- 9 Any alterations made in this form of proxy should be initialled.
- 10 Appointment of a proxy will not preclude a member from attending and voting in person should he subsequently decide to do so. However, if a member has appointed a proxy and attends the meeting in person, the relevant proxy appointment will automatically be terminated.
- 11 Members must be entered on the Company's share register at 6.00 p.m. on 29 June 2023 in order to be entitled to attend and vote at the meeting. Such members may only cast votes in respect of shares held at such time. If the meeting is adjourned, the time by which a person must be entered on the register in order to have the right to attend or vote at the adjourned meeting is 6.00 p.m. on the second Business Day before the date fixed for the adjourned meeting. Changes to entries on the register of members after the relevant time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- 12 If two or more valid forms of proxy are delivered in respect of the same share, the one which is valid will be the one which was delivered last (regardless of its date or the date of its execution).
- 13 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf. Please refer to the notes to the Notice of General Meeting. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 7RA11) not later than 48 hours (excluding non-working days) 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 generated by the CREST system) 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.
- 14 Terms defined in the scheme document dated 8 June 2023 (the "Scheme Document") shall have the respective same meanings when used in this form of proxy unless the context otherwise requires.

If you wish to appoint a Proxy please complete and return this Form of Proxy to Neville Registrars Limited using the reply paid envelope provided. If documents are posted outside the United Kingdom, please return it in an envelope to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD and pay the appropriate postage charge.

Egdon Resources plc

(Incorporated and Registered in England and Wales under the Companies Act 1985 - No. 06409716)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Company, to be held on 3 July 2023 at Norton Rose Fulbright LLP, 3 More London Riverside, London, SE1 2AQ at 10:45 a.m. (or as soon thereafter as the Court Meeting (as defined in the circular dated 8 June 2023) concludes or is adjourned) and at any adjournment thereof.

Special Resolution

- 1 To authorise the directors of the Company to take all actions as they may consider necessary or appropriate for carrying the Scheme into effect and to alter the Company's articles of association as necessary to implement the Scheme

FOR

AGAINST

WITHHELD

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☐

☐

Your Personal Proxy Registration Code is: ABCD-123-EFG

If you are planning to attend the General Meeting, please tick the following box: ☐

Mark this box with an "X" if you are appointing more than one proxy: ☐

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

D

D

-

M

M

-

Y

Y



Attendance Card

Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

The General Meeting will start at 10:45 a.m. (or as soon thereafter as the Court Meeting (as defined in the circular dated 6 June 2023) concludes or is adjourned) and is being held on 3 July 2023 at Norton Rose Fulbright LLP, 3 More London Riverside, London, SE1 2AQ.

If you plan to attend the General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the General Meeting.

