

BLENCOWE RESOURCES PLC

(Registered in England and Wales with registered number 10966847)

FORM OF PROXY

for the General Meeting of Blencowe Resources Plc (the "Company") to be held on Wednesday 8 December 2021

Please insert the member(s) full name(s) and address(es) BLOCK CAPITALS

I/We

of

being a member/members of the Company hereby appoint the Chairman of the Meeting* or failing him

.....as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held at 10.00 a.m. on Wednesday 8 December 2021 at 55 Athol Street, Douglas, Isle of Man, IM1 1LA and at any adjournment thereof.

*If you wish to appoint your own proxy, delete the words "the Chairman of the Meeting" and insert in BLOCK LETTERS the name of your proxy in the space provided.

Please indicate with an "X" in the space below how you wish your votes to be cast. If you do not specify how you wish your votes to be cast then you will be deemed to have authorised your proxy to vote or abstain from voting as he/she thinks fit.

ORDINARY RESOLUTION	FOR	AGAINST	WITHHELD
<p>1. That in addition to the authority granted by the shareholders at the Annual General Meeting held on 31 March 2021, the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("Act"), to issue and allot additional equity securities (as defined by section 560 of the Act) up to an aggregate nominal amount of £150,000, which at the par value of 0.5 pence per ordinary share, represents an issue of up to 30 million new ordinary shares. The authority referred to in this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the next annual general meeting</p> <p>The Company may, at any time prior to the expiry of the authority, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of the authority and the directors are hereby may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.</p>			
SPECIAL RESOLUTION	FOR	AGAINST	WITHHELD
<p>2. That in addition to the authority granted by the shareholders at the Annual General Meeting held on 31 March 2021, the Directors, pursuant to section 570 of the Act, be given the authority to allot equity securities (as defined by section 560 of the Act) for cash pursuant to the authority conferred upon them by Resolution 1 above (as varied, renewed or revoked from time to time by the Company at a general meeting) as if section 561(l) of the Act did not apply to any such allotment provided that such power shall be limited to:</p> <p>(i) an allotment in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities where the equity securities offered to each such holder is proportionate (as nearly as may be) to the respective amounts of equity securities held by each such holder subject only to such exclusion or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws of or the requirements of any recognised regulatory body in any territory or otherwise; and</p> <p>(ii) an allotment in connection with the valid exercise of any share options granted in accordance with the terms of the Share Option Scheme;</p> <p>(iii) an allotment in connection with the valid exercise of any warrants over ordinary shares granted by the Company;</p> <p>(iv) otherwise, ordinary shares up to an aggregate maximum nominal value of £150,000, and this authority shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire on the next Annual General Meeting; provided that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.</p>			

Date

Signature

Please mark this box if you are appointing more than one proxy (Note 4)

Notes:

- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a meeting of the Company. You can only appoint a proxy using the procedures set out in these Notes.
- Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- 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. To appoint more than one proxy you may photocopy your proxy card or contact Share Registrars Limited to obtain an extra proxy card on 01252 821390 (Calls will be charged at the standard landline rate plus your phone company's access charge. If you are outside the United Kingdom, please call +44 1252 821390. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales).
- To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to Share Registrars Limited, Molex House, Millennium Centre, Crosby Way, Farnham, GU9 7XX or delivered to Share Registrars Limited by email to voting@shareregistrars.uk.com; and
 - received by Share Registrars Limited no later than 10a.m. on Monday 6 December 2021.
- In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- For details of how to change your proxy instructions or revoke your proxy appointment see the Explanatory Notes to the Notice of General Meeting.
- You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.



Business Reply
Licence Number
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