

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 19 December 2024

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

I/We (name(s) in full)

of (address(es)) being (a) member(s)

of the above-named 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 19 December 2024 at the offices of FIM Capital Limited 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	VOTE WITHHELD
<p>1. That the Directors be generally and unconditionally authorised pursuant to section 551 of the Act, the Directors be generally and unconditionally authorised to issue and allot equity securities (as defined by section 560 of the Companies Act) and to grant rights to subscribe for or convert any security into shares of the Company as follows:</p> <ul style="list-style-type: none"> (i) up to an additional 100,000,000 Ordinary Shares; (ii) in respect of any valid exercise of any share options granted to officers, employees or consultants of the Company and including in accordance with the terms of the Share Option Scheme or other options granted to officers, employees or consultants including the DFC Performance Shares; (iii) in respect of any valid exercise of any warrant over Ordinary Shares granted to any person by the Company including the Existing Warrants. <p>provided that such authorities shall, unless renewed, varied or revoked by the Company, expire on the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require relevant securities to be allotted and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot relevant securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.</p>			
SPECIAL RESOLUTION	FOR	AGAINST	VOTE WITHHELD
<p>2. That the Directors of the Company be given the authority to allot equity securities (as defined in 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(1) of the Act did not apply to any such allotment provided that such power shall be limited to:</p> <ul style="list-style-type: none"> (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; (ii) an allotment in connection with the valid exercise of any share options granted to officers, employees or consultants to the Company and including in accordance with the terms of the Share Option Scheme or other options granted to officers, employees or consultants including the DFC Performance Shares; (iii) an allotment in connection with the valid exercise of any warrants over Ordinary Shares granted by the Company, including the Existing Warrants; (iv) otherwise, Ordinary Shares up to a maximum of 100,000,000 Ordinary Shares <p>The powers granted by this resolution will expire on the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save 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. This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.</p>			

Dated: 2024

Signature.

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

NOTES

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
 - (a) 10.00 a.m. on 17 December 2024; or
 - (b) if this Meeting is adjourned, at close of business on the day two business days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. 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.
3. 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.
4. 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 Nick Oxley to obtain an extra proxy card on + 44 1624 681250 or corporate.governance@fim.co.im or 55 Athol Street, Douglas, Isle of Man IM1 1LA (Offices are open between 9.00 a.m. – 5.00 p.m., Monday to Friday).
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard copy proxy form

6. To appoint a proxy using the proxy form, the form must be:
 - (a) completed and signed;
 - (b) sent or delivered to Nick Oxley at FIM Capital Limited, 55 Athol Street, Douglas, Isle of Man, IM1 1LA or corporate.governance@fim.co.im; and
 - (c) received by no later than 10.00 a.m. on 17 December 2024.

In the case of a member which is a company, the 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 the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

7. 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-name being the most senior).

Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hardcopy proxy form, please contact Nick Oxley to obtain an extra proxy card on + 44 1624 681250 or corporate.governance@fim.co.im or 55 Athol Street, Douglas, Isle of Man IM1 1LA. 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.

Termination of proxy appointments

9. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Nick Oxley on + 44 1624 681250 or corporate.governance@fim.co.im or 55 Athol Street, Douglas, Isle of Man IM1 1LA. In the case of a member which is a company, the revocation notice 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 the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by corporate.governance@fim.co.im no later than 10.00 a.m. on 17 December 2024. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Corporate representatives

10. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.