

EGDON RESOURCES PLC

(Incorporated and registered in England and Wales under the Companies Act 1985
(as amended) with registered number 6409716)

**Proxy Form for use by Shareholders at the General Meeting (“GM”) of
Egdon Resources plc (the “Company”) to be held at the offices of offices of
the Company at The Wheat House, 98 High Street, Odiham, Hampshire RG29 1LP,
United Kingdom on 22 January 2021 at 10.00 a.m.**

Please read the Notice of the GM and the accompanying notes carefully before completing this Proxy Form.

The Company notes the guidance issued by the UK Government restricting social gatherings in view of the ongoing COVID-19 pandemic and the fact that, if such guidance remains in place on the date of the General Meeting, shareholders will be prohibited from attending the General Meeting. Given the current guidance the Company requests that shareholders do not attend the General Meeting but instead appoint the chairman of the General Meeting as a proxy and provide voting instructions in advance of the General Meeting.

As shareholders will be unable to vote in person at the meeting, they are strongly encouraged to use their proxy vote. Where a Shareholder is experiencing issues posting their completed and signed Form of Proxy to the Company’s Registrar, they may email a scan of the completed and signed Form of Proxy to the Company’s email address, info@egdon-resources.com, by no later than 9.00 a.m. on 20 January 2021 with the subject “VOTING” and the Company will endeavour to ensure that these votes are included in the poll. The deadline for submission of all proxy votes is 10:00 a.m. on 20 January 2021.

The Company is taking these precautionary measures to safeguard its shareholders’ and employees’ health and make the General Meeting as safe and efficient as possible. The Company will update shareholders, as necessary, via a Regulatory Information Service.

I/We,(in BLOCK CAPITALS please)

being a Shareholder/Shareholders of Egdon Resources plc, appoint the Chairman of the GM or

.....
(see notes 1 and 4) as my/our proxy to attend and, on a poll, to vote for me/us and on my/our behalf as indicated below at the GM and at any adjournment thereof (see notes below).

Please clearly mark the boxes below to instruct your proxy how to vote.

ORDINARY RESOLUTIONS	For	Against	Vote Withheld	Discretionary
1 To approve the waiver granted by the Panel on Takeovers and Mergers of any requirement under Rule 9 of The Code on Takeovers and Mergers for the Concert Party to make a general offer to Shareholders of the Company as a result of the issue of the Conversion Shares.				
2 To authorise the Directors to allot Ordinary Shares pursuant to the terms of the Convertible Loan Note Instrument.				
SPECIAL RESOLUTION				
3 To disapply pre-emption rights in relation to any Ordinary Shares allotted pursuant to the terms of the Convertible Loan Note Instrument.				

Signature(s)(see note 2) Date.....2021

Notes:

- In view of current guidance issued by the UK Government restricting social gatherings, which would prohibit shareholders attending the General Meeting, the Company requests that shareholders vote on the Resolutions being put to the General Meeting by appointing the chairman of the General Meeting as a proxy to ensure your vote is recognised and giving voting instructions in advance, either using this Form of Proxy via email or post, or through CREST.
- For the same reasons, the Company, with regret, requests that shareholders do not attend the General Meeting in person irrespective of whether the restrictions on social gatherings remain in place. Where a Shareholder is experiencing issues posting their completed and signed Form of Proxy to the Company’s Registrar, they may email a scan of the completed and signed Form of Proxy to the Company’s email address, info@egdon-resources.com, by no later than 9.00 a.m. on 20 January 2021 with the subject “VOTING” and the Company will endeavour to ensure that these votes are included in the poll.
- The deadline for submission of proxy votes is 10.00 a.m. on 20 January 2021.
- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to vote at a general meeting of the Company. Details of how to appoint the Chairman of the meeting or another person as your proxy using the form of proxy are set out in the notes to the form of proxy. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. Due to the UK Government restrictions relating to COVID-19 and restrictions on attending the General Meeting, you are strongly encouraged to appoint the Chairman of the meeting as your proxy to ensure your vote is recognised at the General Meeting. Other named proxies will not be allowed to attend the General Meeting and their votes will not be counted.
- Entitlement to vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to vote at the meeting.
- As at the date of the notice of general meeting (being 6 January 2021) the Company’s issued share capital comprised 328,315,625 ordinary shares of 1p each. Each share carries one vote save that only Independent Shareholders (as defined in the Circular to shareholders dated 6 January 2021 (the **Circular**)) are permitted to vote on Resolution 1. In order to comply with the UK Takeover Code, Resolution 1 will be taken on a poll to be passed by more than 50 per cent. of the votes of Independent Shareholders present and voting at the General Meeting in person or by proxy.
- A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof 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(s) should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 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 RA10) by no later than 10.00 a.m. on 20 January 2021. 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.
- CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.



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