

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 Annual General Meeting ("AGM") of Egdon Resources plc (the "Company") to be held at the Registered Office of the Company on Friday 5 February 2021 at 11.30 a.m.

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

The meeting will be a closed meeting. Accordingly all Resolutions will be determined by proxy votes and the only proxy will be the Chairman of the meeting. You can use this Proxy Form to appoint the Chairman of the AGM as your proxy.

I/We,(in BLOCK CAPITALS please)
being a Shareholder/Shareholders of Egdon Resources plc, appoint the Chairman of the AGM as my/our proxy to attend and to vote for me/us and on my/our behalf as indicated below at the AGM 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 receive the Report and Accounts for the year ended 31 July 2020 | | | | |
| 2 To re-appoint Nexia Smith & Williamson Audit Limited as auditors at a remuneration to be determined by the Directors | | | | |
| 3 To re-elect Philip Stephens | | | | |
| 4 To re-elect Mark Abbott | | | | |
| 5 To grant the directors authority to allot shares on the basis set out in the Notice of AGM | | | | |
| SPECIAL RESOLUTION | | | | |
| 6 To disapply pre-emption rights on the basis set out in the Notice of AGM | | | | |

Signature(s)(see note 6) Date2021

Notes:

- 1 To comply with the Covid-19 restrictions the meeting will be a closed meeting. Only the Chairman of the AGM can be appointed as a proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Proxy Form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- 2 To be effective, this Proxy Form (together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such authority) must be received by post or (during normal business hours only) by hand at the office of the Company's Registrars, being Link Asset Services at PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, by no later than 11.30 a.m. on 3 February 2021.
- 3 If you wish your proxy to cast all of your votes "For" or "Against" a resolution you should insert an "X" in the appropriate box. If you wish your proxy to cast only certain votes "For" and certain votes "Against", insert the relevant number of shares in the appropriate box. In the absence of instructions, your proxy may vote or abstain from voting as he or she thinks fit on the specified resolution and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit on any other business (including on a motion to amend a resolution to propose a new resolution or to adjourn the AGM) which may properly come before the AGM.
- 4 The "Vote Withheld" option is provided to enable you to instruct your proxy to abstain from voting on a particular resolution. A "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" or "Against" a resolution. The "Discretionary" option is provided to enable you to give discretion to your proxy to vote or abstain from voting on a particular resolution as he or she thinks fit.
- 5 In accordance with the permission in Regulation 41 of the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), only those holders of ordinary shares who are registered on the Company's share register at close of business on 3 February 2021 shall be entitled to attend the above AGM (or close of business on the day which is two days before the day of any adjourned meeting) and to vote in respect of the number of shares registered in their names at that time. Changes to entries on the share register after close of business on 3 February 2021 shall be disregarded in determining the rights of any person to attend and/or vote at the AGM.
- 6 This Proxy Form must be signed by the shareholder or his/her attorney. Where the shareholder is a corporation, the signature must be under seal or signed by a duly authorised representative stating their capacity (e.g. Director, secretary). In the case of joint shareholders, any one shareholder may sign this Proxy Form or may vote in person at the Meeting. If more than one joint shareholder is present at the AGM either in person or by proxy, that one of them whose name stands first in the register of members in respect of the share shall alone be entitled to vote (whether in person or by proxy) in respect of it.
- 7 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.
- 8 In order to revoke a proxy instruction you will need to inform the Company by sending notice in writing clearly stating your intention to revoke your proxy appointment to Company's Registrars, being Link Asset Services at PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF. 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 the Company no later than 48 hours before the time of the holding of the meeting or any adjournment thereof. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then your proxy appointment will remain valid. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- 9 If you submit more than one valid proxy appointment in respect of the same share or shares, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which was received last, none of the proxy appointments in respect of that share or shares shall be valid



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