

**POWER METAL RESOURCES PLC**  
**Proxy Form**

I/We, \_\_\_\_\_ (insert full name in BLOCK CAPITALS)

of \_\_\_\_\_ (insert address in BLOCK CAPITALS)

\_\_\_\_\_ POSTCODE \_\_\_\_\_

being (a) holder(s) of ordinary shares in Power Metal Resources plc appoint the Chairman of the meeting or the following person:

<i>Name</i>	<i>Number of Shares</i>
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as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Abbey House, 282 Farnborough Road, Farnborough, Hampshire, GU14 7NA at 9.00 a.m. on Friday 19<sup>th</sup> June 2020 and at any adjournment of that meeting. I/We request my/our proxy to vote on the following resolutions as indicated below:

<b>ORDINARY RESOLUTIONS</b>	<b>For</b>	<b>Against</b>	<b>Withheld</b>
1. To receive the report and accounts for the year ended 30 September, 2019			
2. To re-appoint the auditors and authorise the directors to determine their fees			
3. To elect Edmund Shaw as a director of the Company			
4. To re-appoint Iain Macpherson as a director of the Company			
5. To authorise the directors to allot relevant securities			
<b>SPECIAL RESOLUTIONS</b>			
6. To dis-apply pre-emption rights			
7. To resolve that the Company be and is unconditionally authorised to make market purchases			

Please tick here if the proxy appointment is one of multiple appointments being made and state in the box above the number of shares to which this proxy relates. Also, see note 7 below.

**SIGNATURE** \_\_\_\_\_ **DATE** \_\_\_\_\_

**NOTES:**

- A proxy need not be a member of the Company.
- Please indicate with an 'X' in the appropriate boxes above how you wish your votes to be cast. Unless otherwise instructed the proxy may vote or abstain from voting as they think fit. The 'vote withheld' option is provided so that you may abstain on any particular resolution: this is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' and 'against' a resolution.
- To be effective this proxy form must be deposited with Share Registrars not less than 48 hours (excluding non-working days) before the time fixed for the meeting. It can be sent via post, email or fax. Further details can be found in the Notice of Meeting. The proxy form must be signed by the member or the member's attorney duly authorised in writing or, if the member is a corporation, it must be either under its common seal or signed on its behalf by an attorney or officer duly authorised whose capacity should be stated.
- In the case of joint members, the vote of the senior joint member who signs a proxy form will be accepted to the exclusion of others, seniority being determined by the order of names in the register.
- If you wish to appoint someone other than the Chairman as your proxy, delete "the Chairman of the meeting (or)" and insert the name of your proxy in the box provided.
- If the proxy is being appointed in relation to only some of your shares, please write the number of shares in respect of which they are authorised to act in the box next to their name. If this box is left blank, your proxy will be deemed to be authorised to act in respect of all of your shares.
- To appoint additional proxies, this form may be photocopied or additional copies obtained from the registrars. On each form, please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act and ensure that each form bears an original signature. If you wish to terminate the proxy appointment you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment. Your revocation notice must be received no later than 48 hours (excluding non-working days) before the meeting.
- Completion and return of a proxy form will not prevent you from attending and voting in person at the meeting should you subsequently decide to do so.
- Any alteration made to this proxy form should be initialled.
- As at 5.00 pm on the day immediately prior to the date of posting of this notice of meeting, the Company's issued share capital comprised 552,690,226 ordinary shares of 0.1p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company at that time was 552,690,226.