

**POWER METAL RESOURCES PLC**  
**General Meeting Proxy Form**

The formal business of the General Meeting (**GM**) will only be to consider and vote upon the resolutions set out in the Notice of Meeting. Following the easing of coronavirus (COVID-19) restrictions in the UK, it is expected that shareholders will be able to attend the GM in person this year. However, in light of the uncertainty as to any further COVID-19 measures that may be put in place by the UK Government, the Company encourages shareholders to consider submitting their voting instructions in advance by appointing the Chairman of the meeting as their proxy, rather than attending and voting on the day. This will ensure that votes are registered in accordance with shareholders' wishes regardless of any restrictions or disruption around the GM, and will also help protect the health and safety of shareholders and directors.

Proxy votes may be sent by e-mail to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) or by mail, using the reply-paid envelope to: The Company Secretary, Power Metal Resources Plc, c/o Share Registrars Limited, 3 Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX. In either case, the signed proxy must be received no later than 48 hours (excluding non-business days) before the time of the meeting or any adjournment thereof (to be received by 11:00 A.M. on 28 March 2022).

Shareholders are also encouraged to register any questions in advance of the GM by submitting these to: [shareholders@powermetalresources.com](mailto:shareholders@powermetalresources.com). Questions will be responded to individually and any areas of significant shareholder interest will be addressed with answers on the Company's website as soon as practicable following the GM.

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 as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at Suite 24 Temple Chambers, 3-7 Temple Avenue, London, England, EC4Y 0DT at 11.00 a.m. on Wednesday 30 March 2022 and at any adjournment of that meeting. Unless specified in the box below I/We request the Chairman vote all of my/our shares on the resolutions as indicated below.

Proxy -	Number of Shares:
---------	-------------------

SPECIAL RESOLUTIONS	For	Against	Withheld
1. THAT, subject to the confirmation of the court, the share premium account of the Company be cancelled.			
2. THAT, subject to the confirmation of the court, the capital redemption reserve of the Company be cancelled.			
3. THAT, subject to the confirmation of the court, the existing Deferred Shares be cancelled and extinguished.			
4. THAT, subject to the confirmation of the court, the existing Deferred A Shares be cancelled and extinguished.			
5. THAT, the Company be authorised generally and unconditionally 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 9 below.

**NOTES:**

1. In accordance with regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and 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 48 hours before the time appointed for the meeting or any adjournment thereof. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. In the case of joint holders the vote of the person first named in the register of members of the Company tendering a vote will be accepted to the exclusion of the votes of the other joint holders.
3. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. If you wish to appoint the Chairman as one of your multiple proxies, insert "Chairman of the Meeting" in the space indicated to identify the name of the proxy on the proxy card. To appoint a proxy or proxies shareholders must:
  - a) complete a form of proxy, sign it and return it, together with the power of attorney or other authority (if any) under which it is signed, to the Company's registrars, Share Registrars Limited, 3 Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX; or
  - b) complete a CREST Proxy Instruction (as set out in note 7 of the Notice of Meeting).
4. 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.
5. 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.
6. 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 or email. 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.
7. 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.
8. Any alteration made to this proxy form should be initialled.
9. As at 24 February 2022, the Company's issued share capital comprised 1,466,953,915 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 as at 24 February 2022 is 1,466,953,915.