

# BEZANT RESOURCES PLC

(the "Company")

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 02918391)

## Notes to the proxy form:

- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at an annual general meeting of the Company. 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.
- 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 above. 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.
- 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, please contact the Company's Registrars, Link Market Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF in advance of the time and date specified in note 6 below who will advise you on how to do so. Please note that failure to specify the number of shares to which each proxy appointment relates, or specifying a number of shares in excess of those held will result in the proxy appointments being invalid.
- To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "Vote Withheld" box. 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.
- To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to the Company's Registrars, Link Market Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF; and
  - received by the Company's Registrars no later than 10.00 a.m. on 22 May 2019 or not later than 48 hours before the time of any adjourned meeting.

You may submit your proxy electronically using the share portal service at [www.signalshares.com](http://www.signalshares.com). If not already registered for the Share Portal, you will need your Investor Code which can be found on the attached form of proxy or your share certificate.

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## BEZANT RESOURCES PLC FORM OF PROXY

Before completing this form, please read the explanatory notes below. Please print in BLOCK CAPITALS.

Bar Code

Investor Code

Event Code

I/We

of

being (a) member(s) of the Company, entitled to attend, speak and vote at an Annual General Meeting of the Company, hereby appoint the Chairman of the meeting or (see note 3),

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on Friday 24 May 2019 at the offices of Joelson JD LLP, 30 Portland Place, London W1B 1LZ, at 10.00 a.m., and at any adjournment of the meeting and on any proposed amendments to the resolutions.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an "X". If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

### ORDINARY RESOLUTIONS

- To receive and consider the Company's annual report and financial statements for the twelve months ended 31 December 2018 and the reports of the directors and auditors thereon
- To approve the re-appointment of Dr. Evan Kirby as a Non-Executive Director of the Company, having been made a director previously and being eligible for re-election
- To ratify the re-appointment of UHY Hacker Young LLP as auditors of the Company and to authorise the directors to fix their remuneration
- To approve the re-designation and sub-division of the issued ordinary shares of £0.002 each into one new ordinary share of £0.00002 each and one deferred share of £0.00198 each having the rights in the Articles of Association to be adopted by resolution 7
- To authorise the directors to allot shares or rights over shares of up to an aggregate maximum nominal amount of £39,950 (based on the new nominal amount of the shares as per resolution 4) and subject to such restrictions as set out in resolution 5

	For	Against	Vote Withheld
1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### SPECIAL RESOLUTIONS

- To dis-apply pre-emption rights in relation to the allotment of shares or rights over shares which shall be limited to:
  - an aggregate nominal amount of £39,950 (based on the new nominal amount of the shares as per resolution 4), and
  - equity securities issued pursuant to the Company's Executive Share Option Scheme and which represent 10% of the Company's issued share capital from time to time, and such further restrictions as set out in resolution 6
- Subject to and conditional on the passing of resolution number 4 to approve the draft Articles of Association initialled by the Chairman of the meeting to reflect the changes to share capital approved by resolution number 4 and certain other routine updates and typographical corrections

	For	Against	Vote Withheld
6.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

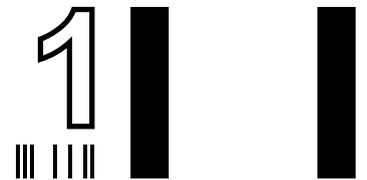
Signature(s)  
(or Common Seal)

Date

7. In the case of a member which is a company, this 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.
8. Any power of attorney or any other authority under which this proxy form is signed (or a notially certified copy of such power or authority), and a duly completed certificate of non-revocation of such power or authority, must be included with the proxy form.
9. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Link Market Services Limited (CREST Participant ID Number RA10) by 10.00 a.m. on 22 May 2019. See the notes to the notice of meeting for further information on the appointment of proxies through CREST.
10. 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-named being the most senior).
11. 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.
12. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
13. You may not use any electronic address provided to communicate with the Company for any purposes in connection with this Form of Proxy or the appointment of proxies.
14. Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001, to be entitled to vote at the meeting (and for the purposes of the determination by the Company of the number of votes that may be cast) members must be entered on the register of members of the Company at close of business on 22 May 2019.

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Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



PXS1  
34 BECKENHAM ROAD  
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