

## Beowulf Mining plc (the "Company")

### Annual General Meeting

#### Proxy Form

Before completing this form, please read the explanatory notes below

I /We ..... (name(s))

of .....

.....(address(es))

being (a) member(s) of the Company appoint the Chairman of the meeting or (see note 3)

.....

as my/our proxy in respect of all my/our shares or ..... of my/our shares (see note 4) to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 28 June 2019 at 11.00 a.m. (BST) at the offices of BDO LLP, 55 Baker Street, London, W1U 7EU and at any adjournment of the meeting.

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 put before the meeting.

RESOLUTIONS	For	Against	Vote Withheld
<b>ORDINARY BUSINESS - ORDINARY RESOLUTIONS</b>			
<b>1</b> To receive and consider the Company's audited accounts for the year ended 31 December 2018 and the directors' and auditors' reports thereon.			
<b>2</b> To approve the remuneration report as detailed in the Company's annual report and accounts.			
<b>3</b> To re-appoint BDO LLP as auditor and authorise the directors to fix the auditor's remuneration.			
<b>4</b> To re-appoint Kurt Budge as a director of the Company.			
<b>SPECIAL BUSINESS - ORDINARY RESOLUTION</b>			
<b>5</b> To authorise the directors to allot equity securities (as defined in Section 560 of the Companies Act 2006)			

generally pursuant to Section 551 of that Act.			
<b>SPECIAL BUSINESS - SPECIAL RESOLUTION</b>			
<b>6</b> To authorise the directors to allot equity securities (as defined in Section 560 of the Companies Act 2006) as if Section 561(1) of that Act did not apply to such allotment.			

<b>Signature</b>	<b>Date</b>

### Notes to the proxy form

- 1** 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 a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- 2** 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 and vote, your proxy appointment will automatically be terminated.
- 3** 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. 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.
- 4** 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, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). 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). All forms must be signed and should be returned together in one envelope.
- 5** To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. 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.
- 6** To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to Neville Registrars Limited at Neville House, Neville House, Steelpark Road, Halesowen, B62 8HD, United Kingdom; and

- received by Neville Registrars Limited no later than **48 hours** before the time of the meeting.

- 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** 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).
- 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 Neville Registrars Limited (ID 7RA11) not less than **48 hours** before the time of the meeting.
- 10** You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.