

**NOTICE OF AVAILABILITY**

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at [www.beowulfmining.com](http://www.beowulfmining.com)

**NOTES TO THE FORM OF PROXY**

- 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. **Please note that Shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy as Shareholders are not permitted to attend the meeting.**
- 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. **Please note that Shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy as Shareholders are not permitted to attend the meeting.**
- 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. **Please note that Shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy as Shareholders are not permitted to attend the meeting.**
- 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. **Please note that Shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy as Shareholders are not permitted to attend the meeting.**
- 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.
- To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to Neville Registrars Limited at 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.
- 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.
- 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).
- 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.
- 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.

**Shareholders are not permitted to attend the Annual General Meeting following the recent public health guidance and legislation issued by the UK Government in response to the outbreak of COVID-19. Shareholders are entitled and encouraged to appoint a proxy to exercise all or any of their rights to vote on their behalf at the meeting. A shareholder can appoint the Chairman of the meeting or anyone else to be their proxy at the meeting. Shareholders are strongly encouraged to appoint the Chairman of the meeting to be his/her proxy at the meeting, given that no shareholders other than the minimum number of shareholders required to ensure that the meeting is quorate will be permitted to attend the meeting.**

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

**Beowulf Mining plc**

(Incorporated and Registered in England and Wales under the Companies Act 1985 - No. 02330496)

**FORM OF PROXY**

I/We \_\_\_\_\_ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the Meeting 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 on 10 September 2020 at 201 Temple Chambers, 3-7 Temple Avenue, London, EC4Y 0DT at 11:00 a.m. and at any adjournment thereof.

**Resolutions (\*Special Resolution)**

	FOR	AGAINST	WITHHELD
1 To receive and consider the Company's audited accounts for the year ended 31 December 2019 and the directors' and auditors' reports thereon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the remuneration report as detailed in the Company's annual report and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-appoint BDO LLP as auditor and authorise the directors to fix the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Christopher Davies as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6* 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date: D/D - M/M - Y/Y



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Name  
Address 1  
Address 2  
Address 3  
Address 4  
Address 5  
Address 6

Business Reply Plus  
Licence Number  
RSTY-SAKX-RZSL



NR 1 1 1

Neville Registrars Limited  
Neville House  
Steelpark Road  
Halesowen  
B62 8HD