

**Zamare Minerals plc (Company)**

General Meeting of the Company to be held at 11:00 a.m. on 28 June 2024

Form of proxy

NAME AND ADDRESS OF SHAREHOLDER:

**Before completing this form, please read the explanatory notes overleaf**

I /We ..... [FULL NAME[S] IN BLOCK CAPITALS]

being a member of the Company appoint the chair of the meeting or the person named in the box below (see note 3) as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held at the offices of Gowling WLG (UK) LLP at 4 More London Riverside, London, SE1 2AU, United Kingdom on 28 June 2024 at 11.00 a.m. and at any adjournment of the meeting.

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I/We direct my/our proxy to vote on the following resolution as I/we have indicated by marking the appropriate box with an 'X' (see note 6 below).

If you wish to appoint multiple proxies, please see note 4 below. Please tick here if you are appointing more than one proxy: [   ]

	For	Against
<b>Special Resolution</b>  to approve the re-registration of the Company as a private company limited by shares and to adopt new articles of association.		
<b>Signature</b>	<b>Date</b>	

**NOTES****FORM OF PROXY**

1. As a member of the Company you are entitled to appoint a proxy or proxies 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. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, they will be authorised in respect of your full voting entitlement. This form of proxy confers authority to demand or join in demanding a poll.

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.

## APPOINTMENT

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish to appoint a proxy other than the chair of the meeting, delete "chair of the meeting" and insert their full name in the box. **If you leave this space blank, the chair of the meeting will be appointed your proxy.** Where you appoint as your proxy someone other than the chair, 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 chair and give them the relevant instructions directly.

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 copy this form. If you are appointing more than one proxy, 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 as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.

5. 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).

## VOTING DIRECTIONS

6. To direct your proxy how to vote on the resolution mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting, including a motion to adjourn.

## RETURNING YOUR FORM OF PROXY

7. To appoint a proxy using this form, the form must be:

- **Completed and signed by you or your attorney duly authorised in writing;**
- Sent or delivered to Roger Murphy at 6 Shrewsbury Avenue, London, SW14 8JZ, United Kingdom or by email to [r.murphy@zamareminerals.com](mailto:r.murphy@zamareminerals.com); and
- **Received by the Company no later than 48 hours before the time of the meeting.**

If you are posting your proxy form within the UK, we encourage you to post early and please allow at last three working days for delivery. Please allow extra time for posting if posting from overseas.

8. 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. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

9. 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. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of 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.