

Vast Resources plc

Form of Proxy

I/we, a Member of **Vast Resources plc** (hereinafter referred to as the "**Company**") and entitled to vote, hereby appoint the Chairman of the Meeting or _____ my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at the Institute of Directors, 116 Pall Mall, London SW1Y 5ED on Wednesday 6 November 2019 at 2.30 p.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 8 inclusive will be proposed as ordinary resolutions and resolutions 9 and 10 will be proposed as special resolutions, the full text of which is set out in the Notice of Annual General Meeting dated 14 October 2019 (the "**Notice**").

(Please indicate below how you wish your votes to be cast. If the form of proxy is returned without any indication as to how the proxy should vote on any particular matter, the proxy will vote as they think fit.)

Please mark with an "**X**" as appropriate

	For	Against	Abstain
1. To receive and adopt audited financial statements of the Company for the 13 months ended 30 April 2019 and the Directors' Report and Auditors' Report on those accounts.			
2. To re-elect Mr Roy Tucker, who retires as a Director in accordance with article 83 of the Company's the Articles of Association and, being eligible, offers himself for re-election as a Director of the Company.			
3. To re-elect Mr Eric Diack, who retires as a Director in accordance with article 83 of the Company's the Articles of Association and, being eligible, offers himself for re-election as a Director of the Company.			
4. To elect Mr Paul Fletcher as an additional Director of the Company.			
5. To re-appoint Crowe Clarke Whitehill LLP as auditors of the Company to act until the conclusion of the next Annual General Meeting.			
6. To authorise the Directors to determine the remuneration of the auditors.			
7. That the Directors of the Company be and they are hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "Act") to allot relevant securities in connection with the grant of awards to Directors and officers of the Company under the Company's Share Appreciation Rights Scheme up to an aggregate nominal amount of £200,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the conclusion of the next Annual General Meeting of the Company to be held in 2020 except that the Directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require any such relevant securities to be allotted after the expiry of such period, and the Directors of the Company may allot any such relevant securities notwithstanding that the authority conferred by this Resolution has expired.			
8. That the Directors be and they are hereby generally and unconditionally authorised pursuant to the Act, in substitution for all previous authorities granted to them otherwise than granted pursuant to resolution 7 above, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £250,000 and such authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2020 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted after such expiry and the Directors may allot relevant shares or grant Rights to any such offer or agreement as if the authority conferred hereby had not expired.			
9. That, subject to, and conditional on, the passing of Resolution 7, the Directors of the Company be and they are hereby empowered in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred upon them by Resolution 7 as if section 561(1) of the Act did not apply to any such allotment provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the conclusion of the next Annual General Meeting of the Company to be held in 2020, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.			
10. That, subject to and conditional upon the passing of Resolution 8, the Directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 7 above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:- (a) the allotment of equity securities in connection with an issue in favour of shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (or as nearly as may be practicable) to the respective number of Ordinary Shares in the Capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange, in any territory; and (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of further equity securities up to an aggregate nominal amount of £250,000, provided that this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire at the conclusion of the Annual General Meeting of the Company to be held in 2020. The Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.			

Signature: Date:

Full name:

Address:

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NOTES

1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please insert his/her name and delete “the Chairman of the Meeting or”.
2. Please indicate how you wish your proxy to vote by deleting two of “**For**”, “**Against**” or “**Abstain**”.
3. Unless otherwise instructed the person appointed a proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution as he/she thinks fit.
4. A corporation must seal this form of proxy or have it signed by an officer or attorney or other person authorised to sign.
5. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the Meeting if they are registered on the Company’s register of members at close of business on 4 November 2019 (or in the case of an adjournment 48 hours before the adjourned meeting).
7. To be valid this form of proxy must reach **Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU** not later than 2.30 p.m. on Monday 4 November 2019. Lodgement of a form of proxy does not preclude a member from attending the Meeting and voting in person.
8. Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.