

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 General Meeting of the Company to be held at 60 Gracechurch Street, London EC3V 0HR on Friday 8 November 2019 at 2.00 p.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions, of which resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution, the full text of which is set out in the Notice of General Meeting dated 23 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. That the Directors be and they are hereby generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Companies Act 2006 (the ‘Act’), in addition to all other authorities, 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 £6,535,000 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.			
2. That, subject to and conditional upon the passing of Resolution 1, 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 1 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 £6,535,000, 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:

NOTES

- 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”.
- Please indicate how you wish your proxy to vote by deleting two of “For”, “Against” or “Abstain”.
- 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.
- A corporation must seal this form of proxy or have it signed by an officer or attorney or other person authorised to sign.
- 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.
- 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).
- To be valid this form of proxy must reach **Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU** not later than 2.00 p.m. on Wednesday 6 November 2019. Lodgement of a form of proxy does not preclude a member from attending the Meeting and voting in person.
- Shares held in uncertificated 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.