

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 _____ as my/our proxy to vote for me/us and on my/our behalf for the Annual General Meeting of the Company to be held on Monday 30 November 2020 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 to 11 inclusive will be proposed as special resolutions, the full text of which is set out in the Notice of Annual General Meeting dated 6 November 2020 (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 year ended 30 April 2020 and the Directors’ Report and Auditors’ Report on those accounts.			
2. To re-elect Mr Craig Harvey, 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 Nick Hatch, 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 re-appoint Crowe Clarke Whitehill LLP as auditors of the Company to act until the conclusion of the next Annual General Meeting.			
5. To authorise the Directors to determine the remuneration of the auditors.			
6. 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 Annual General Meeting of the Company to be held in 2021 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.			
7. That the Directors be and they are hereby generally and unconditionally authorised pursuant to the Act, in substitution for all the outstanding authority granted to them under Resolution 1 passed at the General Meeting of the Company on 8 November 2019, and in substitution for all previous authorities granted to them otherwise than granted pursuant to Resolution 6 above and Resolution 8 below and/or at the General Meeting of the Company held on 23 November 2020, 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 £6,290,000 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 2021 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.			
8. That the Directors be and they are hereby generally and unconditionally authorised pursuant to the Act, in substitution for all previous authority granted to them otherwise than granted pursuant to Resolutions 6 and 7 above and/or at the General Meeting of the Company held on 23 November 2020, 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 £1,000,000 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 2021 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 6, 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 6 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 Annual General Meeting of the Company to be held in 2021, 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.			

	For	Against	Abstain
<p>10. That, subject to and conditional upon the passing of Resolution 7, 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:</p> <p>(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</p> <p>(b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of further equity securities up to an aggregate nominal amount of £6,290,000,</p> <p>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 2021. 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.</p>			
<p>11. 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 8 above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:</p> <p>(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</p> <p>(b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of further equity securities up to an aggregate nominal amount of £1,000,000,</p> <p>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 2021. 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.</p>			

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 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. 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 Thursday 26 November 2020.
7. 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.