

Company no. 07800337

**AFRICAN BATTERY METALS PLC**

(the Company)

**GENERAL MEETING**

**PROXY FORM**

NAME OF SHAREHOLDER: .....

ADDRESS OF SHAREHOLDER: .....

.....

**Before completing this form, please read the explanatory notes below.**

I/We being a member of the Company appoint the Chairman of the General Meeting OR (see notes 1, 2 and 3)

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as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting to be held at 9:00 a.m. on 15 February 2019 and at any adjournment of the General Meeting, in relation to the resolutions specified in the notice of general meeting dated 29 January 2019 (**Notice**) (**Resolutions**) and any other business (including adjournments and amendments to the Resolutions) which may properly come before the meeting or any adjournment thereof.

I/We direct my/our proxy to vote as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.

<b>ORDINARY RESOLUTION</b>	For	Against	Withheld
<b>1</b> To authorise the directors of the Company to allot relevant securities as set out in the Notice			
<b>SPECIAL RESOLUTION</b>	For	Against	Withheld
<b>2</b> To dis-apply pre-emption rights as set out in the Notice			
<b>Signature</b>	<b>Date</b>		

## Notes to the proxy form

- 1 A Member is entitled to attend, speak and vote at the above meeting if they hold ordinary shares.
- 2 Members entitled to attend, speak and vote at the above meeting are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting and at any adjournment of it. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a proxy appointment is submitted without indicating how the proxy should vote on any resolution, the proxy will exercise his discretion as to whether and, if so, how he votes.
- 3 A proxy need not be a member of the Company. If you do not have a proxy form and believe you should have one, or if you require additional forms, please contact Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. Members may also appoint a proxy through the CREST electronic proxy entitlement services as described in note 12 below.
- 4 To be valid, any proxy form or other instrument appointing a proxy must be received by post, by facsimile transmission to 01252 719 232, or (during normal business hours only) by hand by Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, or the completed proxy form can be scanned and emailed to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) by no later than 9:00 a.m. on 13 February 2019 (or, in the event of an adjournment, no later than 9:00 a.m. on the date which is two days before the time of the adjourned meeting), together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or authority.
- 5 The return of a completed proxy form, other such instrument or any CREST proxy instruction (as described in note 12a below) will not prevent a member attending the meeting and voting in person if he/she wishes to do so.
- 6 A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.
- 7 For the resolutions, please indicate with an "X" in the box provided how you wish your votes to be cast on each resolution. In the absence of instructions, the proxy may vote or abstain from voting as he/she thinks fit. Unless instructed otherwise, the proxy may also vote or abstain from voting as he/she thinks fit on any other business which may properly come before the meeting.
- 8 Completion and return of this proxy form will not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- 9 If you appoint a proxy to vote on your behalf at this general meeting, your voting rights will revert to you at the conclusion of the general meeting or any adjournment of it.
- 10 Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001 and paragraph 18(c) of The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members 48 hours before the time of the meeting shall be entitled to attend and vote at the meeting. In calculating the period of 48 hours mentioned above no account shall be taken of any part of a day that is not a working day. Subsequent changes to entries on the register after this time shall be disregarded in determining the rights of any persons to attend or vote at the meeting.
- 11 If a member is a company, this proxy form must be executed under its common seal (or such form of execution as has the same effect) or executed on its behalf by a duly authorised officer of the company or an attorney for the company. A copy of the authorisation of such officer or attorney must be lodged with this proxy form.
- 12 CREST members who wish to appoint or instruct a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Please note the following:
  - a. in order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST proxy instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent by the latest time(s) for receipt of proxy appointments specified in this notice. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
  - b. CREST messages must note Share Registrars Limited's CREST ID: 7RA36.
  - c. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred in particular to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
  - d. the Company may treat as invalid a CREST proxy instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 13 In the case of joint holders, any one holder may sign the form of proxy but all the names of the joint holders should be stated on this proxy form. The vote of the most senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding (the first-named being the most senior).
- 14 If more than one valid proxy appointment is returned in respect of the same shares, the appointment received last by the Company's registrars before the latest time for the receipt of proxies (as set out in note 4) will take precedence.
- 15 For details of how to change proxy instructions or revoke your proxy appointment, or any queries completing this form, please contact Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR. Any alterations made to this form should be initialled.