



## FORM OF PROXY

### XTRACT RESOURCES PLC GENERAL MEETING

I/We, the undersigned, being (a) member(s) of Xtract Resources Plc (the "Company") hereby appoint the Chairman of the meeting OR the following person

**Name of Proxy**

**Number of Shares**

as my/our proxy to attend, speak and vote for me/us on my/our behalf as directed below at the General Meeting of the Company to be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG on Monday, 13 March 2017 at 10.00 a.m. and at any adjournment thereof.

Please leave the above box blank if you have selected the chairman. Do not insert your own name(s).

Please tick here if this proxy appointment is one of multiple appointments being made.

For the appointment of more than one proxy, please refer to note 2 overleaf.

#### Resolutions

Please mark 'X' to indicate how you wish to vote:

Resolutions	For	Against	Withheld
1. To authorise the directors to allot equity securities up to an aggregate nominal amount of £1,696,306.4516			
2. To disapply the statutory pre-emption rights over the issue of equity securities for cash			

**Name of Shareholder:** \_\_\_\_\_

**Signature**

**Date**

**SEE NOTES TO THE FORM OF PROXY OVERLEAF  
PLEASE INSERT INTO PRE-PAID ENVELOPE SUPPLIED**

**Notes:**

1. A member entitled to attend the meeting is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, speak and vote at the meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise the rights attached to any one share. A proxy need not be a member of the Company but must attend the meeting to represent you.
2. To appoint more than one proxy, you may photocopy this form and complete a separate proxy form for each proxy to be appointed. Tick the box and state the number of shares as directed on the form of proxy. Sign all forms and return them together in the same envelope. If you fail to do so, the appointment will be rejected as invalid.
3. Unless otherwise indicated the proxy will vote as he/she thinks fit or, at his/her discretion, abstain from voting.
4. To appoint as a proxy a person other than the Chairman of the meeting insert the full name in the space provided.
5. In the case of joint holders, the signature of any one holder will be sufficient but the name of all the joint holders should be stated. If more than one joint holder is present at the meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the register of members shall be counted and accepted to the exclusion of the votes of the other joint holders.
6. To be valid and effective, the duly completed, signed and dated form of proxy, together with any power of attorney or other authority under which it is signed (or a notarially certified copy of such power or authority), must arrive not later than 48 hours before the time set for the meeting of the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.
7. The form of proxy should be signed and dated by the member or his attorney duly authorised in writing. A corporation must execute the form of proxy under either its common seal or the hand of a duly authorised officer or attorney. Any alteration made to the form of proxy should be initialled.
8. The form of proxy is for use in respect of the shares of the shareholder(s) specified above only and should not be amended or submitted in respect of a different account.
9. A member should direct the proxy how to vote on the resolutions by marking the appropriate box with an X. The vote 'Withheld' option is to enable members to instruct your proxy to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.
10. The completion and return of a form of proxy will not preclude a member 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.
11. 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.
12. Shareholders who hold shares in uncertificated form (i.e. in CREST) may appoint a proxy or proxies by using the CREST Electronic Proxy Appointment Service in accordance with the procedures set out in the CREST Manual.
13. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered in the register of members of the Company as at close of business on 9 March 2017, and in the case of an adjourned meeting, two days before such adjourned meeting shall be entitled to attend, speak and vote at the General Meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after the close of business on 9 March 2017 or if the General Meeting is adjourned, after close of business on the day two days before the adjourned meeting shall be disregarded in determining the rights of any person to attend, speak and vote at the General Meeting.