



GEM RESOURCES PLC
 (Registered in England & Wales
 Company No. 05329401)

FORM OF PROXY

I/Webeing member(s) of **GEM Resources plc**

hereby appoint the chairman of the meeting ("**Chairman**") (Note 1)

oras my/our proxy to vote for me/us on my/our behalf at the **General Meeting** of the Company to be held at **11am on 20 November 2025** and at any adjournment thereof.

I/we hereby authorise and instruct my/our proxy to vote as indicated below on the resolutions to be proposed at the meeting. Unless otherwise directed the proxy will vote or abstain from voting as he/she thinks fit.

ORDINARY RESOLUTIONS	For	Against	Abstain
1. To authorise the authority to allot shares in the Company up to an aggregate nominal value of £61,731.62.			
2. In addition to any authority granted under Resolution 1, to authorise the authority to allot shares in the Company in connection with the issue of the Conversion Shares and the Fee Shares.			
SPECIAL RESOLUTIONS	For	Against	Abstain
3. To authorise the disapplication of pre-emption rights up to an aggregate nominal value of £61,731.62.			
4. To authorise the disapplication of pre-emption rights in connection with the issue of the Conversion Shares and the Fee Shares.			

If this form is signed and returned without any indication as to how the proxy shall vote, he will exercise his discretion both as to how he votes and whether or not he abstains from voting in relation to the above resolutions and other business transacted at the meeting.

Names of Joint Holders (if any).....

Signed..... Date.....

If you would like to receive Company Information electronically please complete and sign below.

I would like to be entered on the e-mail list to receive Company Information electronically.

Signed.....

e-mail address (for distribution list)

Notes:

1. Members are entitled to appoint a proxy to exercise all or part of their rights to participate in, and to speak at, and vote on their behalf at the General Meeting. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
2. Shareholders are encouraged to appoint the Chairman as their proxy but a third party may be appointed instead. If you wish to appoint a proxy other than the Chairman of the meeting then delete that reference and insert in the space provided the name and address of your proxy.
3. To be valid, a Form of Proxy or other instrument appointing a proxy must be received by Orrick, Herrington & Sutcliffe (UK) LLP (the "**Scrutineers**") by email at GEMR@orrick.com, as soon as possible but in any event so as to arrive not later than 11am on 18 November 2025.
4. If you return more than one proxy appointment received last before the latest time for the receipt of proxies, the latter, will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
5. The return of a completed Form of Proxy, or other such instrument will not prevent a shareholder participating in the General Meeting and voting on the poll if he/she wishes to do so.
6. In the case of joint holders only one need sign this Form of Proxy, but the names of the other joint holders should be shown in the space provided. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names appear in the register of members in respect of the joint holding.
7. Where the member is a corporation this Form of Proxy must be under its common seal or signed by its attorney or a duly authorised officer.
8. The lodging of a Form of Proxy does not preclude you from participating in and voting on the poll put to the meeting or at any adjournment thereof.