

NQ MINERALS PLC (the "Company")

Form of proxy for Annual General Meeting

IMPORTANT NOTICE RE COVID-19

In light of the UK Government's response to the COVID-19 outbreak, which includes banning most non-essential travel and gatherings of more than two people, the Company has determined that the resolutions to be proposed at the AGM shall be voted on through a poll rather than on a show of hands. The Company believes that this is the best and fairest way to ensure that the votes of all shareholders can be taken into account, whilst also preventing the Company and shareholders breaching applicable regulations. Accordingly, the Company encourages all shareholders to either submit their proxy form or use the CREST Proxy Voting Service, rather than attend the meeting in person. In accordance with the Company's articles of association, whilst completion and return of the proxy form or using the CREST Proxy Voting Service would not preclude shareholders from attending, speaking and voting in person at the AGM should they so wish, shareholders are reminded that to do so would potentially be in breach of UK Government regulations in relation to the containment and control of COVID-19 and accordingly shareholders are strongly encouraged to either submit their proxy form or use the CREST Proxy Voting Service, rather than attend the AGM in person.

I/We
of.....
.....

being (a) member(s) of NQ Minerals plc (the "Company") appoint the Chairman of the meeting OR

.....in respect of the following number of shares: ALL OR.....
INSERT NAME INSERT NUMBER

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 8 September 2020 at 11.00 a.m. and at any adjournment of the meeting on the resolutions below as indicated by an "X" in the appropriate box and on any other resolutions as he thinks fit.

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 5 below.

	Business	For	Against	Vote withheld	Discretionary
Resolution 1	To receive the accounts for the period ended 31 December 2019.				
Resolution 2	To re-appoint David Lenigas as a director of the Company.				
Resolution 3	To re-appoint Allen Ambrose as a director of the Company.				
Resolution 4	To re-appoint Gregory Lane as a director of the Company.				
Resolution 5	To re-appoint Jeffreys Henry LLP as auditors to the Company.				
Resolution 6	To authorise the Directors to determine the auditors' remuneration.				
Resolution 7	To authorise the Directors to generally allot shares.				
Resolution 8	To dis-apply pre-emption rights in respect of the general authority to allot shares.				
Resolution 9	To authorise the Directors to grant options.				
Resolution 10	To dis-apply pre-emption rights in respect of the grant of options.				
Resolution 11	To authorise the Directors to allot shares by way of an incentive scheme.				
Resolution 12	To dis-apply pre-emption rights in respect of the allotment of shares by way of an incentive scheme.				

Dated 2020

Signature

NQ MINERALS PLC (the "Company") continued

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Notes

- 1 To be valid, this completed form of proxy must be received (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority) by the SLC Registrars at Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey KT13 0TS, by no later than 11.00 a.m. on 4 September 2020.
- 2 A corporation must execute this form either under its common seal or under the hand of an officer or attorney duly authorised in writing. Corporate representatives must make themselves known to the Company prior to the start of the meeting.
- 3 This form enables you to instruct your proxy how to vote, whether on a show of hands or on a poll, on the resolutions to be proposed at the meeting. If you want your proxy to vote in a certain way on the resolutions specified please place an "X" in the relevant boxes. If you select "Discretionary" or fail to select any of the given options your proxy can vote as he or she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting. The "Vote withheld" option is provided to enable you to abstain on any particular resolution; however, it should be noted that a "Vote withheld" 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.
- 4 Every member has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. A member can appoint more than one proxy, provided that each proxy is appointed to exercise rights in respect of different shares. If you wish to appoint a proxy other than the Chairman, please delete the reference to the Chairman and insert the name of your proxy in the space provided. A proxy must attend the meeting in person to represent you. If your proxy is being appointed in relation to less than your full voting entitlement, the number of shares in respect of which each such proxy is to vote must be specified in the space provided. In the absence of any specific direction, a proxy shall be deemed to be entitled to vote in respect of all the shares in the relevant holding.
- 5 To appoint more than one proxy you may photocopy this form. The number of shares in respect of which each such proxy is to vote must be specified on the relevant form. The total number of shares in respect of which you appoint proxies must not exceed the total number of shares held by you and any discrepancy may lead to one or all of your proxy appointments being invalid.
- 6 In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated and 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 will be determined by the order in which the names stand in the register of members in respect of the shares.
- 7 Returning the form of proxy will not prevent you from attending the meeting and voting in person. **However, please see the "Important Notice re COVID-19" set out above concerning the implications that COVID-19 will have on attendance at the AGM and the measures that the Company is putting in place in respect of the same.**
- 8 Any alterations to this proxy should be initialled.
- 9 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual, which can be viewed at www.euroclear.com/CREST. 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.
- 10 In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland'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 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, SLC Registrars (ID 7RA01) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- 11 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.
- 12 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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.
- 13 As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, only holders of ordinary shares entered on the register of members of the Company at 6.30 pm on 4 September 2020 shall be entitled to attend and vote at the meeting or such adjournment thereof.