

FORM OF PROXY
GCM Resources plc (the Company)

For use at the 2022 Annual General Meeting of the Company to be held at 10.00 a.m. on Wednesday 18 January 2023 at QEII Centre, Broad Sanctuary, Westminster, London, SW1P 3EE.

Please read carefully the Notice convening the Annual General Meeting and explanatory notes set out below before completing this form in BLOCK CAPITALS.

I/We _____

(in BLOCK CAPITALS please)

of _____

(a) shareholder(s) of the above-named Company, appoint the Chairman of the Meeting or _____ (see note 4) to act as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 10.00 a.m. on Wednesday 18 January 2023 at QEII Centre, Broad Sanctuary, Westminster, London, SW1P 3EE and at every adjournment thereof:

Please indicate with an 'X' in the spaces below how you wish your vote to be cast. If no indication is given your proxy will vote for or against the resolutions or abstain from voting as (s)he thinks fit.

RESOLUTIONS – ORDINARY BUSINESS		For	Against	Abstain
1	To receive and adopt the Company's annual accounts for the period ended 30 June 2022 together with the Directors' Report and Auditor's Report on those accounts			
2	To re-elect Michael Tang who retires pursuant to article 91 of the articles of association of the Company and offers himself for election as a Director			
3	To re-elect Christian Taylor-Wilkinson who retires pursuant to article 91 of the articles of association of the Company and offers himself for election as a Director			
4	To re-appoint PKF Littlejohn LLP as auditors of the Company and to authorise the directors of the Company to determine the auditor's remuneration			
5	To authorise the Company to make purchases of own shares			

RESOLUTIONS – SPECIAL BUSINESS		For	Against	Abstain
6	To authorise the directors to allot relevant securities up to an aggregate nominal amount of £800,000			
7	To disapply pre-emption rights in relation to the allotment of securities up to an aggregate nominal amount of £800,000			

Signed _____ (see note 8) Dated _____ 2022/2023

Joint holders (if any) (see note 3)

Name _____ Name _____

Name _____ Name _____

GCM Resources plc
(the "Company")

FORM OF PROXY FOR USE AT THE 2022 ANNUAL GENERAL MEETING
(the "Annual General Meeting")

Notes

- As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- Appointment of a proxy does 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.
- In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior). The signature of any one joint holder will be sufficient.
- A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, strike out the words "the Chairman of the Meeting or" and add the name and address of the proxy you wish to appoint and initial the alteration. If you sign and return this form of proxy with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the Meeting'. All forms must be signed and should be returned together in the same envelope.
- To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Abstain" box. A vote to abstain is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting, including a motion to adjourn.
- To be valid, this Form of Proxy must be completed and signed, sent or delivered to the Company's Registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as to be received no later than 10.00 a.m. on Monday 16 January 2023 or no later than 48 hours prior to any adjourned meeting excluding any part of a day that is not a working day.
- In the case of a member which is a company, this form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which this form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
- A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same shares. Appointment of a representative may be by proxy or by Letter of Representation. Similarly, an individual who holds their interest in GCM Resources plc through a nominee company or other holding may only attend if they have been appointed proxy in respect of their beneficial holding or if upon registration at the Annual General Meeting they present a Letter of Representation.
- 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.
- Shares held in uncertificated 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. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by the Company's Registrars, Link Group (ID RA10) by 10.00 a.m. on Monday 16 January 2023. See the notes to the notice of meeting for further information on proxy appointment through CREST.
- Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
- For details of how to change or revoke your proxy instructions see the notes to the notice of meeting.
- Any alteration of this form must be initialled.
- You may return the Proxy to the following address without the need to affix a stamp: LINK FREEPOST PXS.
- As at 6.00 p.m. on the date immediately prior to the notice of AGM the Company's issued share capital comprised 182,305,226 ordinary shares of £0.01 each ("Shares"). Each Share carried the right to one vote at the general meeting of the Company and therefore the total number of voting rights in the Company as at 6.00 p.m. on the date immediately prior to the notice of AGM is 182,305,226.

ANNUAL GENERAL MEETING

Wednesday 18 January 2023 at 10.00 a.m.

The Annual General Meeting of GCM Resources plc will be held at
QEII Centre, Broad Sanctuary, Westminster, London, SW1P 3EE

Business Reply Plus
Licence Number
RUCA-ESGL-RSXY



PXS 1
Link Group
Central Square
29 Wellington Street
LEEDS
LS1 4DL