

PHOENIX GLOBAL RESOURCES PLC

(Incorporated and registered in England and Wales with registered number 05083946)

Form of Proxy for use at the Annual General Meeting to be held at the offices of Herbert Smith Freehills LLP at Exchange House, Primrose Street, London EC2A 2EG at 10.00am on 29 June 2018

I/We _____

of _____

being a member(s) of Phoenix Global Resources plc (the 'Company') hereby appoint the chairman of the meeting OR _____ [full name of proxy, in block capitals] as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at the offices Herbert Smith Freehills LLP at Exchange House, Primrose Street, London EC2A 2EG at 10.00 am on Friday 29 June 2018 (the 'Annual General Meeting') and at any adjournment thereof (see Explanatory Notes 1 and 3).

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

Please indicate the number of shares this proxy is appointed over (if less than your full voting entitlement).

For the appointment of more than one proxy, please refer to Explanatory Note 8.

I/We request such proxy to vote on the following resolutions as indicated below:

Ordinary Resolutions	FOR	AGAINST	WITHHELD
1. To receive, consider and adopt the audited financial statements of the Company for the year ended 31 December 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Anuj Sharma as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Philip Wolfe as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Guillaume Vermersch as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect John Bentley as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Garrett Soden as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-appoint PricewaterhouseCoopers LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To authorise the directors to determine the remuneration of the auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions	FOR	AGAINST	WITHHELD
10. To disapply statutory pre-emption rights in accordance with section 570 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To generally and unconditionally authorise the Company, in accordance with section 701 of the Companies Act 2006, to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 10 pence each in the capital of the Company on such terms and in such manner as the directors may from time to time determine.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If this form is signed and returned without any indication as to how the proxy shall vote, the proxy will exercise his discretion as to both how he votes (including as to any amendments to the resolutions) and whether or not he abstains from voting.

The proxy may also vote (or abstain from voting) on any other business which may properly come before the meeting.

Names of joint holders (if any) _____ (see Explanatory Note 7)

Dated _____ 2018 Signature _____

EXPLANATORY NOTES

1. As a member of the Company, you may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A proxy need not be a member of the Company but must attend the General Meeting in order to represent you. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed. Appointing a proxy will not prevent a member from attending in person and voting at the General Meeting.
2. You should appoint a proxy using the procedures set out in these Explanatory Notes. Please indicate with an 'X' in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his discretion as to how he votes or whether he abstains from voting:
 - (a) on any resolution referred to above if no instruction is given in respect of that resolution; and
 - (b) on any business or resolution considered at the meeting other than resolutions referred to above.The 'Vote Withheld' option is provided to enable you to instruct your proxy to abstain from voting on a 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.
3. If you wish to appoint someone other than the chairman of the meeting as your proxy please delete the words 'chairman of the meeting' and insert the name and address of the person you wish to appoint. A proxy need not be a member of the Company but must attend the Meeting to represent you.
4. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
5. In the case of a member which is a corporation, this form must be executed under its common seal (if any) or the hand of its duly authorised officer or an attorney or other person authorised so to sign. In the case of an individual, the proxy must be signed by the appointer or his agent, duly authorised in writing.
6. If this form of proxy is signed under a power of attorney (or equivalent authority) please include the original power of attorney or equivalent authority (or a duly certified copy of such power of attorney or equivalent authority) when you return this form of proxy to the Company's registrars (Share Registrars Limited).
7. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
8. To appoint more than one proxy you may photocopy this form. Additional proxy forms may also be obtained by contacting the Company's registrars. 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). You may not appoint more than one proxy to exercise rights attached to any one share. Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
9. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last validly received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others. If the Company is unable to determine which of any of such two or more otherwise valid but conflicting proxy forms was last received, none of them shall be treated as valid in respect of that share.
10. To validly appoint a proxy using this form of proxy:

Please complete the form, sign it and return by any of the following methods:

 - > in hard copy form by post or courier or (during normal office hours) by hand to the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, GU9 7DR;
 - > scanned and emailed to proxies@shareregistrars.uk.com; or
 - > in the case of CREST members only, by using the CREST electronic proxy appointment service. CREST members should refer to note 4 in the notice of General Meeting enclosed with this form of proxy in relation to the submission of a proxy appointment via CREST.Please note that any electronic communication sent to our registrars in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted.
11. To be valid, a proxy form, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should reach the Company's registrar, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR, by no later than 10.00 am on 27 June 2018.