

**NOTICE OF AVAILABILITY**

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at [www.prospexoilandgas.com](http://www.prospexoilandgas.com)

**NOTES TO THE FORM OF PROXY**

- 1 If you wish to appoint some other person as your proxy please insert his/her name, initial and strike out the words 'the Chairman of the Meeting'. A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered, the return of this form, duly signed, will authorise the Chairman of the meeting to act as your proxy. **As set out in the Circular the Annual General Meeting will be held with the minimum quorum of shareholders present in order to conduct the business of the meeting which means any proxy that is not the Chairman will be refused entry to the meeting. To ensure your proxy is valid please appoint the 'chairman of the meeting' as your proxy.**
- 2 Please indicate with an X in the appropriate box how you wish your vote to be cast. Unless otherwise instructed the proxy will exercise his/her discretion as to whether, and if so how he/she will vote. Unless instructed otherwise, the proxy may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the meeting (including amendments to resolutions). You may appoint more than one proxy provided each proxy is appointed to exercise rights attaching 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 please contact the Registrars of the Company as detailed in note 4 below. **As set out in the Circular the Annual General Meeting will be held with the minimum quorum of shareholders present in order to conduct the business of the meeting which means any proxy that is not the Chairman will be refused entry to the meeting. To ensure your proxy is valid please appoint the 'chairman of the meeting' as your proxy.**
- 3 This Form of Proxy must, in the case of an individual, be signed by the appointer or his/her attorney or, in the case of a corporation, be given under its common seal or signed on its behalf by an attorney or a duly authorised officer or, if it is subject to the Companies Act 2006 (as amended), in accordance with Section 44 thereof.
- 4 To be valid this Form of Proxy and any power of attorney or other authority under which it is executed (or a duly notarised copy thereof) must be lodged with the Registrars of the Company, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD not later than 9:30 a.m. on 28 June 2020 or not less than 48 hours before the time appointed for the adjourned meeting at which it is to be used.
- 5 In the case of joint holders of a share the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the statutory register of members in respect of the share.
- 6 Any alteration in this Form of Proxy must be initialled by the person in whose hand it is signed or executed.
- 7 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 is not counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

**COVID-19**

The Company is closely monitoring developments relating to the current outbreak of COVID-19, including the related public health guidance and legislation issued by the UK Government. In light of these measures, we are planning for the Annual General Meeting to be held "behind closed doors". Shareholders will not be able to attend the meeting in person. The Company will make arrangements such that the legal requirements to hold the meeting can be satisfied through the attendance of a minimum number of Directors (who are also shareholders in the Company) and the format of the meeting will be purely functional. Given the current restrictions on attendance, Shareholders are urged to appoint the chairman of the meeting as their proxy to ensure their vote will be counted (rather than a named person who will not be permitted to attend the meeting).

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

**Prospex Oil and Gas Plc**

(Incorporated and Registered in England and Wales under the Companies Act 1985 - No. 03896382)

**FORM OF PROXY**

I/We \_\_\_\_\_ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 30 June 2020 at 76 Hill Road, Watlington, Oxfordshire, OX49 5AF at 9:30 a.m. and at any adjournment thereof.

**Resolutions (\*Special Resolutions)**

	FOR	AGAINST	WITHHELD		FOR	AGAINST	WITHHELD
1 To receive and adopt the Company's annual accounts for the year ended 31 December 2019, together with the directors' report and the auditors' report on those accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8* To disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-appoint Richard Mays as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9* To approve the proposed Share Reorganisation and to amend the Company's Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-appoint William Smith as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 To re-appoint Adler Shine LLP as auditors to the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 To authorise the directors to set the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 To authorise the directors to allot shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7* To approve the name change of the Company to Prospex Energy Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

If you are planning to attend the Annual General Meeting, please tick the following box:

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date: 

DD

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MM

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YY



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Name  
Address 1  
Address 2  
Address 3  
Address 4  
Address 5  
Address 6

Business Reply Plus  
Licence Number  
RSTY-SAKX-RZSL



NR 1

Neville Registrars Limited  
Neville House  
Steelpark Road  
Halesowen  
B62 8HD