

**Cornish Lithium Plc. (the "Company")**

**General Meeting**

**Form of proxy for General Meeting**

**Before completing this form, please read the explanatory notes overleaf.**

I /We .....

[FULL NAME[S] IN BLOCK CAPITALS] of

.....  
[ADDRESS]

being a member/members of the Company appoint the chairman of the General Meeting or (see note 3) as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held on 30 August 2023 at 14.00 p.m. and at any adjournment of the General Meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X' and on any other resolutions as they think fit.

If you wish to appoint multiple proxies, please see note 4 below. Please tick here if you are appointing more than one proxy

RESOLUTIONS	For	Against	Withheld
<b>ORDINARY RESOLUTION</b>			
THAT, for the purposes of section 551 of the Companies Act 2006 (the " <b>CA 2006</b> "), the directors of the Company (the " <b>Directors</b> ") be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company (" <b>Rights</b> "): (a) up to an aggregate nominal amount of £34,500 to EMG Cornish Lithium Holdings, LLC (" <b>EMG</b> "), UK Infrastructure Bank Limited (" <b>UKIB</b> "), TechMet Limited (" <b>TechMet</b> ") and any other proposed holder of			

<p>preference shares ("<b>Additional Investors</b>") in connection with the proposed issuance of preference shares in the capital of the Company to each of EMG, UKIB, TechMet and Additional Investors following the investment by way of primary commitment by each of EMG, UKIB, TechMet and Additional Investors (the "<b>Primary Commitment</b>");</p> <p>(b) up to an aggregate nominal amount of £37,300 to EMG, UKIB, TechMet, and Additional Investors in connection with the proposed payment of dividends in the form of preference shares in the capital of the Company as a payment in kind to each of EMG, UKIB, TechMet and Additional Investors (the "<b>Payments in Kind</b>");</p> <p>(c) up to an aggregate nominal amount of £9,500 to EMG, UKIB, TechMet and Additional Investors or any other proposed holder of ratchet warrants in connection with the proposed issuance of ratchet warrants to each of EMG, UKIB, TechMet and Additional Investors (the "<b>Ratchet Warrants</b>");</p> <p>(d) up to an aggregate nominal amount of £89,500 to EMG, UKIB, TechMet and Additional Investors or any other proposed holder of ordinary shares in connection with the proposed issuance of ordinary shares in the capital of the Company following the exercise of the second tranche option by each of EMG, UKIB,</p>			
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<p>TechMet and Additional Investors (the “<b>Second Tranche Option</b>”);</p> <p>(e) up to an aggregate nominal amount of £6,000 to EMG, UKIB, TechMet and Additional Investors or any other proposed holder of second tranche option warrants and in connection with the proposed issuance of second tranche option warrants to each of EMG, UKIB, TechMet and Additional Investors (the “<b>Second Tranche Option Warrants</b>”); and</p> <p>(f) up to an aggregate nominal amount of £3,500 pursuant to a retail offer of ordinary shares in the capital of the Company (as further described in the Notes to this notice) to such persons as the Directors may determine (the “<b>Retail Offer</b>”),</p> <p>at such times and upon such conditions as the Directors may determine provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the close of business on 30 August 2028 save that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted or Rights to be granted pursuant to that authority after its expiration and the Directors may allot shares or grant Rights in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.</p> <p>This authority is in addition to any part of any pre-existing authorisation not</p>			
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<p>already exercised at the date of the passing of this resolution.</p> <p>The application of the authority in this resolution is to be interpreted in accordance with section 549(2) and (3) and section 559 of the CA 2006.</p>			
<p><b>SPECIAL RESOLUTIONS</b></p>			
<p>THAT, subject to the passing of resolution 1, the Directors be empowered pursuant to section 570 of the CA 2006 to allot equity securities to EMG, UKIB, TechMet and Additional Investors pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to the allotment, provided that this power shall be limited to:</p> <p>(a) the allotment of equity securities up to an aggregate nominal amount of £34,500 in connection with the Primary Commitment;</p> <p>(b) the allotment of equity securities up to an aggregate nominal amount of £37,300 in connection with the Payments in Kind;</p> <p>(c) the allotment of equity securities up to an aggregate nominal amount of £9,500 in connection with the Ratchet Warrants;</p> <p>(d) the allotment of equity securities up to an aggregate nominal amount of £89,500 in connection with the Second Tranche Option;</p> <p>(e) the allotment of equity securities up to an aggregate nominal amount of £6,000 in connection with the Second Tranche Option Warrants; and</p>			

<p>(f) the allotment of equity securities up to an aggregate nominal amount of £3,500 in connection with the Retail Offer,</p> <p>and unless renewed, varied or revoked by the Company expire on 30 August 2028, save that the Company may, at any time before such expiry make an offer or agreement which would or might require equity securities to be allotted pursuant to that power after its expiration and the Directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.</p> <p>This authority is in addition to any part of any pre-existing authorisation not already exercised at the date of the passing of this resolution.</p> <p>For the purposes of this resolution, the expression "<b>equity securities</b>" and references to the allotment of equity securities respectively have the meaning given to them in section 560 of the CA 2006.</p>			
<p>THAT, conditional on the issuance of a preference share in the capital of the Company, the new articles of association of the Company as set out in the printed document tabled at the General Meeting and initialled by the Chairman of the General Meeting for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, its existing articles of association.</p>			
<p><b>Signature</b></p>		<p><b>Date</b></p>	

## **NOTES**

### **FORM OF PROXY**

1. 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 a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, they will be authorised in respect of your full voting entitlement. This form of proxy confers authority to demand or join in demanding a poll.
2. Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person and vote, your proxy appointment will automatically be terminated.

### **APPOINTMENT**

3. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. If you wish to appoint a proxy other than the chair of the General Meeting, insert their full name in the box. If you leave this space blank, the chair of the General Meeting will be appointed as your proxy. Where you appoint as your proxy someone other than the chair, you are responsible for ensuring that they attend the General 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 chair and give them the relevant instructions directly.
4. 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 copy this form. If you are appointing more than one proxy, please indicate 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 and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope or the same email.

### **VOTING DIRECTIONS**

5. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at their 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 General Meeting, including a motion to adjourn.

### **RETURNING YOUR FORM OF PROXY**

6. To appoint a proxy using this form, the form must be:
  - Completed and signed;
  - Sent or delivered to the Company at Masters House, 107 Hammersmith Road, London, W14 0Q hand marked for Quamail Hussain's attention; and
  - Received by the Company no later than 48 hours before the time fixed for the General Meeting.

If you are posting your proxy form within the UK, we encourage you to post early and please allow at least three working days for delivery. Please allow extra time for posting if sending from overseas.

7. In the case of a member which is a company, this proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by emailing a copy of the completed proxy form to the Company Secretary at [proxies@cornishlithium.com](mailto:proxies@cornishlithium.com). For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than 48 hours before the time fixed for the General Meeting.
9. 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. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of General Meeting.
10. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly.