

TECTONIC GOLD PLC

Company number: 05173250

FORM OF PROXY

for the Annual General Meeting of Tectonic Gold plc to be held on 28 July 2020

Please insert the member(s) full name(s) and address(es) BLOCK CAPITALS

I/We

of

being a member/members of the Company hereby appoint the Chairman of the Meeting* or failing him
.....as my/our proxy to vote for me/us on my/our behalf at the General Annual Meeting of the Company to be held at 9 a.m.
(local time) on 28 July 2020 at the offices of Tectonic Gold plc, Level 13, 20 Bridge Street, Sydney, 2000, Australia and at any adjournment thereof.

* If you wish to appoint your own proxy, delete the words "the Chairman of the Meeting" and insert in BLOCK LETTERS the name of your proxy in the space provided.

Please indicate with an "X" in the space below how you wish your votes to be cast. If you do not specify how you wish your votes to be cast then you will be deemed to have authorised your proxy to vote or abstain from voting as he/she thinks fit.

ORDINARY RESOLUTIONS		FOR	AGAINST	VOTE WITHHELD
1.	To receive the Company's annual accounts for the financial year ended 30 June 2019 together with the directors' report and auditor's report on those accounts.			
2.	To re-elect Dennis Edmonds as a Director of the Company having been appointed since the date of the last annual general meeting.			
3.	To re-elect Sam Quinn as a Director of the Company, who retires by rotation, in accordance with the Articles of Association of the Company.			
4.	To re-appoint PKF Littlejohn LLP as the Company's auditors to hold office from the conclusion of this meeting until conclusion of the next meeting at which annual accounts are laid before the Company and to authorise the Directors to determine the remuneration of the auditors.			

5.	<p>That for the purpose of section 551 of the Companies Act 2006 (the "Act"), the Directors of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot ordinary shares of the Company or grant rights to subscribe for or to convert any security into ordinary shares in the Company up to an aggregate nominal amount of £150,000 provided that this authority shall expire at the conclusion of the next annual general meeting of the Company following the date of the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.</p> <p>This authority revokes and replaces all previous unexercised authorities conferred upon the Directors for the purpose of section 551 of the Act, but without prejudice to any allotments already made or to be made pursuant to the terms of such authorities.</p>			
SPECIAL RESOLUTION				
6.	<p>That, subject to the passing of resolution 5 above, the Directors of the Company be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 6 above up to an aggregate nominal value of £150,000 as if section 561 of the Act did not apply to any such allotment, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company following the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date), save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement notwithstanding that the power conferred by this resolution has expired.</p> <p>This authority revokes and replaces all previous unexercised authorities conferred upon the Directors pursuant to section 570 of the Act, but without prejudice to any allotments already made or to be made pursuant to the terms of such authorities.</p>			

Date..... Signature

Please mark this box if you are appointing more than one proxy (Note 4)

NOTES

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. 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.
3. 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, insert their full name in the box. If you sign and return this proxy form 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.
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 photocopy your proxy card or contact Link Asset Services to obtain an extra proxy card on 08716640300. Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales. 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 "Vote Withheld" box. A vote withheld 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.
5. To appoint a proxy using this form, the form must be:
 - (a) completed and signed;
 - (b) sent or delivered to Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
 - (c) received by Link Asset Services no later than 5.30 p.m. on 24 July 2020.
6. 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.
7. 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. 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).
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.
10. CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described 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 our agent (ID:RA10) by 5.30 p.m. on 24 July 2020. See the notes to the notice of meeting for further information on proxy appointment through CREST.
11. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
12. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.