



PROXY VOTING FORM - ANNUAL GENERAL MEETING

HERENCIA RESOURCES PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered number 05345029)

Registered Office: Northside House, Mount Pleasant, Barnet, EN4 9EB.

Your proxy voting instruction must be **received by 11:30am on Wednesday 18 September 2024**. Any Proxy Voting instructions received after that time will not be valid for the scheduled meeting.

Submit your proxy

Your Name and Address

The name and address shown above is as it appears on the Company's share registry.

Step 1 – Appoint a Proxy

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate. A proxy need not be a shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

Default to the Chair of the Meeting

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the chair of the Meeting will be voted according to the instructions set out in the Proxy Voting Form.

Step 2 – Votes on item of Business

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of Second Proxy

You may appoint up to two proxies, you should complete two separate Proxy Valid Forms and specify the percentage or number of each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together.

Signing Instructions

- Individual.** Where the holding is in one name, the Shareholder must sign.
- Joint holding.** Where the holding is in more than one name, all Shareholders should sign.
- Power of Attorney.** If you have not already lodged your power of attorney with the company secretary, please attach a certified copy of the Power of Attorney with the Proxy Voting Form when you return it.
- Companies.** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicate the office held by you.
- Corporate Representatives** If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission.

Step 1 How to vote

Appoint a Proxy

We being a shareholder entitled to attend and vote at the Annual General Meeting of Herencia Resources Plc to be held at VSA Capital, Park House, 16-18 Finsbury Circus, London EC2M 7EB on Friday 20 September 2024 at 11.30am hereby:

Appoint the Chair of the Meeting (Chair) Or if you are not appointing the Chair of the Meeting as your proxy, please write on the line provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirect proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

Step 2 Your voting direction

Resolution	For	Against	Abstain
1. Annual Report and Accounts – 31 December 2023			
2. Approval of report on Directors’ remuneration - 31 December 2023			
3. Annual Report and Accounts – 31 December 2022			
4. Approval of report on Directors’ remuneration - 31 December 2022			
5. Annual Report and Accounts – 31 December 2021			
6. Approval of report on Directors’ remuneration - 31 December 2021			
7. Annual Report and Accounts – 31 December 2020			
8. Approval of report on Directors’ remuneration - 31 December 2020			
9. Re-election of Auditor and Auditor’s remuneration			
10. Election of a Director – Carl Dumbrell			
11. Consolidation of the company’s deferred shares			
12. Authority of the Directors to issue and allot new shares			
13. Disapplication of statutory pre-emption rights			

Step 3 Signatures and contact details

Individual or Shareholder 1 / Sole Director and Sole Company Secretary

Shareholder 2 / Director

Shareholder 3 / Director / Company Secretary

Contact Name:

Contact Number:

Date: