

Citius Resources Plc

Incorporated and registered in England and Wales with Registered No. 12557958

User Name	Access Code

You can register your vote(s) online for the Annual General Meeting at www.shareregistrars.uk.com
 Click on the "Proxy Vote" button and then follow the on-screen instructions
 Please note that you must submit your vote by 10.00 a.m. on 18 March 2025

FORM OF PROXY

For use at the Annual General Meeting to be held at 55 Athol Street, Douglas, Isle of Man, IM1 1LA on 20 March 2025 at 10.00 a.m.

I/We being a member of Citius

Resources Plc (the 'Company') and entitled to vote at the Annual General Meeting, hereby appoint the Chairman of the meeting

or

as my/our proxy to vote for me/us and on my/our behalf in the manner indicated below at the Annual General Meeting of the Company to be held at the 55 Athol Street, Douglas, Isle of Man, IM1 1LA on 20 March 2025 at 10.00 a.m. and at any adjournment thereof.

Please indicate with an X in the appropriate space opposite each resolution how you wish your vote to be cast.

ORDINARY RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1. To receive and adopt the Company's annual accounts for the financial year ended 30 April 2024 along with the Directors' Report and Auditors' Report.			
2. To re-elect Cameron Pearce as a Director of the Company in accordance with Article 29 of the Articles of Association.			
3. To appoint Joseph Belladonna as a Director of the Company.			
4. To appoint Allan Mulligan as a Director of the Company.			
5. To appoint Timothy Morrison as a Director of the Company.			
6. To appoint Sam Quinn as a Director of the Company.			
7. To re-appoint Crowe U.K. LLP as the Company's auditors.			
8. To approve the Proposed Acquisition on the terms and conditions as set out in the Offer Documents.			
9. Subject to the passing of Resolution 8, to approve the adoption by the Company of the Share Option Scheme.			
10. Subject to the passing of Resolution 8, the waiver granted by the Panel on Takeovers and Mergers, be and is hereby approved.			
11. That , subject to the passing of Resolutions 8 and 10, pursuant to section 551 of the Act, the Directors be authorised to issue and allot equity securities.			
12. That , subject to the passing of Resolution 8, the change of name of the Company to Harena Resources Plc, be and is hereby approved.			
SPECIAL RESOLUTION			
13. THAT , subject to the passing of Resolutions 8 and 10, the Directors be given the authority to allot equity securities for cash as if section 561(1) of the Act did not apply.			

Enter number of shares in relation to which your proxy is authorised to vote or leave it blank to authorise your proxy to act in relation to your entire holding.

Please also tick this box if you are appointing more than one proxy

Signature (s):

Dated

Please return this form to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX to arrive no later than 10.00 a.m. on 18 March 2025. **There is no need to return this form if you have voted online.**

Notes

Entitlement to attend and vote

- 1 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
 - (a) 10.00 a.m. on 18 March 2025; or
 - (b) if this Meeting is adjourned, at close of business on the day two business days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

Appointment of proxies

- 2 If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You can only appoint a proxy using the procedures set out in these notes.
- 3 A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in these notes. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
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 this proxy card or contact Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, United Kingdom + 44 1252 821390 (Offices are open between 9.00 a.m. – 5.00 p.m., Monday to Friday).
5. 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.

Appointment of proxy using hard copy proxy form

- 6 To appoint a proxy using this proxy form, this form must be completed and signed then posted or delivered to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, United Kingdom and received by no later than 10.00 a.m. on 18 March 2025.

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 this proxy form.

Appointment of proxies through CREST

- 7 CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service should refer to the notes to the notice of the Annual General Meeting.

Appointment of proxy by joint members

- 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-name being the most senior).

Changing proxy instructions

- 9 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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.

Termination of proxy appointments

- 10 In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX + 44 1252 821390. In the case of a member which is a company, the revocation notice 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 the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Share Registrars Limited no later than 10.00 a.m. on 18 March 2025.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

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.

Corporate representatives

- 11 A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

- 12 As at 5.00 p.m. on 25 February 2025, the Company's issued share capital comprised 43,250,000 ordinary shares with nominal value of 0.5 pence each.

Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00 p.m. 25 February 2025 is 43,250,000.

Communication

- 13 You may not use any electronic address provided either in this notice of meeting; or any related documents (including the letter with which the notice of meeting was enclosed and this proxy form) to communicate with the Company for any purposes other than those expressly stated.