

**Form of Proxy for the Annual General Meeting of  
Citius Resources PLC  
("the Company")**

I/We (name(s) in full)

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of (address(es))

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being (a) member(s) of the above-named Company, hereby appoint the Chairman of the meeting, or failing him

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as my/our proxy to attend, represent and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 55 Athol Street, Douglas, Isle of Man, IM1 1LA on 15 September 2023 at 10.00 a.m. and at any adjournment thereof.

Please indicate with an "X" in the space below how you wish your votes to be cast in respect of the Resolutions set out in the notice convening the Annual General Meeting. If no specific direction to voting is given, the proxy will vote or abstain at his discretion.

<b>Ordinary Business</b>	<b>For</b>	<b>Against</b>	<b>Withheld</b>
1. To receive and adopt the Company's annual accounts for the financial year ended 30 April 2023 together with the Directors' report and Auditors' report on those accounts.			
2. To re-appoint Crowe U.K. LLP as auditors and to authorise the Directors to determine the auditors' remuneration.			
3. To re-elect Winton Willesee as a director in accordance with Article 29 of the Articles of Association.			
4. That the Directors be generally and unconditionally authorised pursuant to section 551 of the Act, the Directors be generally and unconditionally authorised to issue and allot equity securities (as defined by section 560 of the Companies Act) and to grant rights to subscribe for or convert any security into shares of the Company as follows: (i) up to 20,000,000 Ordinary Shares be issued as Placing Shares and/or Subscription Shares; (ii) in respect of any valid exercise of any share options granted to officers, employees, or consultants of the Company in accordance with the terms of the Share Option Scheme. (iii) in respect of any valid exercise of any warrant over Ordinary Shares granted to any person by the Company. provided that such authorities shall, unless renewed, varied or revoked by the Company, expire on the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require relevant securities to be allotted and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution.			
<b>Special Business</b>			
5. That the Directors of the Company be given the authority to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred upon them by Resolution 4 above (as varied, renewed or revoked from time to time by the Company at a general meeting) as if section 561(1) of the Act did not apply to any such allotment provided that such power shall be limited to:			

<p>(i) an allotment in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities where the equity securities offered to each such holder is proportionate (as nearly as may be) to the respective amounts of</p> <p>equity securities held by each such holder subject only to such exclusion or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws of or the requirements of any recognised regulatory body in any territory or otherwise.</p> <p>(ii) an allotment in connection with the valid exercise of any share options granted in accordance with the terms of the Share Option Scheme.</p> <p>(iii) an allotment in connection with the valid exercise of any warrants over Ordinary Shares granted by the Company.</p> <p>(III) otherwise, Ordinary Shares with up to a maximum nominal amount of £1,000,000</p> <p>The powers granted by this resolution will expire on the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired. This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.</p>			
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Signature..... Date .....

## Notes

1. we recommend that you vote by proxy, in accordance with the instructions below, to arrive not later than 10.00 a.m. on 13 September 2023, being 48 hours before the time of the meeting. You may appoint one or more proxies of your own choice if you are unable to attend the meeting but would like to vote. If such an appointment is made, delete the words "the Chairman of the meeting" and insert the name(s) of the person or persons appointed as proxy/proxies in the space provided. A proxy need not be a member of the Company. If no name is entered, the return of this form duly signed will authorize the Chairman of the meeting to act as your proxy.
2. In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of a duly authorized officer or attorney.
3. To be valid this form of proxy must be returned by post or by courier or by hand to FIM Capital Limited, 55 Athol Street, Douglas, Isle of Man IM1 1LA, or by facsimile to +44 (0) 1624 604774 or email to [Corporate.Governance@fim.co.im](mailto:Corporate.Governance@fim.co.im) the form of proxy must be received not less than 48 hours before the time for the holding of the meeting or adjourned meeting together with the power of attorney or other authority (if any), or a notarial certified copy of such authority, under which it is signed. The completion and return of a form of proxy will not, however, preclude shareholders from attending and voting in person at the meeting or at any adjournment thereof, should they wish to do so.
4. If two or more persons are jointly entitled to a share conferring the right to vote, any one of them may vote at the meeting either in person or by proxy, but if more than one joint holder is present at the meeting either in person or by proxy, the one whose name stands first in the register of members in respect of the joint holding shall alone be entitled to vote in respect thereof. In any event, the names of all joint holders should be stated on the form of proxy.
5. 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).
6. A vote given by a proxy or authorised representative of a company is valid notwithstanding termination of his authority unless notice of the termination is received at the Company's address as set out in paragraph 3 above (or at such other place at which the instrument of proxy was duly received) at least 48 hours before the time fixed for holding the meeting or adjourned meetings at which the vote is given.