

**BACANORA LITHIUM PLC**  
(Company Number 11189628)

**FORM OF PROXY FOR USE AT THE  
2018 ANNUAL GENERAL MEETING ON 13<sup>th</sup> DECEMBER 2018 at 11:00 AM**

**Before completing this form, please read the explanatory notes below**

I/We:

(BLOCK CAPITALS PLEASE)

(a) member(s) of the above- named Company hereby appoint(s) \*the Chairman of the meeting (see Note 4) or ..... as my/our proxy vote for me/us on my/our behalf at the 2018 Annual General Meeting of Bacanora Lithium Plc (the “**Company**”) to be held at The Clubhouse, 8 St James’s Square, London, SW1Y 4JU on 13<sup>th</sup> December 2018 at 11 a.m. and at every adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments being made

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’. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting (including any motion to amend any resolution or to adjourn the Annual General Meeting).

<b>ORDINARY RESOLUTIONS</b>	<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>
1. To receive the report and accounts			
2. To re-appoint BDO LLP as auditors			
3. To authorise the Directors to agree and fix the auditors' remuneration			
4. To re-elect Jamie Strauss as a Director			
5. To re-elect Peter Secker as a Director			
6. To re-elect Eileen Carr as a Director			
7. To re-elect Junichi Tomono as a Director			
8. To re-elect Andres Antonius as a Director			
9. To re-elect Derek Batorowski as a Director			
10. To authorise the Directors to allot Ordinary Shares			
<b>SPECIAL RESOLUTIONS</b>			
11. To disapply the statutory pre-emption rights on allotment of shares			
12. To authorise the Company to make market purchases to buy back shares			

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**PLEASE SIGN WHERE INDICATED AND THEN COMPLETE THE REQUESTED DETAILS BELOW IN BLOCK CAPITALS**

.....  
**Signature of shareholder or common Date**  
**seal/signature of duly authorised officer/attorney of**  
**corporate shareholder**

.....  
**Print name of signatory** **Print name of shareholder where signed on behalf**  
**of a shareholder**

**Notes to the proxy form**

1. The full text of each resolution to be proposed at the Annual General Meeting is set out in the Notice of Annual General Meeting contained in the circular to shareholders of the Company dated 19 November 2018. Shareholders should read the resolutions set out in the Notice of Annual General Meeting together with the explanation of the resolutions set out in Part I of the circular.
2. 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 general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
3. 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 form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
4. 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.
5. 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 you 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.
6. 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.

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7. To appoint a proxy using this form, the form must be: completed and signed, and sent or delivered to by post or by hand to Link Asset Services, Proxy Team, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not later than 11.00 a.m. on 11 December 2018 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) prior to the adjourned meeting).
8. 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.
9. 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.
10. 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). 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.
11. 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 Link Asset Services, Proxy Team, 34 Beckenham Road, Beckenham, Kent BR3 4TU. 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. In either case, the revocation notice must be received by the Company no later 11.00 a.m. on 11 December 2018 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) prior to the adjourned meeting). If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your proxy appointment will remain valid.
12. To allow effective constitution of the meeting, if it is apparent to the Chairman that no Shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any Shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman.