

LIMITLESS EARTH PLC

Notice of Annual General Meeting

**FORM OF PROXY RELATING TO
ANNUAL GENERAL MEETING
OF
Limitless Earth plc**

(Company number: 08810879)

I/We
(FULL NAME IN BLOCK CAPITALS)

of
(ADDRESS IN BLOCK CAPITALS)

being a member/members of the Company entitled to receive notice, attend, speak and vote at annual general meetings of the Company, hereby appoint the Chairman of the AGM (*Note 1*), or

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 11 a.m. at 2 London Wall Buildings, London EC2M 5PP on 4th September 2020, and at any adjournment of the meeting.

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 put before the meeting (*Note 2*):.

RESOLUTIONS	For	Against	Vote withheld
ORDINARY RESOLUTIONS			
1. TO receive the Company's annual accounts for the financial period ended 31 January 2020 together with the last directors' report and the auditors' report on those accounts.			
2. TO appoint PKF Littlejohn LLP as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company at a remuneration to be determined by the directors.			
3. TO re-appoint as a Director Peter Jay who retires by rotation.			
4. TO authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006.			
SPECIAL RESOLUTIONS			
5. TO disapply pre-emption rights pursuant to section 570 of the Companies Act 2006.			

(*Note 3*)

Number of shares:

This proxy appointment is one of a multiple proxy appointment (*Note 4*)

Signed Dated 2021

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NOTES

(1) Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company) of their own choice to attend and, on a poll, to vote in their place. **PLEASE NOTE, for this particular meeting, only the Chairman of the Company can be appointed as proxy. No other proxy appointments will be accepted or regarded as valid.**

(2) Forms of Proxy together with any power of attorney or other authority under which it is executed or a duly certified copy thereof, must be completed and to be valid, must reach to Share Registrars Limited, at the following address: The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR, or a scanned copy can be sent via e-mail to voting@shareregistrars.uk.com by 11 am 2nd September 2020.

(3) The appointment of a proxy would not ordinarily preclude a member from attending and voting at the meeting. However, please note that due to the ongoing COVID 19 pandemic and associated government restrictions, members have been asked not to attend the meeting in person and to vote by proxy. Any members who attend the meeting in person will not be permitted entry. The same applies for any proxy appointed who is not the Chairman.

(4) If the appointer is a corporation, this form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised.

(5) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

(6) Only those shareholders on the register of members at 11:00 am on 2 September 2020 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, shareholders must be entered on the Company's register of members at the time which is 48 hours (excluding non-business days) before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.