

General Meeting White Proxy Form

Barcode Event Code

Please read the Notice of General Meeting in Part Nine of the Scheme Document and the Notes before completing this proxy form.

If you cannot attend the General Meeting and wish to appoint another person (who need not be a shareholder of Sirius Minerals Plc) as your proxy, please complete this proxy form with reference to the attached explanatory notes. Alternatively you may submit your proxy electronically at www.siriusminerals-shares.com using your Investor Code.

I/We, the undersigned, a registered shareholder/registered shareholders of Sirius Minerals Plc, hereby appoint the Chairman of the General Meeting, or

(Please complete name of proxy in block capitals if not appointing Chairman of the General Meeting (see note 5))

(Number of shares in respect of appointment (see note 6))

as my/our proxy to exercise all or any of my/our rights to attend and speak and vote in respect of my/our voting entitlement for me/us and on my/our behalf at the General Meeting to be held on 3 March 2020 and at any adjournment of it. I/We wish my/our proxy to vote as indicated on this form. Unless otherwise instructed, my/our proxy may vote as he or she sees fit or abstain in relation to any business of the General Meeting.

☐ Please tick here to indicate that this proxy appointment is one of multiple appointments being made. On the appointment of more than one proxy, please refer to explanatory note 6.

Please indicate your vote by marking the appropriate boxes in black ink like this:



SPECIAL RESOLUTIONS

- To give effect to the Scheme, as set out in the Notice of General Meeting, including the amendments to the articles of association of Sirius Minerals Plc
- To re-register Sirius Minerals Plc as a private limited company (subject to and conditional upon the Scheme becoming effective)

For	Against	Vote Witheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This card should not be used for comments, change of address or queries. Please send a separate letter.

Signature

Date

 2020

Court Meeting Blue Proxy Form

Barcode Event Code

By an order dated 5 February 2020 made in the matter of Sirius Minerals Plc (the **Company**), the Court has granted permission for a meeting of the Scheme Shareholders (as defined in the scheme document of the Company dated 7 February 2020 (the **Scheme Document**)) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the **Scheme**) between the Company and the holders of Scheme Shares and that such meeting shall be held at the Honourable Artillery Company, Armoury House, City Road, London EC1Y 2BQ on 3 March 2020 at 11.00 a.m. (the **Court Meeting**) at which place and time all Scheme Shareholders are requested to attend.

Please read the Notice of Court Meeting in Part Eight of the Scheme Document and the Notes before completing this proxy form.

If you cannot attend the Court Meeting and wish to appoint another person (who need not be a shareholder of Sirius Minerals Plc) as your proxy, please complete this proxy form with reference to the attached explanatory notes.

I/We, the undersigned, a registered shareholder/registered shareholders of Sirius Minerals Plc, hereby appoint the Chairman of the Court Meeting, or

(Please complete name of proxy in block capitals if not appointing Chairman of the Court Meeting (see note 5))

(Number of shares in respect of appointment (see note 6))

as my/our proxy to exercise all or any of my/our rights to attend and speak and vote in respect of my/our voting entitlement for me/us and on my/our behalf at the Court Meeting to be held on 3 March 2020 and at any adjournment of it. I/We wish my/our proxy to vote as indicated on this form. Unless otherwise instructed, my/our proxy may vote as he or she sees fit or abstain in relation to any business other than the resolution to approve the Scheme which may come before the Court Meeting.

☐ Please tick here to indicate that this proxy appointment is one of multiple appointments being made. On the appointment of more than one proxy, please refer to explanatory note 6.

Please sign ONE of the boxes below in black pen.

IMPORTANT: if you wish to vote FOR the Scheme, sign your name in the box marked "FOR the Scheme", or if you wish to vote AGAINST the Scheme, sign your name in the box marked "AGAINST the Scheme". If you sign in both boxes, or if you do not sign in either, then this proxy form will be invalid.

FOR the Scheme
Signature

AGAINST the Scheme
Signature

This card should not be used for comments, change of address or queries. Please send a separate letter.

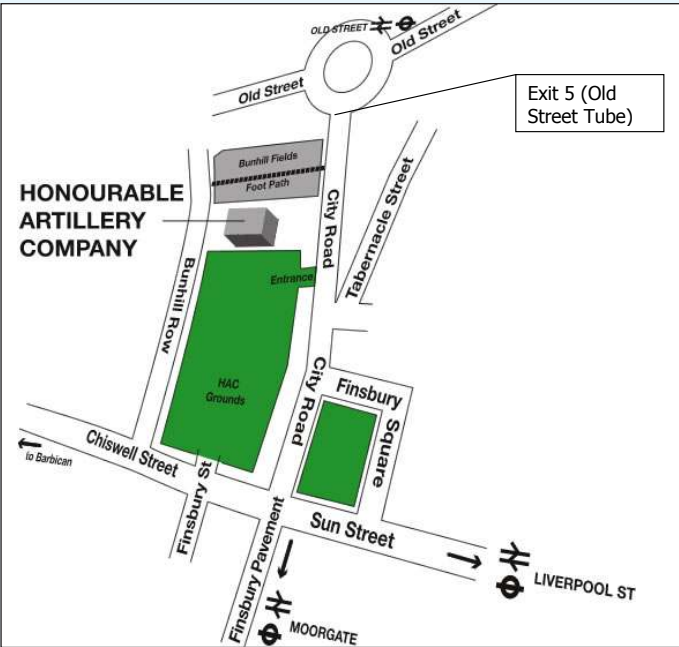
Date

 2020

Meeting arrangements

Please bring this card if you come to the Court Meeting which will be held at the Honourable Artillery Company, Armoury House, City Road, London EC1Y 2BQ on 3 March 2020 at 11.00 a.m.

If you have a disability or impairment, please let us know so that we may try to make suitable arrangements at the meeting.



Honourable Artillery Company

Address

Armoury House
City Road
London EC1Y 2BQ

Main telephone number
020 7882 1533

Directions

Nearest tube/train stations

The nearest tube station is Old Street station, which is on the Northern Line. Moorgate is also close.

Nearby mainline stations are Fenchurch Street, Liverpool Street and London Bridge.

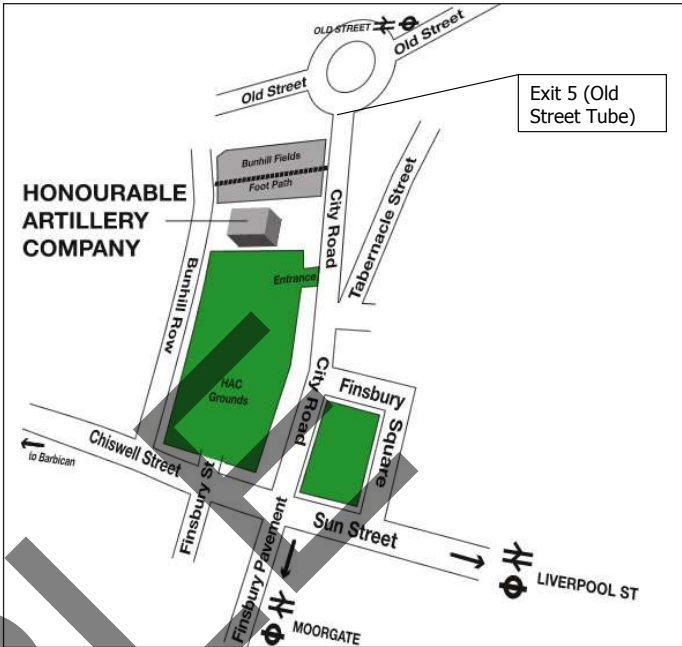
By foot from Old Street Station

Leave at Exit Five and walk down City Road. The building has a 'castle' appearance and is situated directly next to 32–36 City Road.

Meeting arrangements

Please bring this card if you come to the Sirius Minerals Plc General Meeting which will be held at the Honourable Artillery Company, Armoury House, City Road, London, EC1Y 2BQ on 3 March at 11.15 a.m. (or as soon thereafter as the preceding Court Meeting finishes).

If you have a disability or impairment, please let us know so that we may try to make suitable arrangements at the meeting.



Honourable Artillery Company

Address

Armoury House
City Road
London EC1Y 2BQ

Main telephone number
020 7882 1533

Directions

Nearest tube/train stations

The nearest tube station is Old Street station, which is on the Northern Line. Moorgate is also close.

Nearby mainline stations are Fenchurch Street, Liverpool Street and London Bridge.

By foot from Old Street Station

Leave at Exit Five and walk down City Road. The building has a 'castle' appearance and is situated directly next to 32–36 City Road.

Proxy form – explanatory notes

- Terms defined in the Scheme Document shall apply equally in this form, unless the context otherwise requires. Full details of the resolution to be proposed at the Court Meeting are set out, together with explanatory notes, in the notice of Court Meeting contained in Part Eight of the Scheme Document. Before completing this form, please also read the section entitled "Action to be Taken" set out on pages 5 to 7 of the Scheme Document.
- If you are unable to attend the Court Meeting and wish to appoint some other person(s) (who need not be a shareholder of the Company) as your proxy other than by electronic means, please detach the attached proxy form, fill it in and send it, along with any power of attorney or authority under which it is executed, to the Company's registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, to be received no later than 11.00 a.m. on 28 February 2020, or 48 hours (excluding any part of a day that is not a business day) before any adjourned Court Meeting. However, if not so lodged, this proxy form (together with any such authority, if applicable) may be handed to the Chairman of the Court Meeting or to Link Asset Services, on behalf of the Chairman of the Court Meeting, before the start of the Court Meeting.
- Completion and return of the proxy form will not prevent you from attending and voting in person if you so wish. You must inform the registrars in writing of any termination of the authority of a proxy.
- As an alternative to completing this form, a member can appoint a proxy electronically by visiting www.siriusminerals-shares.com. If you have not registered for the online service, to do so you will need your Investor Code, which can be found on your share certificate or you can obtain it by calling the Company's Registrar, Link Asset Services, on 0871 664 0391. Full instructions are given on the website. The proxy appointment and instructions should reach Link Asset Services by no later than 11.00 a.m. on 28 February 2020, or 48 hours (excluding any part of a day that is not a business day) before any adjourned General Meeting. You are advised to read the terms and conditions of use carefully. Any electronic communication found to contain a computer virus will not be accepted.
- If you wish to appoint a person other than the Chairman as your proxy, delete 'the Chairman of the Court Meeting' in the proxy form and insert the name of the person you wish to appoint in the box provided. If necessary, please enter in the box next to the proxy holder's name the number of shares in relation to which he or she is authorised to act as your proxy. If left blank, the proxy will act on your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Unless you insert the proxy's name in the space provided, you will be deemed to have appointed the Chairman of the Court Meeting. If a Form of Proxy is returned but the nominated proxy does not attend the Court Meeting, the Chairman of the Court Meeting will not act in place of the nominated proxy.
- To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's registrars, Link Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. Lines are open during business hours. Alternatively, you may photocopy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which he/she is authorised to act as your proxy. Please also indicate, by ticking the box provided, if the proxy appointment is one of multiple appointments being made. All forms must be signed and should be returned together in the same envelope.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID RA10) not later than 11.00 a.m. on 28 February 2020, or 48 hours (excluding any part of a day that is not a business day) before any adjourned Court Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- Overleaf is how your address appears on the Register of Members. If this information is incorrect, please contact Link Asset Services to request a change of address form on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.
- To be valid, this form must be signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, this form must be executed either in accordance with section 44 of the Companies Act 2006 or under the hand of an officer, attorney or other person duly authorised to sign it.
- Unless otherwise instructed, a person appointed as proxy will exercise his/her discretion as to any business other than the resolution to approve the Scheme (including amendments to the Scheme and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
- In the case of joint holders, the signature of one of them will suffice, but the names of all joint holders must be shown. The vote of the first named holder appearing in the Register of Members will be accepted to the exclusion of other joint holders.
- Only those shareholders registered in the Register of Members of the Company at 6.30 p.m. on 28 February 2020 shall be entitled to attend or vote at the Court Meeting in respect of the number of shares registered in their respective names at that time. Changes to entries on the Register after 6.30 p.m. on 28 February 2020 or, if the Court Meeting is adjourned for more than 48 hours (excluding any part of a day that is not a business day) 6.30 p.m. on the day that is two days (excluding any part of a day that is not a business day) before the adjourned Court Meeting, shall be disregarded in determining the rights of any person to attend and vote at the Court Meeting.
- Alterations to the proxy form must be initialled by the person who signed.
- You may not use any electronic address provided either in the notice of Court Meeting or any related documents (including this form) to communicate with the Company for any reason other than those expressly stated.

If you have any questions regarding the completion of the proxy form, please contact Link Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Proxy form – explanatory notes

- Full details of the resolutions to be proposed at the General Meeting of Sirius Minerals Plc (the **Company** and, the **General Meeting**), together with explanatory notes, are set out in the notice of General Meeting contained in Part Nine of the scheme document of the Company dated 7 February 2020 (the **Scheme Document**). Before completing this form, please also read the section entitled "Action to be Taken" set out on pages 5 to 7 of the Scheme Document. Terms defined in the Scheme Document shall apply equally in this form, unless the context otherwise requires.
- If you are unable to attend the General Meeting and wish to appoint some other person(s) (who need not be a shareholder of the Company) as your proxy other than by electronic means, please detach the attached proxy form, fill it in and send it, along with any power of attorney or authority under which it is executed, to the Company's registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, to be received no later than 11.15 a.m. on 28 February 2020, or 48 hours (excluding any part of a day that is not a business day) before any adjourned General Meeting.
- Completion and return of the proxy form will not prevent you from attending and voting in person if you so wish. You must inform the registrars in writing of any termination of the authority of a proxy.
- As an alternative to completing this form, a member can appoint a proxy electronically by visiting www.siriusminerals-shares.com. If you have not registered for the online service, to do so you will need your Investor Code, which can be found on your share certificate or you can obtain it by calling the Company's Registrar, Link Asset Services, on 0871 664 0391. Full instructions are given on the website. The proxy appointment and instructions should reach Link Asset Services by no later than 11.15 a.m. on 28 February 2020, or 48 hours (excluding any part of a day that is not a business day) before any adjourned General Meeting. You are advised to read the terms and conditions of use carefully. Any electronic communication found to contain a computer virus will not be accepted.
- If you wish to appoint a person other than the Chairman as your proxy, delete 'the Chairman of the General Meeting' in the proxy form and insert the name of the person you wish to appoint in the box provided. If necessary, please enter in the box next to the proxy holder's name the number of shares in relation to which he or she is authorised to act as your proxy. If left blank, the proxy will act on your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Unless you insert the proxy's name in the space provided, you will be deemed to have appointed the Chairman of the General Meeting. If a proxy form is returned but the nominated proxy does not attend the General Meeting, the Chairman of the General Meeting will not act in place of the nominated proxy.
- To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's registrars, Link Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. Alternatively, you may photocopy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which he/she is authorised to act as your proxy. Please also indicate, by ticking the box provided, if the proxy appointment is one of multiple appointments being made. All forms must be signed and should be returned together in the same envelope.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID RA10) not later than 11.15 a.m. on 28 February 2020, or 48 hours (excluding any part of a day that is not a business day) before any adjourned General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
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- To be valid, this form must be signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, this form must be executed either in accordance with section 44 of the Companies Act 2006 or under the hand of an officer, attorney or other person duly authorised to sign it.
- Unless instructed how to vote, your proxy may vote or abstain from voting at his/her discretion.
- In the case of joint holders, the signature of one of them will suffice, but the names of all joint holders must be shown. The vote of the first named holder appearing in the Register of Members will be accepted to the exclusion of other joint holders.
- Only those shareholders registered in the Register of Members of the Company at 6.30 p.m. on 28 February 2020 shall be entitled to attend or vote at the General Meeting in respect of the number of shares registered in their respective names at that time. Changes to entries on the Register of Members after 6.30 p.m. on 28 February 2020 or, if the General Meeting is adjourned for more than 48 hours (excluding any part of a day that is not a business day) 6.30 p.m. on the day that is two days (excluding any part of a day that is not a business day) before the adjourned General Meeting, shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
- Alterations to the proxy form must be initialled by the person who signed.
- A vote withheld is not a vote in law, it has no legal effect and will not be counted in the calculation of the proportion of votes for or against a resolution.
- You may not use any electronic address provided either in the notice of General Meeting or any related documents (including this form) to communicate with the Company for any reason other than those expressly stated.

If you have any questions regarding the completion of the proxy form, please contact Link Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.