



SHUMBA
E N E R G Y
Powering the Future

Suite 204
Grand Baie Business Quarter
Chemin Vingt Pieds
Grand Bay, 30529
Republic of Mauritius

(A public company registered in the Republic of Mauritius - Company No. C111905 C1/GBL)

FORM OF PROXY FOR USE AT THE ANNUAL MEETING

(In accordance with Paragraph 6(v), Fifth Schedule of Companies Act 2001)

We,, of
....., being a shareholder of the
Company, hereby appoint of
....., or failing him, the **Chairman** of
the Meeting, as our proxy to vote for us on our behalf at the Annual Meeting of the Company to be held
on 4th of August 2023 and at any adjournment thereof on the following resolutions as directed below:

(Please indicate with an X in the spaces below how you wish your votes to be cast and refer to the
circular and notice to shareholders for fuller details on each resolution).

RESOLUTIONS	FOR	AGAINST
ORDINARY RESOLUTIONS		
1) To approve the minutes of the previous annual meeting held on 31 December 2020.		
2) To ratify the appointment of Mr Temo Timothy Bolokwe as director of the Company by the board of directors.		
3) To ratify the appointment of Mr Praveen Beeharry as director of the Company by the board of directors.		
4) To ratify the appointment of Ms Joshna Ramah Goordiah as director of the Company by the board of directors.		
5) To re-appoint Mr Mashale Phumaphi as Director of the Company until the next Annual Meeting.		
6) To re-appoint Mr Thapelo Mokhathi as Director of the Company until the next Annual Meeting.		

<p>7) To re-appoint Mr Alan Mitchell Clegg as Director of the Company until the next Annual Meeting.</p> <p>8) To re-appoint Mr Temo Timothy Bolokwe as Director of the Company until the next Annual Meeting.</p> <p>9) To re-appoint Ms Joshna Ramah Goordiah as Director of the Company until the next Annual Meeting.</p> <p>10) To re-appoint Mr Praveen Beeharry as Director of the Company until the next Annual Meeting.</p> <p>11) To approve the remuneration of the directors for the ensuing financial year ending 30 June 2023.</p> <p>12) To receive, consider and adopt the audited financial statements including the report from the auditors for the year ended 30 June 2021 and 30 June 2022.</p> <p>13) To re-appoint Grant Thornton as Auditors of the Company to hold office until the next annual meeting.</p> <p>14) To authorise directors to fix the remuneration of Grant Thornton for the year ended 30 June 2023.</p> <p>SPECIAL RESOLUTIONS</p> <p>15) To seek approval from shareholders to waive pre-emptive rights on new issue of shares pursuant to Clause 6(e) of the Constitution of the Company, from 4 August 2023 to 3 August 2024.</p> <p>As in previous years this waiver shall allow the company to exercise its activities efficiently when carrying out its normal business of developing energy assets in Botswana and facilitate the effective funding of its projects. Any such issuance of new shares will only be undertaken subject to compliance with the BSE Listing Requirements.</p>		
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<p>As in previous years this waiver shall allow the company to exercise its activities efficiently when carrying out its normal business of developing energy assets in Botswana and facilitate the effective funding of its projects. Any such issuance of new shares will only be undertaken subject to compliance with the BSE Listing Requirements.</p> <p>16) To seek approval from shareholders pertaining to the proposal to transfer the incorporation of the Company from Mauritius to Botswana, under section 301 of the Companies Act 2001 which shall entail a transfer of the registered office, principal establishment, central administration and effective place of management of the Company from Mauritius to Botswana, subject to the Company satisfying all legal and regulatory requirements.</p>		
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SIGNED

This day of 2023.

NOTES:

1. *A member entitled to attend and vote at a meeting of the Company may appoint another person as his proxy to attend and vote in his stead at the meeting. Due to the different countries the shareholders are in the meeting will be held virtually. Any shareholder who wishes to participate in the meeting should notify the company secretary and they will be sent the meeting invite.*
2. *A proxy need not also be a member.*
3. *In the case of a Corporation, this proxy form shall be under the hand of the officer or agent duly authorised.*
4. *The instrument appointing a proxy shall be deposited at the registered office of the Company, at C/o Sunibel Corporate Services Ltd, Suite 204, Grand Baie Business Quarter, Chemin Vingt Pieds, Grand Bay 30529 or at the branch office in Botswana, Unit 7B, Plot 54368, Central Business District, Gaborone, Botswana (for residents of Botswana only) or at such other place as the directors may decide or sent to the following email address: SCSTeamA@sunibel.mu, at least 24 hours before the time appointed for the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.*