

Form of Proxy

Rainbow Rare Earths Limited

(A non-cellular company limited by shares incorporated in Guernsey
with registered number 53831)



Form of proxy for use at the Annual General Meeting of Rainbow Rare Earths Limited ("the Company") convened for 11 am on Wednesday 17 November 2021.

Please print clearly in BLACK INK and in BLOCK CAPITALS. Please read the NOTES below before completing this Proxy Form.

Name: (full)

Address: (full)

Postcode:

I/We the above mentioned shareholder(s) of Rainbow Rare Earths Limited, hereby appoint the Chairman of the Meeting or

Name: (full)

Address: (full)

Postcode:

(note that a Proxy need not be a member of the Company but must attend the Meeting in person).

as my/our proxy to vote in my/our name(s) and on my/our behalf at the Annual General Meeting of the Company which will be held at 11am on Wednesday 17 November 2021 at the Company's Registered Office, Trafalgar Court, Second Floor, East Wing, Admiral Park, St Peter Port, Guernsey GY1 3EL and at any adjournment thereof. 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, 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.

I/We direct my/our proxy to vote as follows:

Ordinary Resolutions

	For	Against	Abstain
1. To receive the annual audited financial statements, including the profit and loss account and balance sheet, and the reports of the Directors and Auditors for the year ended 30 June 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Atul Bali as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect J Peter Pham as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint BDO LLP as the Auditors of the Company until the conclusion of the next Annual General Meeting at which the accounts are presented to the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the Directors to fix the Auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions

	For	Against	Abstain
6. To authorise the Company in accordance with Section 315 of the Companies (Guernsey) Law 2008, as amended, to make market purchases of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To authorise the Company to disapply pre-emption rights for allotment of 10,000,000 new shares pursuant to the placing announced on 13 October 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To authorise the Company to disapply pre-emption rights for allotment of up to 5,200,000 new shares that may be required to be issued to Pipestone Capital Inc if an election is made for the repayment of the Pipestone bridging loan in equity.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To authorise the Company to disapply pre-emption rights for allotment of new shares whose cumulative value does not exceed 20% of issued share capital and taking into account the Ordinary Shares whose allotment and issue is authorised under Resolutions 7 and 8.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Shareholder signature:

Date: 2021

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Notes

1. 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 the Annual General Meeting of the Company. You can only appoint a Proxy using the Procedures set out in these notes.
2. 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.
3. 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.
4. Please indicate above how you wish your votes to be cast in respect of each resolution by placing an "X" (or entering the number of Shares which you are entitled to vote) in the appropriate box. If you sign this Form of Proxy and return it without an indication of how your Proxy will vote on any particular matter, your Proxy will exercise his or her discretion as to whether and, if so, how he/she votes and he/she may also vote on any other business (including any amendments to the resolutions) which may be properly conducted at the Annual General Meeting. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against each resolution.

This Proxy Form will only be used in the event of a poll being directed or demanded

5. 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).
6. In the case of a member which is a company, this Proxy should be either given under the company's common seal or signed for and on its behalf by a duly authorized officer or attorney of the company.

Upon completing this Proxy Form, please sign it and return it to the Company's Secretary, Artemis Secretaries Limited 2nd Floor East Wing, Trafalgar Court, Admiral Park, St Peter Port, Guernsey GY1 3EL. This Proxy Form must be received by the Company Secretary by no later than 48 hours before the time appointed for holding the meeting at which the person named in the instrument proposes to vote, or in the case of a poll, before the time appointed for taking the poll, together with such power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority.

Please note that the Board have resolved to accept Instruments of Proxy sent by e-mail (in PDF form) to the following e-mail address: RainbowEmail@artemisci.com or by facsimile to the following number +44 1481 729499.