

## Annexure 5 – Form of Proxy

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### FORM OF PROXY

#### **Copper 360 Limited**

**(Formerly Big Tree Copper Limited)**

(Incorporated in the Republic of South Africa)

Registration number 2021/609755/06

JSE share code: CPR                      ISIN: ZAE000318531

("Copper 360" or "the Company" or "the Group")

For use only by shareholders who:

1. Hold their shares in certificated form; or
2. Hold dematerialised Copper 360 ordinary shares in their own name.

Shareholders are requested to deposit forms of proxy at the office of the meeting scrutineers, The meeting Specialist (Pty) Ltd ("TMS Meetings"), One Exchange Square, 2 Gwen Lane, Sandton, 2196 or by post to PO Box 62043, Marshalltown, Johannesburg, 2107 (at own risk), or via email to [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za) by 09h00 on Monday, 4 September 2023. Any forms of proxy not lodged by this date and time may still be sent to these email addresses prior to the commencement of voting at the AGM.

Note: Dematerialised shareholders holding shares other than with "own name" registration who wish to participate in the electronic AGM must inform their CSDP or broker of their intention to do so and request their CSDP or broker to issue them with the necessary letter of representation, to be submitted to TMS Meetings with the Electronic Participation Form on page 76 of this Notice. Dematerialised

shareholders that do not wish to participate in the electronic AGM may provide their CSDP or broker with their voting instructions. These shareholders must not use this form of proxy.

I/We (please print name in full) \_\_\_\_\_

of (address) \_\_\_\_\_

being a shareholder(s) of Copper 360 and holding \_\_\_\_\_ ordinary shares,

hereby appoint (name in block letters)

1. \_\_\_\_\_ or failing them
2. \_\_\_\_\_ or failing them
3. the Chairman of the AGM.

As my/our proxy to act for me/us at the AGM which will be held on Monday, 4 September 2023 at 11:00 by electronic communication for the purposes of considering and, if deemed fit, passing with or without modification, the resolutions below and at each adjournment or postponement thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares registered in my/our name(s).

Unless otherwise instructed, my/our proxy may vote as he/she thinks fit.

Please indicate with an "X" in the appropriate spaces how you wish to cast your vote.

	<b>Ordinary resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1	Re-election of Rupert Smith as a director of the Company			
2	Re-election of Mbendeni Humphrey Mathe as a director of the Company			
3	Confirmation of Marcel Golding as a director of the Company			
4	Re-election of Anel van Niekerk as member of the Audit Committee			
5	Re-election of Mbendeni Humphrey Mathe as member of the Audit Committee			
6	Election of Marcel Golding as member of the Audit Committee			
7	Re-appointment of Moore Pretoria as independent auditors for the 2024 financial year			
8	Placing the authorised but unissued shares under the control of the directors			

9	Authorising the directors to issue shares for cash – limited to 10%			
10	Non-binding advisory vote on the Company's Remuneration Policy			
11	Non-binding advisory vote on the Company's Implementation Report			
	<b>Special resolutions</b>			
1	Approval to issue shares in terms of GVT investment notes			
2	Approval to issue shares to PN Hayes			
3.1	Approval of annual retainer and per meeting fees for chairman of Copper 360 Board			
3.2	Approval of per meeting fees for deputy chairman of the Copper 360 Board			
3.3	Approval of per meeting fees for chairman of Copper 360 Audit and Risk Committee			
3.4	Approval of per meeting fees for chairman of Copper 360 Remuneration Committee			
3.5	Approval of per meeting fee for chairman of Copper 360 Social and ethics and Nominations Committee			
3.6	Approval of per meeting fee for chairman of Copper 360 Strategy Committee			
3.7	Approval of per meeting fees for Copper 360 Board members			
3.8	Approval of per meeting fees for Copper 360 Audit and Risk Committee members			
3.9	Approval of per meeting fees for Copper 360 Remuneration Committee members			
3.10	Approval of per meeting fees for Copper 360 Social and Ethics and Nomination Committee members			
3.11	Approval of per meeting fee for Copper 360 Strategy Committee members			
3.12	Approval of per meeting fee for Copper 360 Operations Committee members			
4	General Authority to repurchase ordinary shares			
5	Approval for the provision of financial assistance in terms of section 44(3)(a)(ii) of the Companies Act, 2008			
6	Approval for the provision of financial assistance in terms of section 45(3)(a)(ii) of the Companies Act			

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2023

Signature \_\_\_\_\_

Assisted by (where applicable) \_\_\_\_\_

Please read the notes below.

**Notes to form of proxy**

1.A proxy appointment must be in writing, dated and signed by the shareholder and remains valid for the duration of the AGM and any adjournment or postponement thereof, unless the shareholder indicates otherwise on the form or the shareholder revokes the proxy by cancelling it in writing, or making a later inconsistent appointment of a proxy and delivering such documents to the transfer secretaries.

2.The completion and lodging of this form will not preclude the relevant shareholder from participating the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms thereof, should such shareholder wish to do so.

3.A shareholder may insert the name of a proxy or the name of an alternative proxy in the blank spaces provided, with or without deleting “the Chairman of the AGM”. A proxy does not necessarily need to be a shareholder of the Company.

4.Shareholders should insert an “X” in the appropriate space according to how they wish their votes to be cast. Alternatively, if a shareholder wishes to cast their votes in respect of a lesser number of shares that they own or represent, this should be indicated by the insertion of the relevant number of votes in the space provided. Failure to comply with the above will be deemed to authorise the proxy holder to vote or abstain from voting at the AGM as they deem fit in respect of all the shareholder’s votes exercisable thereat. A shareholder or his proxy is not obliged to use all the votes exercisable by the shareholder or his proxy or cast them in the same way.

5.Any alteration or correction made to this form must be initialled by the signatory/ies.

6.Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form unless previously recorded by the transfer secretaries or waived by the chairman of the AGM.

7.The chairman of the AGM may reject or accept any form of proxy which is completed and/or received other than in accordance with these instructions, provided that he is satisfied as to the manner in which a shareholder wishes to vote.

8.A proxy may delegate the proxy's authority to act on behalf of the shareholder to another person unless the shareholder indicates otherwise on the proxy form.

9.A minor must be assisted by his/her parent/guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.

10.Where there are joint holders of any shares any one holder may sign this form of proxy; and the vote(s) of the shareholder whose name appears first in the Company's securities register who tenders a vote (including an abstention), whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).

**Electronic Participation Form**

Full name of participant

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ID number:

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Email address:

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\*Note: this email address will be used by TMS Meetings to share the meeting invitation required to access the AGM electronically.

Cell number:

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Telephone number:

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\*Note: The electronic platform to be utilised for the AGM does provide for electronic voting during the meeting. However, Shareholders are strongly encouraged to submit votes by proxy in advance of the AGM, by completing the proxy form.

Indicate (by marking with an X) whether:

votes will be submitted by proxy (in which case, please enclose the duly completed Form of Proxy with this form) rather than seeking to vote during the AGM;

or

the Participant wishes to exercise votes during the AGM. If this option is selected, TMS Meetings will contact you to make the necessary arrangements.

Signature:

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Date:

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**Terms and conditions for participation in the AGM via electronic communication**

1. Documentary evidence establishing the authority of the named person, including any person acting in a representative capacity, who is to participate in the AGM, must be attached to this application.
2. A certified copy of the valid identity document/passport of the person attending the AGM by electronic participation, including any person acting in a representative capacity, must be attached to this application.
3. The cost of electronic participation in the AGM is for the expense of the Participant and will be billed.
4. The Participant acknowledges that the electronic communication services are provided by third parties and indemnifies Copper 360, JSE Investor Services, TMS Meetings and their third-party service providers against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic services, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against Copper 360, JSE Investor Services, TMS Meetings and their third-party service providers whether for consequential damages or otherwise, arising from the use of the electronic services or any defect in it or from total or partial failure of the electronic services and connections linking the Participant via the electronic services to the AGM.
5. The application to participate in the AGM electronically will only be deemed successful if this Electronic Participation Form has been completed fully and signed by the Participant.