

Form of Proxy

Affix J\$100 stamp here

I/We of being a member(s) of the Company, HEREBY APPOINT the Chairperson of the Meeting (or his designate) or failing him of as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at the **Bella Rosa Road, Gros Islet, Saint Lucia, on Thursday, March 21st 2024 at 11:00a.m. (10:00 a.m. Jamaica time)** or at any adjournment thereof.

Please indicate with a X in the appropriate box below how you wish to cast your vote. If you do not insert the X in any of the boxes below, your proxy shall be entitled to vote as they deem fit in respect of the resolution corresponding with such box.

No.	Resolutions	For	Against
No. 1	Ordinary Business: Audited Accounts To receive the Reports of the Directors and Auditors and the Audited Accounts for the year ended August 31, 2023, circulated with the Notice convening the meeting.		
No. 2	Ordinary Business: Election of Directors		
(i)	“That Ms. Elizabeth Stair, who retires by rotation in accordance with Articles 149 and 150 of the Company’s Amended and Restated Articles of Association, and, who being eligible, offers herself for re-election as a director of the Company, be re-elected a director of the Company.”		
(ii)	“THAT Mr. David Cummings, who retires by rotation in accordance with Articles 149 and 150 of the Company’s Articles of Association, and, who being eligible, offers himself for re-election as a director of the Company, be re-elected a director of the Company.”		
No. 3	Ordinary Business: Director’s Remuneration “THAT the amount shown in the Audited Accounts of the Company for the financial year ended August 31, 2023, as remuneration to the Directors for their services be and is hereby approved.”		
No. 4	Ordinary Business: Appointment of Auditors “THAT KPMG, Chartered Accountants, having agreed to continue in office as Auditors, be and are hereby appointed Auditors of the Company to hold office until the next Annual General Meeting at a remuneration to be agreed by the Directors of the Company.”		
No. 5	Special Business: Ratification of PIK Shares “THAT the resolution of the Board of Directors to issue 20,707,342 ordinary shares to Sygnus Capital Limited (“SCL”) or its nominee in consideration for performance fee in the amount of J\$377,909,003 at a conversion price of J\$18.25 per J\$ ordinary share be and is hereby ratified, confirmed and approved and that such shares be converted to stock units upon being issued by the Company and that the Company be and is hereby authorized to make an application to the Jamaica Stock Exchange (JSE) for the supplemental listing of such stock units.”		
No. 6	Special Business: Issue of Warrants “THAT subject to and conditional upon resolution No. 5 being approved by an ordinary resolution of stockholders and with the aim of minimizing the impact to stockholders due to the issue of PIK Shares that the Company be and is hereby authorized to issue an allotment of warrants to stockholders on record on an issue date to be declared and notified by the Board of Directors to the JSE at a Warrant Exercise Price of J\$18.25 per J\$ ordinary share or US\$0.12 per US\$ ordinary share; upon the exercise of a warrant the shares issued will be converted to stock units and that the Company be and is hereby authorized to make an application to the JSE for the supplemental listing of such stock units. Further, such warrants shall be subject to the terms and conditions set out in the Shareholder Circular attached to the notice of this annual general meeting which shall be deemed to be incorporated in this resolution.”		

Signed this _____ day of _____ 2024.

Print Name: _____ Signature: _____

Notes for Completion of Form of Proxy

1. A member may appoint a proxy to vote on his behalf. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
2. If the appointer is a Corporation, this Form of Proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorized in writing.
3. If you wish to appoint a proxy other than the Chairperson of the Meeting, please insert the person’s name and address and delete “the Chairperson of the Meeting.”
4. To be valid, the completed proxy form must be delivered to the Company at Bella Rosa Road, Gros Islet, Saint Lucia or, in the case of members resident in Jamaica, at Unit 28, 80 Lady Musgrave Road, Kingston 10, Saint Andrew, Jamaica not less than 48 hours before the time fixed for holding the meeting or adjourned meeting. Proxy forms may also be delivered by e-mail in PDF format to: srf@sygnusgroup.com.
5. Any alterations made in this Form of Proxy should be initialled by the person who signs the proxy form.
6. 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 votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names appear in the Register of Members.
7. For members in Jamaica the Form of Proxy should bear stamp duty of \$100. Adhesive stamps are to be cancelled by the person signing the proxy form. The Company reserves the right to stamp un-stamped or insufficiently stamped proxy forms.