

FORM OF PROXY

Defenx PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered Number 08993398)

For use at the General Meeting (GM) of Defenx PLC (the "Company") to be held at the offices of Trowers & Hamlins LLP, 3 Bunhill Row, London EC1Y 8YZ at 11.00 a.m. on 20 December 2019.

I/We (name(s) in full)

.....
(BLOCK LETTERS)

of

.....
(ADDRESS)

being (a) holder(s) of ordinary shares of £0.018 each in the capital of the Company ("Ordinary Shares") hereby appoint the Chairman of the GM/or

..... of
as my/our proxy to vote for me/us on my/our behalf at the GM and at every adjournment thereof.
I/We wish my/our proxy to vote as shown below in respect of the resolutions set out in the notice of the GM.

| Res. | Resolution Type & Narrative | For | Against | Vote Withheld |
|------|--|--------------------------|--------------------------|--------------------------|
| | Ordinary Resolution | | | |
| 1. | To authorise the Directors to allot equity securities. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | Special Resolutions | | | |
| 2. | To approve cancellation of admission of the Company's Ordinary Shares to trading on AIM. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. | To approve the re-registration of the Company as a private limited company and to adopt new articles of association. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. | To disapply pre-emption rights in relation to the issue of the equity securities referred to in resolution 1. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

PLEASE TICK HERE IF THIS PROXY APPOINTMENT IS ONE OF MULTIPLE APPOINTMENTS BEING MADE

Please note that if the "Vote Withheld" box is marked with an "X", the Shareholder will not be counted in the calculation of votes "For" and "Against" and the Shareholder will not be taken to have given his/her/their discretion to the proxy on how to vote.

Signature Dated 2019

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend, speak and vote, instead of him/her/them at such meeting and any adjournment thereof. A proxy need not be a member of the Company. If a member appoints more than one proxy, each proxy must be entitled to exercise the rights attached to different shares. The appointment of a proxy will not preclude a member from attending and voting at the meeting in person should he/she/they subsequently decide to do so.
2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only those members of the Company on the register at 6.30 p.m. on 18 December 2019 shall be entitled to attend or vote or to appoint one or more proxies to attend and vote on their behalf at the GM in respect of the number of shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
3. To be valid, this Form of Proxy must be lodged with the Company's Registrars, SLC Registrars, Elder House, St Georges Business Park, 207 Brooklands Road, Weybridge, Surrey, KT13 0TS by no later than 48 hours before the time fixed for the meeting (or any adjournment thereof), weekends and bank holidays excluded, with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy to exercise the rights attaching to shares, only the appointment submitted in respect of those shares by the most senior holder will be accepted. Seniority for this purpose is determined by the order in which the names of the joint holders appear in the register of members of the Company (the first-named being the most senior).
5. In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
6. Except as provided above, members who have general queries about the GM should telephone SLC Registrars Limited on: 01903 706150. Lines are open Monday to Friday, 9.00 a.m. to 5.30 p.m. You may not use any electronic address provided either in the notice of GM; or any related documents (including the Chairman's letter and the Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.