

LODGE YOUR PROXY

Online:

<https://investorcentre.linkmarketservices.co.nz/Voting/BGI>

Scan & email:

meetings@linkmarketservices.com

Deliver:

Link Market Services Limited
Level 30
PwC Tower
15 Customs Street West
Auckland 1010

Mail:

Use the enclosed reply
envelope or address to:
Link Market Services
PO Box 91976
Auckland 1142

Scan this QR code with your smartphone and vote online

**General Enquiries**

+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM/ADMISSION CARD FOR BLACKWELL GLOBAL HOLDINGS LIMITED'S 2022 ANNUAL MEETING

The Annual Meeting of Shareholders of Blackwell Global Holdings Limited (the "Company") will be held online on **22 September 2022** commencing at **1.30pm** (New Zealand time). To participate in the meeting online please use the following link to BGI's virtual meeting Zoom platform:

<https://us02web.zoom.us/j/87194200168?pwd=a2NscW1ENS85cnhBbldnZ3Q1NHZGQT09>

Meeting ID: **871 9420 0168**

Passcode: **123123**

Shareholders are encouraged to vote via their proxy form before the meeting.

If you will not attend the Meeting online, but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to Blackwell Globals' Share Registry, Link Market Services, by no later than 1.30pm on 20 September 2022. You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to <https://investorcentre.linkmarketservices.co.nz/voting/BGI> or by scanning the QR code above with your smartphone.

Appointment of proxy

The Chairman of the Meeting is willing to act as proxy for any shareholder who wishes to appoint him for that purpose.

If, in appointing a proxy, you do not name a person as your proxy but they otherwise complete the proxy form in full, or your named proxy does not attend the meeting, Mr Sean Joyce will act as your proxy and will vote in favour of all resolutions. Mr Sean Joyce, when acting as your proxy, must only vote in accordance with your express directions and not vote on a resolution and such resolution is subject to a voting restriction that applies to the proxy.

Voting of your holding

If you appoint a proxy you must either direct the proxy how to vote by ticking the "For", "Against" or "Abstain" box in respect of each resolution OR by ticking the "Proxy Discretion" box in respect of each resolution. A shareholder can direct the proxy holder in respect of one or more resolutions and give the proxy holder discretion in respect of other resolutions. If you tick the "Proxy Discretion" box for a particular resolution, your proxy will decide how to vote that resolution. If a shareholder does not tick any boxes in respect of a resolution then the proxy may vote as he/she thinks fit or abstain from voting, unless specifically restricted from voting on that resolution.

Voting Restrictions

Blackwell Global Group Limited and its "Associated Persons" (as defined in the NZX Listing Rules), including Director Kaw Sing Chai (Michael Chai), are restricted from voting on resolution 3, referred to in the Notice of Annual Meeting, but may act as a proxy or voting representative for a person who is qualified to vote on that resolution, in accordance with that person's express instructions.

Signing instructions for proxy forms

Individual

Where the holding is in one name, the shareholder must sign the Proxy Form.

Joint Holding

If you are joint holders of shares, either of you may sign this Proxy Form. If the shareholder is a company, this Proxy Form must be signed on behalf of the company by a person acting under the company's express or implied authority.

Power of Attorney

If this Proxy Form has been signed under a power of attorney ("POA"), a copy of the POA (unless already noted by the company or its registry) and a signed certificate of non-revocation of the POA must be produced to the company with this form.

Corporate Shareholder

Any corporation that is a shareholder of the Company may appoint a person as its representative to attend the meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy.

Go online to <https://investorcentre.linkmarketservices.co.nz/voting/BGI> to vote or turn over to complete the Proxy Form

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of Blackwell Global Holdings Limited hereby appoint:

_____ at _____
(Full Name) (E-mail address)

Or _____ at _____
(Full Name) (E-mail address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held online on 22 September 2022 at 1.30pm and at any adjournment of that meeting.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.

Please note: For each resolution you must tick one box.

ORDINARY BUSINESS

To consider and, if thought fit, pass the following ordinary resolutions:

Ordinary Business	For	Tick (✓) in box to vote Against	Abstain ¹	Discretion ²
1. That Mr Kaw Sing Chai, who retires in accordance with the provisions of the Constitution of the Company and, being eligible, offers himself for re-election as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To record the appointment of William Buck Audit (NZ) Limited as Auditors of the Company under section 200 of the Companies Act, and to authorise the Board to fix their remuneration for the forthcoming year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve: (a) extension of the maturity date of the secured bonds issued by the Company to 31 December 2023; and (b) the issue of 100,000,000 ordinary shares in the Company to Blackwell Global Group Limited, being the majority shareholder of the Company at a price of \$0.0045 per share, to be satisfied by capitalising \$450,000 of its secured bonds, as explained further in the explanatory notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

And to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote to abstain from voting on each resolution. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

¹ If you mark the 'Abstain' box for a particular resolution, you are directing your proxy NOT to vote on that resolution. If a proxy does not vote on your behalf on a resolution, your votes will not be counted when calculating the majority of that resolution.

² If you tick the 'Proxy Discretion' box for a particular resolution, you are directing your proxy to decide how to vote on that resolution on your behalf.

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Shareholders' Meeting will have the opportunity to ask questions during the meeting. If you cannot attend but would like to ask a question, you can submit a question online by going to <https://investorcentre.linkmarketservices.co.nz/voting/BGI> and completing the online validation process or complete the question section below and return to Link Market Services. Questions will need to be submitted by 5pm on 21 September 2022. The Board will address and answer questions during the meeting.

Question:

STEP 4: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.
