

IQ-AI LIMITED

FORM OF PROXY

ANNUAL GENERAL MEETING

I/We the undersigned, of
....., being the holder(s) of ordinary shares of the Company,
HEREBY APPOINT the Chairman of the Meeting or (see Note 1 in the notice of the meeting)
..... of..... as my/our Proxy to attend and to vote for
me/us and on my/our behalf at the AGM of the Company to be held at Third Floor, Forum 4, Grenville Street, St Helier,
Jersey, JE2 4UF at 10:30am on 30 May 2022 and at any adjournment thereof.

I/We direct that my/our votes be cast as indicated by an "X" in the appropriate box, resolutions numbered 1 to 3 being proposed as ordinary resolutions and resolution numbered 4 and 5 being proposed as special resolutions. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

DESCRIPTION OF RESOLUTION	For	Against	Withheld
1. To approve audited financial statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To appoint PKF Littlejohn LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To publish annual accounts electronically	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Authority to make market purchases of own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Authority to issue shares & disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated this day of..... 2022

Signature..... (see Note 3 below)

Full name(s) in which Ordinary Shares are registered

PLEASE USE BLOCK LETTERS

Notes:

1. Only holders of ordinary shares entered on the register of members of the Company at 10:30am on Thursday 26th May 2022 being not more than 48 hours (excluding non-working days) before the time fixed for the meeting, are entitled to vote at this meeting in respect of the number of shares registered in their name. Changes to entries in the Register after Thursday 26 May 2022 shall be disregarded in determining the right to attend or vote at the meeting.

2. A member entitled to vote at the meeting may appoint one or more proxies and, on a poll, to vote instead of him or her. A proxy need not be a member of the Company.

3. To be valid for the meeting, the form of proxy should be completed and signed and returned (together with a letter or power of attorney or other written authority, if any, under which it is signed or a notarially certified or office copy of such power or written authority):

(a) by hand or by post to Share Registrars Limited, 3 Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX;
or

(b) by attachment to an email sent to voting@shareregistrars.uk.com,

So as to be received no later than 10:30am on Thursday 26th May 2022 being 48 hours (excluding non-working days) before the time fixed for holding the meeting, or any adjournment thereof.

4. To abstain from voting on a resolution, tick the box "Votes withheld". A "vote withheld" is not a vote in law which means that the vote will not be counted in the calculation of votes "for" and "against" the resolution. Failing to tick any box against a resolution, will mean your proxy can vote as he or she wishes or can decide not to vote at all.

5. The Chairman of the Meeting shall act as a proxy unless another proxy is desired, in which case, insert the full name of your proxy in the space provided. A proxy will act in his or her discretion in relation to any business, other than that above, at the meeting (including any resolution to amend a resolution or to adjourn the meeting).

6. In the case of a corporation, this form of proxy must be executed under its common seal or signed on its behalf by an attorney or officer of the corporation.

7. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Share Registrars Limited (Participant ID 7RA36) by 10:30am on Thursday 26th May 2022.

8. In the case of joint holders, the vote of the senior holder shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of members in respect of the joint holding.

9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

10. You may not use any electronic address provided either in the Notice of Annual General Meeting or any related documents (included this form of proxy) to communicate with the Company for any purposes other than those expressly stated.

11. A copy of this notice and any other information relating to this notice can be found at www.imagingbiometrics.com.

12. As at the date of this Notice of Annual General Meeting there are 182,621,390 Ordinary Shares of £0.01 each in issue and the total voting rights of the Company are therefore 182,621,390.

13. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the Annual General Meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that the representative does not do so in relation to the same shares.

14. If you have any queries about your shareholding please contact Share Registrars Limited on +44 (0)1252 821390.

15. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Any change must be received by the Company's registrar prior to the proxy deadline above. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last received shall be treated as replacing and revoking the other or others.