

ORMONDE MINING PUBLIC LIMITED COMPANY

(Registered in the Republic of Ireland, Registered Number 96863)

Directors
Jonathan Henry (Chair)
Tim Livesey
Richard Brown
Brian Timmons

Registered Office
c/o Smith & Williamson
Paramount Court
Corrig Road
Sandyford Business Park
Dublin
D18 R9C7
Ireland

21 June 2021

To the shareholders of Ormonde Mining plc (“the Company”)

Dear Shareholder,

I am writing to you to outline the resolutions to be proposed at the forthcoming Annual General Meeting of the Company (“AGM”) which will be held **on Friday 16 July 2021 at 11 a.m. IST/BST** via a virtual meeting platform provided by Computershare Investor Services (Ireland) Limited (the “Virtual Meeting Platform”) and related teleconference facility. A copy of the Notice of AGM is enclosed with this letter which provides details on how shareholders can vote and/or attend the virtual meeting.

This letter contains some important background and explanatory notes in relation to the resolutions being proposed at the AGM. In particular, I would emphasise the importance of Resolution 4, as the successful passing of this resolution is essential to provide the Board with the minimum flexibility required to have a realistic opportunity to deliver a material acquisition as a platform to enhance the long term value of the Company. This same resolution was not passed at the last AGM, leading to the failure to complete one such transaction earlier in 2021 as, *inter alia*, Ormonde was unable to evidence its ability to conduct share issuances as part of the planned consideration. Accordingly, the Board wishes to emphasise the importance for all shareholders to vote in favour of this resolution, in a transaction landscape which has changed markedly in recent months in terms of financing opportunities for project owners given the increased capital now available to junior mining companies. In order for the Company to be at its most competitive to attract and compete in this M&A environment the Board is once again asking shareholders to approve this resolution.

Should Resolution 4 not be approved, the Board’s ability to engage seriously with project vendors and complete such a deal would be severely limited.

Resolution 1 – Receipt and Consideration of the Accounts

This is an ordinary resolution to receive and consider the Company’s financial statements for the financial year ended 31 December 2020, following a review of the business of the Company.

Resolution 2 – Election of Director

Resolution 2 is an ordinary resolution to re-elect Mr. Timothy Livesey as a Director, following his re-election to the Board at the 2020 AGM. Under the provisions of the Articles of Association of the Company at least one Director is required to retire by rotation at the AGM and offer himself for election by shareholders (by separate resolution). Mr. Livesey, as senior independent director, has agreed to retire by rotation and offer himself for re-election.

Resolution 3 – Auditors’ Remuneration

Resolution 3 is an ordinary resolution proposed each year to permit the Directors to fix the Auditors’ remuneration. The Directors will have this authority no matter who is auditor.

Resolution 4 – Allotment of Relevant Securities

Resolution 4 is an ordinary resolution to grant a general authority to the Directors to allot “relevant securities” of up to an amount equal to the authorised but yet unissued share capital of the Company. In practice, this is a typical public company resolution sought annually and this right provides the Directors with the ability to use the Company’s shares as part or full consideration for a transaction. As noted above and repeated here, the Board considers the passing of this resolution as being critical to provide it with the minimum flexibility required to have a realistic opportunity to deliver a material acquisition as a platform to enhance the long term value of the Company.

Resolution 5 – Allotment of Equity Securities

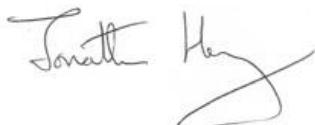
Resolution 5 is a special resolution to authorise the Directors to allot “equity securities”, essentially non-pro-rata issues for cash of ordinary shares of a nominal value equivalent of up to 10% of the nominal value of the issued share capital and issues of shares relating to the grant of any share options or share warrants or the exercise thereof. This resolution also provides the Board with an additional degree of flexibility as it works with Management to implement a value enhancing transaction.

The authorities provided by Resolution 4 and 5, if passed, would expire at the conclusion of the AGM in 2022 or 15 October 2022, whichever occurs first.

Recommendation

The Directors believe that the proposals set out in the resolutions before the meeting are in the best interests of the Company and of shareholders as a whole and, accordingly, the Directors unanimously recommend that you vote in favour of each of the resolutions at the AGM.

Yours faithfully,



Jonathan Henry
Executive Chair

NOTICE OF ANNUAL GENERAL MEETING
OF
ORMONDE MINING PUBLIC LIMITED COMPANY

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Ormonde Mining plc (the “Company”) will be held by way of a virtual meeting in accordance with section 174A(5) of the Companies Act 2014 (as inserted by the Companies (Miscellaneous Provisions) (COVID-19) Act 2020) at 11.00 am IST/BST on 16 July 2021 via a virtual meeting platform provided by Computershare Investor Services (Ireland) Limited (the “**Virtual Meeting Platform**”) and related teleconference facility, for the purpose of considering and, if thought fit, passing the following resolutions of which Resolutions numbered 1 to 4 inclusive will be proposed as Ordinary Resolutions and Resolution 5 will be proposed as a Special Resolution. The members are invited to attend such meeting remotely. Meetings held virtually do not have any physical venue, however shareholders will have the opportunity to attend the meeting by way of audio conference and to vote before or during the meeting.

Ordinary Business

1. To receive and consider the accounts for the year ended 31 December 2020, together with the reports of the Directors and Auditors in relation to those accounts (Resolution 1).
2. To re-elect Mr. Timothy Livesey as a director who is recommended by the Board for re-election as a director and who retires in accordance with the Articles of Association (Resolution 2).
3. To authorise the Directors to fix the remuneration of the Auditors for the year ending 31 December 2020 (Resolution 3).
4. As an ordinary resolution (Resolution 4):

That the Directors be and are hereby generally and unconditionally authorised pursuant to section 1021 of the Companies Act 2014 (the “**2014 Act**”) to exercise all powers of the Company to allot relevant securities (as defined by Section 1021 of the 2014 Act) up to an amount equal to the authorised but as yet unissued share capital of the Company from time to time. The authority hereby conferred in this Resolution 4 shall expire at the close of business on the earlier of the date of the next annual general meeting of the Company held after the date of the passing of this Resolution 4 or 15 October 2022 unless previously renewed, varied or revoked by the Company in a general meeting, provided however that the Company may make an offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired. The authority hereby conferred shall be in substitution for any such existing authority.

Special Business

5. As a special resolution (Resolution 5):

That, subject to the passing of Resolution 4 in the notice convening this meeting, the Directors be and are hereby empowered pursuant to section 1023 of the Companies Act 2014 (the “**2014 Act**”) to allot equity securities (as defined by section 1023 of the 2014 Act) for cash pursuant to the authority conferred by Resolution 4 as if subsection (1) of section 1022 of the 2014 Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:

- (a) in connection with the grant of any options or warrants by the Company or the exercise of such options or warrants;
- (b) in connection with an issue or offering in favour of holders of equity securities and other persons entitled to participate in such issue or offering (other than the Company itself in respect of any shares held by it as treasury shares) where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
- (c) in addition to the authority conferred by paragraphs (a) and (b) of this Resolution 5, up to an aggregate nominal value of ten per cent of the issued share capital of the Company at the date of passing of this Resolution 5,

which power shall expire at the close of business on the earlier of the date of the next annual general meeting of the Company held after the date of the passing of this Resolution 5 or 15 October 2022, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

21 June 2021

BY ORDER OF THE BOARD

Paul Carroll
Secretary

Registered Office:
c/o Smith and Williamson
Paramount Court
Corrig Road
Sandyford Business Park
Co. Dublin
D18 R9C7
Ireland

NOTES

1. If you are in any doubt about the contents of this Notice and what action you should take (including as to the appointment of a proxy via the Euroclear Bank SA/NV (“**Euroclear Bank**”) processes where you hold your interests in shares in Ormonde Mining plc as CREST Depository Interests (“**CDIs**”) through the CREST System (“**CREST**”) or as Belgian law rights through a participant account in the system operated by Euroclear Bank (the “**EB System**”), you are recommended to consult your independent professional adviser, who is authorised or exempted under the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) or the Investment Intermediaries Act 1995 (as amended), if you are resident in Ireland, or who is authorised under the Financial Services and Markets Act 2000 (as amended), if you are resident in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside Ireland or the United Kingdom.
2. This year, due to the Irish government restrictions relating to COVID-19 and uncertainty as to what restrictions will be in place at the time of the Annual General Meeting of the Company (“**AGM**”) due to the evolving situation with COVID-19 (which could have the effect that Directors, all of whom currently reside in the UK, could not attend the meeting without complying with quarantining and isolation measures), a fully virtual meeting will be held in accordance with section 174A(5) of the Companies Act 2014 (as inserted by the Companies (Miscellaneous Provisions) (COVID-19) Act 2020). As the meeting is fully virtual it does not have a physical venue and so it is therefore not possible for you or persons appointed as your proxy to physically attend.
3. All votes at the AGM will be held on a poll (which will include electronic proxy votes validly submitted prior to the AGM and any electronic votes cast via the Virtual Meeting Platform during the AGM).
4. Following the migration of the Company’s ordinary shares from the CREST system to the EB System on 15 March 2021, the process for appointing a proxy and/or voting at the meeting will now depend on the manner in which you hold your ordinary shares in the Company.
5. You will only be able to vote on the resolutions to be considered at the AGM by proxy ahead of the meeting or through the Virtual Meeting Platform during the meeting. If voting by proxy, you are strongly advised to appoint the Chairperson as your proxy to ensure that your vote is counted. If any other person is appointed as proxy, they will not be permitted to attend the meeting in person, but will be able to attend, speak, ask questions and vote at the AGM remotely via the Virtual Meeting Platform and related teleconference facility, further details of which are set out below and in the *Guide to Accessing the AGM* document which accompanies this Notice of AGM.

Members holding shares in certificated form

6. Any member whose name is entered on the Company’s register of members (i.e. any member who holds his or her shares in certificated form and who therefore does not hold their interests in ordinary shares as Belgian law rights through the EB System or as CDIs through CREST) is entitled to vote at a meeting of the Company or may appoint a proxy to vote on their behalf. A proxy need not be a member of the Company. A member can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.
7. The appointment of a proxy may be submitted electronically by any shareholder whose name appears on the register of members of the Company, subject to the terms and conditions of electronic voting, via the internet by accessing the shareholder portal on the Computershare Investor Services (Ireland) Limited website www.eproxyappointment.com. You will need your control number, SRN number and your PIN number, which can be found on the Form of Proxy.
8. If returning your proxy by post, to be effective, the instrument appointing your proxy and any authority under which it is executed must be deposited at Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82 so as to arrive not later than 11:00 a.m. on Wednesday, 14 July 2021. A Form of Proxy is enclosed with this Notice of AGM.

9. If your proxy is executed under a power of attorney, such power of attorney (or a notarially certified copy of such power of attorney) must be deposited at the Registrar's office along with the instrument of proxy.
10. In the case of a corporation this instrument of proxy may be either executed under the common seal or under the hand of an officer or attorney authorised in that behalf.
11. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders and for this purpose seniority shall be determined by the order in which the name stands in the Register of Members in respect of the joint holding.
- 12. In addition to arranging for the submission of proxy appointments for the AGM, a certificated holder must also contact Computershare by emailing clientservices@computershare.ie and providing the name of any third party proxy (other than Euroclear Nominees or the chairperson of the meeting) and details of the shareholder who has appointed the third party proxy to enable the provision of access credentials. Access credentials will be provided to the proxy by email one working day prior to the meeting.**

Holders of CDIs

13. Holders of CDIs representing ordinary shares in the Company ("**CDI Holders**") should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM through the CREST system.
14. Euroclear UK & Ireland Limited ("**EUI**"), the operator of CREST, has arranged for voting instructions relating to the CDIs held in CREST to be received via a third party service provider, Broadridge Financial Solutions Limited ("**Broadridge**"). Further details on this service are set out on the "All you need to know about SRD II" on the EUI webpage (see section CREST International Service – Proxy voting).
15. If you are a CDI Holder, you will be required to make use of the EUI proxy voting service facilitated by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions, as required. To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete a Meetings and Voting Client Set-up Form (CRT408). Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: eui.srd2@euroclear.com.
16. Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.
17. Once CDI Holders have access to the Broadridge platform, they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver proxy voting instructions received from CDI Holders by the Broadridge voting deadline date to Euroclear Bank, by their cut-off and to agreed market requirements. Alternatively, a CDI Holder can send a third party proxy voting instruction through the Broadridge platform in order to appoint a third party (who may be a corporate representative or the CDI Holder themselves) to attend and vote at the meeting for the number of shares specified in the proxy instruction (subject to the Broadridge voting deadline). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions through Broadridge.
18. Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline, so CDI Holders or those acting on their behalf are advised to contact Broadridge to confirm the precise voting deadline, and to take action early to ensure that this deadline is achieved. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.

19. In addition to arranging for the submission of proxy appointments (other than Euroclear Nominees or the chairperson of the meeting) for the AGM, a CDI Holder must also contact Computershare by emailing clientservices@computershare.ie and providing the name of any third party proxy (other than Euroclear Nominees or the chairperson of the meeting) to enable the provision of access credentials. Access credentials will be provided to the proxy by email one working day prior to the meeting.

Further Information for Euroclear Bank Participants

20. Shareholders who hold their interests in the Company's ordinary shares through a participant account in the EB System ("**EB Participants**") can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" (the "**Euroclear Bank Service Description**"). EB Participants can either send:
- electronic voting instructions to instruct Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) ("**Euroclear Nominees**") to either itself or by appointing the chairperson of the meeting as proxy to:
 - (a) vote in favour of all or a specific resolution(s);
 - (b) vote against all or a specific resolution(s);
 - (c) abstain for all or a specific resolution(s); or
 - (d) give discretionary vote to the chairperson of the meeting for all or a specific resolution(s).; or
 - a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the chairperson of the meeting, and who may be a corporate representative or the EB Participant itself) to attend the meeting and vote for the number of ordinary shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address, nationality code). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions.
21. EB Participants may cast a split vote for the same resolution. To do so, the EB Participant will need to send a separate instruction for each chosen vote direction (in favour, against or abstain) for the given resolution. EB Participants will also be able to cast split votes across the different resolutions (i.e. vote in favour of some resolutions or against other resolutions).
22. EB Participants must submit any electronic voting instruction or proxy appointment by 10.00 a.m. on Wednesday, 14 July 2021.
23. In addition to arranging for the submission of proxy appointments (other than Euroclear Nominees or the chairperson of the meeting) for the AGM, an EB Participant must also contact Computershare by emailing clientservices@computershare.ie and providing the name of any third party proxy (other than Euroclear Nominees or the chairperson of the meeting) to enable the provision of access credentials. Access credentials will be provided to the proxy by email one working day prior to the meeting.

Remotely accessing the AGM

24. Holders of certificated shares or any person validly appointed as a proxy for a shareholder will be given the opportunity to remotely access the AGM, ask questions and vote at the AGM via the Virtual Meeting Platform provided by Computershare Investor Services (Ireland) Limited. You can access the Virtual Meeting Platform on your device (whether by smart phone, tablet or PC) operating a compatible browser using the latest version of Chrome, Firefox, Edge or Safari. Please note that Internet Explorer is not supported. It is highly recommended that you check your system capabilities in advance of the meeting day. If you wish to access the AGM using this method, please go to www.meetnow.global/MGSXKS9 on the day of the AGM. Once you have accessed www.meetnow.global/MGSXKS9 from your web browser you will be able to join the meeting once it is open by pressing 'Join Meeting Now'. You will then be prompted to enter your unique shareholder reference number ("**SRN**") and PIN. These can be found printed on the Form of Proxy. Access to the AGM will be available from 10:30 a.m. on 16 July 2021, as further detailed below and in the *Guide to Accessing the AGM* document which accompanies this Notice. However, please note that your ability to vote will not be enabled until the Chairperson formally declares the poll open.
25. There is no requirement for holders of certificated shares to give notice of their intention to access the AGM via the Virtual Meeting Platform. CDI holders or EB Participants (or underlying beneficial holders) wishing to access the AGM via the Virtual Meeting Platform must arrange to have themselves appointed as their own proxy as explained in notes 13 to 23.
26. **Persons appointed as a proxy or corporate representative for a shareholder and wishing to access the AGM via the Virtual Meeting Platform should contact Computershare before 9.30 a.m. on 15 July 2021 by emailing clientservices@computershare.ie for unique log-in credentials. Members and proxies for members accessing the AGM remotely through the Virtual Meeting Platform may vote during the AGM and may speak and ask questions. Further details on how to vote and ask questions are included in the *Guide to Accessing the AGM* document and will be given during the AGM.**
27. Pursuant to Section 1105 of the Companies Act 2014 (as modified by section 1087G of that Act) and Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996, entitlement to attend and vote at the AGM and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.00 p.m. (Monday 12 July 2021) on the day before the day which is 72 hours before the scheduled time of the AGM. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the AGM.

Ormonde Mining plc (the “Company”) notifies you of the annual general meeting of the Company to be held on 16 July 2021 at 11:00 a.m. (the “AGM”).

PIN:

Shareholder Reference Number (SRN)

Please retain this section or keep a record of your PIN and SRN should you wish to gain access to the AGM

Form of Proxy - Annual General Meeting to be held on 16 July 2021 at 11:00 a.m. (the “AGM”)



Cast your Vote online...It's fast, easy and secure!

www.eproxyappointment.com

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 917329

SRN:

PIN:



To view the Notice of AGM and related documentation online log on to: <http://www.ormondemining.com>

To be effective, all proxy appointments must be lodged with the Company's Registrar at:
Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82.
Or through the voting website, www.eproxyappointment.com, by 11:00 a.m. on Wednesday, 14 July 2021.

Explanatory Notes:

1. Every holder has the right to appoint some other person or persons of its choice, who need not be a shareholder, as its proxy to exercise all or any of its rights, to attend and vote on its behalf at the meeting. However, given current Irish government restrictions relating to COVID-19 and to provide certainty in relation to the meeting proceeding as planned, the Company is holding the AGM virtually and there will be no physical venue at which a shareholder or person appointed as a proxy may attend and as a result, we would ask that you appoint the Chairperson as proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which it is authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement. Where a poll is taken at the AGM, a Shareholder, present virtually or by proxy, holding more than one share is not required to cast all its votes in the same way.

2. To be effective, the completed Form of Proxy, together with any power of attorney or other authority which it is executed, a notarially certified copy thereof, or a copy certified by a solicitor practicing in the Republic of Ireland, must be deposited with the Registrar of the Company, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland before the deadline set out above.

3. Subject to the constitution of the Company and provided it is received not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the AGM or any adjournment thereof) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy may also be submitted electronically, subject to the terms and conditions of electronic voting, via the internet by accessing the shareholder portal on the Computershare Investor Services (Ireland) Limited website www.eproxyappointment.com. You will need your control number, shareholder reference number (SRN) and your PIN number, which can be found above on this Form of Proxy.

4. The "Abstain" option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that to select "Abstain" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.

5. Pursuant to Section 1105 of the Companies Act 2014 (as modified by section 1087G of that Act) and Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996, entitlement to attend and vote at the AGM and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.00 p.m. (Monday 12 July 2021) on the day before the day which is 72 hours before the scheduled time of the AGM. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the AGM.

6. The above is how your address appears on the Register of Members. If this information is incorrect, please ring the registrar's helpline on +353 1 447 5566 to request a change of address form or go to www.investorcentre.com/ie to use the online Investor Centre service.

7. Any alterations made to this form should be initialled.

8. Shareholders will be given the opportunity to remotely access the AGM, ask questions and vote at the AGM via a virtual meeting platform provided by Computershare Investor Services (Ireland) Limited (the "Virtual Meeting Platform"). Shareholders can access the Virtual Meeting Platform on your device (whether by smart phone, tablet or PC) operating a compatible browser using the latest version of Chrome, Firefox, Edge or Safari. Please note that Internet Explorer is not supported. It is highly recommended that you check your system capabilities in advance of the meeting day. If you wish to access the AGM using this method, please go to www.meetnow.global/MGSXKS9 on the day. Once you have accessed www.meetnow.global/MGSXKS9 from your web browser you will be able to join the meeting once it is open by pressing 'Join Meeting Now'. You will then be prompted to enter your unique shareholder reference number ("SRN") and PIN. These can be found printed on the Form of Proxy. Access to the AGM will be available from 10:30 a.m. on 16 July 2021, as further detailed below. However, please note that your ability to vote will not be enabled until the Chairperson formally declares the poll open. There is no requirement for Shareholders (registered members) to give notice of their intention to access the AGM. However, persons appointed as a proxy or corporate representative for a Shareholder and wishing to access the AGM should contact Computershare before 9.30 a.m. on 15 July 2021 by emailing clientservices@computershare.ie for unique log-in credentials. Shareholders accessing the AGM remotely through the Virtual Meeting Platform may vote during the AGM and may speak and ask questions. Further details on how to vote and ask questions are included in the Guide to Accessing the AGM document and will be given during the AGM.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed thereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Proxy

Please use a **black** pen. Mark with an X inside the box as shown in this example.

I/We hereby appoint the Chairperson of the AGM OR the following person

Please leave this box blank if you have selected the Chairperson of the AGM. Do not insert your own name(s).

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf on any matter at the Annual General Meeting of Ormonde Mining plc to be held on 16 July 2021 at 11:00 a.m. and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.

* For the appointment of more than one proxy, please refer to Explanatory Note 1 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Resolutions 1-4 are proposed as ordinary resolutions.

Resolution 5 is proposed as a special resolution.

	For	Against	Abstain
1. To receive and consider the accounts for the year ended 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Mr. Timothy Livesey as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorise the directors to fix the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorise the directors to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To empower the directors to allot equity securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as they see fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



Guide to Accessing the AGM

If you have received your control number, SRN number and PIN number, through the receipt of Form of Proxy or have been appointed as a third party representative or corporate representative (and have obtained the relevant SRN and PIN from Computershare), you can access the meeting by following the below instructions.

It is very important that holders holding their shares in uncertificated form or attendees who have been appointed as third-party appointees, follow the instructions included in the Notice of AGM to ensure access to the meeting.

Electronic Meeting

For the 2021 AGM, Ormonde Mining plc will be enabling shareholders to attend and participate in the meeting electronically, should they wish to do so. Shareholders can access the meeting through the AGM website, www.meetnow.global/MGSXKS9

Accessing the AGM Website

Computershare's virtual meeting platform can be accessed online on your device operating a compatible browser using the latest version of Chrome, Firefox, Edge or Safari (whether by smart phone, tablet or PC). Please note that Internet Explorer is not supported. **It is highly recommended that you check your system capabilities in advance of the meeting day.** If you wish to access the AGM using this method, please go to www.meetnow.global/MGSXKS9 on the day.

Logging In

Access to the meeting via the website will be available from 10.30 am on 16 July 2021. Once access is available, you may join by pressing the 'Join Meeting Now' button. You will then be prompted to enter your unique shareholder reference number (SRN) and PIN. These can be found printed on your Form of Proxy.

If you are not a registered shareholder and are attending in the capacity of a third-party proxy or corporate representative, you will need to have provided Computershare with evidence of your appointment and a valid email address. You will then be issued with a unique invitation code within 24 hours of the meeting taking place.

Please note that your ability to vote will not be enabled until the Chairperson formally declares the poll open during the meeting.

There is no requirement for Shareholders to give notice of their intention to access the AGM. However, persons appointed as a proxy or corporate representative for a Shareholder to access the AGM should contact Computershare before 9.30am on 15 July 2021 by emailing clientservices@computershare.ie for unique log-in credentials in order to access the AGM. If documentation supporting the appointment of the corporate representative is supplied later than the deadline stated, issuance of unique credentials to access the meeting will be issued on a best endeavours basis.

Voting

If you vote by proxy, ahead of the proxy voting deadline, you do not need to vote at the meeting for your vote to be counted. However, you will have the ability to vote again during the meeting, with this vote replacing any vote already made by proxy.

Once the Chairperson has formally opened the meeting, they will explain the voting procedure. Voting will be enabled on all resolutions at the start of the formal meeting on the Chairperson's instruction. This means shareholders may, at any time while the poll is open, vote electronically on any or all the resolutions in the Notice of AGM; resolutions will not be put forward separately.

Once the resolutions have been proposed, the resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote: "FOR", "AGAINST" or

“WITHHELD”. Once you have selected your choice, confirmation of the option chosen will appear to indicate your vote has been cast and received. If you make a mistake or wish to change your vote, simply press the link under the confirmation of your previous choice. You may also review all the votes you have cast by pressing the relevant link. You will be able to do this at any time whilst the poll remains open and before the Chairperson announces its closure at the end of the meeting.

Questions

Shareholders attending electronically may either verbally ask question(s) by dialing the phone number which will be available once they have been authenticated and admitted into the meeting. The operator may also verify you as a shareholder prior to being added to the queue to ask a question. Alternatively, questions can be submitted by entering these into the Q&A Chat function within the meeting platform.

Requirements

An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and listen to the audiocast. It is the user’s responsibility to ensure you remain connected for the duration of the meeting.