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If you have sold or otherwise transferred all of your Ordinary Shares in Ormonde Mining plc (“Ormonde” or “the Company”), please immediately forward this document, together with the enclosed Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. **Instructions on how to participate (including by appointing a proxy) in the Annual General Meeting (“AGM”) of Ormonde are set out in the notes to the Notice of AGM enclosed with this letter.**

The Company continues to monitor the impact of COVID-19 and any relevant updates regarding the AGM, including any changes to the arrangements outlined in this letter, will be available on the Company’s website at: <http://ormondemining.com/investors/investor-notices/>.

In the light of current and likely restrictions on public gatherings, you may be asked to prove full vaccination against or recovery from Covid-19 to gain attendance to the AGM and numbers of attendees may be restricted. In the light of the foregoing and of possible measures that may be introduced as referred to above, so as to ensure that your vote is counted, we encourage all shareholders to submit proxy instructions ahead of the meeting and before the voting deadlines, detailed in the notes to the Notice of AGM, to guarantee that you can vote and be represented at the AGM whether capable of attending or not.

Letter from the Chair of Ormonde Mining plc

ORMONDE MINING PUBLIC LIMITED COMPANY
(Registered in the Republic of Ireland, Registered Number 96863)

Directors

Jonathan Henry (Executive Chair)
Tim Livesey (Senior Independent Director)
Richard Brown (Non-Executive Director)
Brian Timmons (Non-Executive Director)

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

6 September 2021

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

Dear Shareholder,

I am writing to you to explain the resolutions to be proposed at the forthcoming Annual General Meeting of the Company (“AGM”) which is to be reconvened **on Thursday 30 September 2021 at 11 a.m. IST/BST** at the Carlton Hotel Blanchardstown, Church Road, Tyrrelstown, Blanchardstown, Dublin 15, Ireland. A copy of the Notice of AGM is enclosed with this letter which provides details on how shareholders can vote and/or attend the meeting.

This letter contains some important background and explanatory notes in relation to the resolutions being proposed at the AGM and to the Board’s recommendations thereon, which are set out in conclusion at the end of this letter. Please read this letter in its entirety to ensure that you, as a shareholder, are well informed on the issues at hand, together with the consequences of your voting, and are able to exercise that vote based on such material information.

As announced on 29 June 2021, Mr. Thomas Anderson, who has informed the Company that he has a beneficial interest of 23.02% of the Company’s voting shares¹, requested that two new ordinary resolutions relating to new director appointments be added to the AGM agenda. One of the proposed directors subsequently withdrew his nomination and, as announced on 31 August 2021, an updated requisition was received nominating Mr. Brendan McMorrow and Mr. Keith O’Donnell as Mr. Anderson’s two new nominee directors.

Having regard to the substance of the matters addressed in this letter, Mr. Brian Timmons, who was appointed as a director of Ormonde in June 2020 to represent Mr. Anderson, recused himself from the Board’s discussions in relation to, and the decision to issue this letter. Mr Timmons has indicated to the Board that he supports the new board nominations and is recommending the associated resolutions to shareholders.

This letter and the recommendations contained within have been agreed unanimously by the other board members, being myself and Mr. Tim Livesey and Mr. Richard Brown, who are both deemed independent by the entire Board.

¹ Ormonde announcement of 26 May 2021

I would like to advise all shareholders to carefully consider the two new director nominations, in addition to Mr. Timmons, recently requisitioned by Mr. Anderson, especially in relation to the matters summarised below and explained further in the body of this letter:

- if these nominations are approved by shareholders at the AGM, then three of the six directors on the revised board of directors, and possibly three of five in the circumstances where Mr. Tim Livesey is not re-elected, would be Mr. Anderson's appointees. The Board considers 50% or higher board representation by a 23% shareholder to be disproportionate and potentially unfair to the interests of the remaining shareholders;
- while Mr. Anderson has indicated that his proposal should find favour as the Chair has a casting vote should there be deadlock of voting at a meeting of an enlarged board, there is no guarantee that Mr. Anderson will not exercise his right to vote against a director being re-elected on retirement by rotation (including Mr. Livesey at the AGM) thereby giving rise to his representatives on the Board being able to cast a majority of the votes;
- your Board therefore strongly believes such nominations to be indicative of an attempt to exert a level of influence whereby Mr. Anderson is seeking to ultimately obtain control of the Board without paying shareholders a fair price for obtaining de facto control of the Company and its assets;
- Mr. Anderson maintains that his strategy for Ormonde is to continue the search for opportunities in the mining sector. However, despite repeated requests for clarification, your Board believes that Mr. Anderson has not been fully transparent in relation to his future intentions and strategy for the Company. The Board also believes that neither of Mr. Anderson's board nominees bring specific attributes which would further the Company's ability to attract or assess projects in the mining sector which are not already available within the existing Board's expertise;
- over the last year, Mr. Anderson has not supported the Board in the pursuit of its strategy, and has made it clear to the Board that if this strategy does not succeed, the Company will have to reconsider an alternative strategy and it is for this reason it should have directors with a wider viewpoint;
- Mr Anderson has sought to have the Company make investments that the Board could not execute for technical, commercial or regulatory reasons and he has represented that he is aware of possible projects for investment by Ormonde, which he plans to table, but not until the appointments of his nominee directors have been approved. The Board believes that the approval of his nominees would provide Mr. Anderson with a level of influence that could adversely affect the impartiality, or perceived impartiality, of the Board to make recommendations in the best interests of the majority of shareholders;
- Mr. Anderson has been offered a compromise position which would have seen one additional director proposed (bringing his appointees to 40% of the enlarged board), and for that board to adopt a mandate to assess a change in strategy and/or a change to the appropriate skills necessary at board and management level that could be needed to implement that revised strategy. However, Mr. Anderson has insisted upon two additional appointees;
- Mr. Anderson has informed the Board that, should resolutions to appoint his two nominees not be included in the notice of the AGM, he will requisition an extraordinary general meeting for the appointment of three new directors which would, if those proposals are adopted, ensure that a majority of the resultant Ormonde board are his nominees; and
- given the difficulties encountered with obtaining Mr. Anderson's support and decreasing cash resources, earlier this year the Board considered the option of winding up the Company with the goal of returning as much cash as possible to shareholders. However, the Board was informed that Mr. Anderson would not support this option.

In the context of the above, and for the reasons set out below, the Board recommends that shareholders vote AGAINST Resolutions 7 and 8, being the resolutions proposed by Mr. Anderson

With regard to the resolutions relating to an increase to the authorised share capital of the Company, share allotment authority and disapplication of pre-emptive rights, the Board wishes to highlight the following points:

- following Mr. Anderson submitting proxy votes against the standard form resolutions (which he had not opposed in prior years) relating to the issuance of shares at the Company's 2020 AGM, Ormonde has been severely restricted in its ability to complete any material transaction, due to an inability to use its shares as part or full consideration for an acquisition;
- given the consequent uncertainty caused to counterparties to potential transactions the Board is now also seeking support for an increase in the Company's authorised share capital from 650 million to 950 million ordinary shares. If passed, this would enable the Company to issue a greater number of shares as consideration in a potential transaction, should the Board believe it to be in the interest of all shareholders. Importantly, this would remove the current uncertainty for potential counterparties in relation to the Board's ability to transact, and potentially increase the number of possible opportunities but would *not* empower the directors to allot shares for cash otherwise than on a pre-emptive basis and would be subject to the usual AIM and Euronext Growth Market Rule requirements, including in relation to reverse takeover shareholder approval and related party transactions; and
- should shareholders not support these resolutions at the upcoming AGM, the Board's ability to engage effectively with counterparties in regard to possible projects and complete any transaction will continue to be severely limited. The consequences of such an outcome may be far reaching, including the continued inability to negotiate and conclude an acquisition, cash resources depletion and ultimately endangering Ormonde's continued suitability for listing.

The Board recommends that shareholders vote IN FAVOUR of Resolutions 1 to 6

Company strategy

Your Board has been pursuing a clear strategy to acquire, explore and develop mining projects in which it has a controlling interest. The Company has spent considerable time and resources identifying and evaluating new opportunities for the deployment of the Company's capital and enhancement of shareholder value through the acquisition of a transformative project for the Company.

However, progress in this regard was slowed, and has ultimately stalled, in the opinion of the Board, following interactions with Mr. Anderson, as summarised in this letter, together with the share allotment authority resolutions not being passed at the last AGM. Such flexibility would, for example, allow Ormonde to utilise shares as initial consideration for an earn-in to a project, enabling the Company to protect its cash balances for utilisation in moving any such project forward, and to assess the potential of that project ahead of taking control (having obtained any necessary Ormonde shareholder approval) at a later stage.

Prior to the 2020 AGM your Board believed it had the support of Mr. Anderson for this strategy and had some success initiating promising transactions on that basis. However, due to the circumstances described herein, your Board currently has an extremely limited ability to progress negotiations on such transactions.

Proposed nomination of directors by Mr. Anderson

As announced on 29 June 2021, Mr. Anderson proposed the nomination of two new directors to the Board, and if these nominations are approved by shareholders at the AGM then three of the six directors, and possibly three of five in the circumstances where Mr. Tim Livesey is not re-elected, on the revised board would be Mr. Anderson's appointees (including his existing appointee, Mr. Timmons). The Board considers 50% or higher board representation by a 23% shareholder to be disproportionate and potentially unfair to the interests of the remaining shareholders.

Since that date, one of the proposed directors withdrew his nomination. A replacement for this nominee has now been tabled by Mr. Anderson, with Mr. Brendan McMorro and Mr. Keith O'Donnell now the two nominated directors.

The Board has conducted limited due diligence on both nominees and is of the view that, notwithstanding the Board has no reason to believe that they would not be suitable for board appointments generally, absent the requisition by Mr. Anderson and given the scale, activity and cost base of the Company, neither are appropriate or necessary candidates to add to the Board at this juncture. Your Board believes that they bring no specific attributes not already available within the existing Board which would further the Company's ability to attract or assess projects in the mining sector and would not be considered by the Board to be independent (given their nomination by, and/or the Company's understanding of their personal or professional association with, Mr. Anderson and each other).

Whilst Mr. Anderson has represented that new directors with substantial corporate experience would bring a completely new breadth of experience and depth of knowledge to Ormonde, the view of the Board differs if the future strategy of the Company is to remain in the exploration and development of mining projects. As noted above, Mr. Anderson has made it clear to the Board that if this strategy does not succeed, the Company will have to reconsider an alternative strategy and it is for this reason it should have directors with a wider viewpoint.

The Board, therefore, does not see the incremental value such nominees would bring to Ormonde's current strategy, and whilst Ormonde continues to search for opportunities in mining exploration and development the Board believes that its current composition and structure is appropriate, being four directors - one executive, Mr. Jonathan Henry, and three non-executives. The non-executive directors currently comprise two independent directors, Mr. Richard Brown and Mr. Tim Livesey, and one non-independent director (i.e., 25% of the Board), Mr. Timmons, who was appointed to represent the interests of Mr. Anderson and who already brings wide corporate experience across several sectors.

In an attempt to address this, Mr. Anderson was offered a compromise position whereby Ormonde would potentially accept one new director, with relevant skills and experience so as to enhance the current board and with a strong preference for a female candidate so that the Board may meet an immediate diversity target set by the Secretariat of the Balance for Better Business, Gender Equality Division, part of the Irish Department of Justice and Equality that is becoming increasingly urgent and to which Ormonde has committed. This would take Mr. Anderson's appointed nominees to 40% of the Board and allow the enlarged Board to work towards agreeing a strategy and direction for the business in the interest of all shareholders.

It was also made known to Mr. Anderson that the Board would be open to assessing a change in strategy and/or a change to the appropriate skills necessary at Board and management level that could be needed to implement that revised strategy, were this compromise to be accepted. This would have allowed the Board to work with Mr. Anderson to agree and then transition to any changed strategy and/or Board and management, while ensuring that all shareholders interests were protected.

Despite these proposals, which the Board considers to be reasonable, and numerous requests for clarification on his strategy and intentions, it appears that Mr. Anderson is unwilling to accept any position other than a representation on the Board of at least three directors being at his nomination.

Board interactions with Mr. Anderson

The Board seeks to manage the Company's affairs in line with the governance required of a company whose shares are traded on the AIM Market and the Euronext Growth Market and the level of shareholder consultation consistent with such governance. However, Mr. Anderson has sought to become involved in the decision making of the Board, including the assessment and rejection of project opportunities under consideration, which the Board has made efforts within governance practices to facilitate in an attempt to maintain a healthy working relationship with its largest shareholder.

In addition, Mr. Anderson has proposed investments to the Board for consideration, at a level without project or corporate control, and some involving minority participation in existing public company fundraisings. Mr. Anderson has been given objective and reasoned appraisals outlining the technical, commercial or regulatory reasons why the Board could not recommend such potential investments as being in the interests of shareholders as a whole, whereas it could progress assessment of other long-term opportunities. Unfortunately, such other opportunities have so far failed to garner his support.

Consequently, your Board has spent a vast amount of time in consideration of the situation and communication with Mr. Anderson, both through Mr. Timmons and in direct correspondence. Neither

avenue has elicited a clear strategy for the Company which Mr. Anderson has indicated he would support unconditionally.

Ormonde has been severely restricted in its ability to continue to attract the interest of potential counterparties with suitable projects since the last AGM. Ultimately Ormonde remains unable to attract project vendors and is without the power to structure any deals or complete any significant transaction which the Board believes would be in the best interests of all shareholders unless it can obtain your favourable votes for Resolutions 1 to 6.

After due deliberation, Mr. Anderson has been advised that the independent non-executive directors could not contemplate supporting a major governance and oversight decision such as his proposed Board changes, on behalf of the shareholders as a whole, without a fundamental and detailed understanding of the strategic intentions behind those proposals, including the nature of possible projects for investment by Ormonde, which it is understood Mr. Anderson plans to table but not until the appointments of his nominee directors have been approved.

Given the situation, earlier this year the Board considered the option of winding up the Company with the goal of returning as much cash as possible to shareholders. However, the Board was informed that Mr. Anderson would not support this option.

Mr. Anderson has requested his views be made clear to shareholders and has recently submitted a letter to the Company for the attention of its shareholders. The letter from Mr. Anderson accompanies this letter. The Board strongly disagrees with a number of Mr. Anderson's views and recollection of events, especially as regards the number of opportunities shared with him by the Company and his stated understanding of the facts pertaining to them. Furthermore, Mr. Anderson has his own nominee on the Board dedicated to representing his interests in Mr. Timmons, who, since his appointment, has been present and supportive in the majority of Board discussions and decisions including those relating to the opportunities reviewed and pursued with Mr. Anderson.

AGM Resolutions

The Board believes it is in the best interests of shareholders as a whole to have a vote on the future of the Company and not to prolong this impasse and operational stasis any longer, not least as the cash available to the Company reduces daily.

Accordingly, following receipt of an amended requisition for nominee directors on behalf of Mr. Anderson, the Notice of AGM enclosed with this letter will consider two resolutions for the appointment of new directors (Resolutions 7 and 8). For all the reasons given above, the Board (with the exception of Mr. Anderson's current board representative, Mr. Timmons, who has recused himself from this decision) is recommending that you vote against these two resolutions.

The Notice of AGM also includes typical resolutions on approval of accounts, non-executive director re-election (on rotation), and authorisations to fix the auditors remuneration and issue shares and disapplication of pre-emption rights, these being the standard authorities to allow the Board and Company to function normally and in the best interests of all shareholders, together with an increase of authorised share capital. These are covered by Resolutions 1 to 6. I would emphasise the importance of shareholders voting in favour of these resolutions, which the Board recommends regardless of the voting position to be taken with respect to new Board nominees, as the successful passing of these resolutions is essential to provide the Board with the flexibility required to have a realistic opportunity to deliver a material acquisition as a platform to enhance the long-term value of the Company.

Should Resolutions 2, 4, 5 and 6 not be approved, the Board's ability to engage seriously with counterparties in regard to possible projects and complete any transaction will continue to be severely limited. The consequences of such an outcome may be far reaching, including the continued inability to negotiate and conclude transactions due to the lack of confidence potential counterparties would have in the ability of the Board to obtain approval for any transaction, cash resources depletion and ultimately a danger to Ormonde's continued suitability for listing.

Resolutions 1 to 6 - Proposed by the Board

The Board recommends that you vote in favour of each of Resolutions 1 to 6:

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.

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 themselves 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 – Increase to Authorised Share Capital

Resolution 4 is an ordinary resolution to grant a general authority to the directors to increase the authorised share capital of the Company by the creation of 300 million Ordinary Shares of €0.01 each, resulting in an increase in Ordinary Shares from 650 million to 950 million shares.

Resolution 5 – Allotment of Relevant Securities

Resolution 5 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 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.

The Board considers the passing of Resolutions 4 and 5 as being critical to provide it with the 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 6 – Allotment of Equity Securities

Resolution 6 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 5 and 6, if passed, would expire 15 months after the passing of Resolutions 5 and 6 (respectively) or at the conclusion of the next AGM of the Company, whichever occurs first.

Resolutions 7 and 8 - Proposed by Mr. Anderson

The Board recommends that you vote against Resolutions 7 and 8.

Resolution 7 – Election of Director

Resolution 7 is an ordinary resolution proposed by Mr. Thomas Anderson to elect Mr. Keith O'Donnell as a director.

Resolution 8 – Election of Director

Resolution 8 is an ordinary resolution proposed by Mr. Thomas Anderson to elect Mr. Brendan McMorrow as a director.

Recommendation

There is no guarantee that Mr. Anderson (and/or shareholders as a whole) will vote in favour of the re-election of Mr. Livesey at the forthcoming AGM. Should Mr. Livesey not be re-elected and Mr. Anderson's resolutions for nominee directors are passed, Mr. Anderson would have appointed a majority of the Board and hence potentially have the ability through those directors to control the destiny of the Company.

Taking into account all of the above, and based on the Board's interaction with Mr. Anderson, the Board strongly believes such nominations to be indicative of an attempt to exert a level of influence whereby Mr. Anderson is seeking to ultimately obtain control of the Board without paying shareholders a fair price for obtaining de facto control of the Company and its assets. Thereby, Mr. Anderson will not incur the usual premium to the current share price, nor the significant advisory expenses and cash cost of acquiring a controlling shareholding in a public company, as such denying what would be fair compensation to other shareholders.

Shareholders are faced with an important choice, which can be summarised as follows:

Either: to support your Board to progress Ormonde's stated strategy of seeking a transformative transaction for the Company (which has been severely hampered in the last year) through the approval of resolutions providing the Board with additional flexibility to negotiate such transactions;

Or: to accept that the future of the Company is unknown and at risk of being put into the control and direction of a Board largely appointed by Mr. Anderson and without any compensation to other shareholders for the level of influence afforded to Mr. Anderson.

Your Board believes that its current strategy is the right one, and new opportunities will be identified if project vendors believe that the Company can transact. This may only occur if the majority of shareholders vote down resolutions to introduce Mr. Anderson's nominees, and vote for the other resolutions described above, thereby lifting the limitations since the prior AGM. Your Board would then act immediately to work with Mr. Anderson, to ensure that he recognises such vote, to understand his plans or projects that he may wish to introduce and to assess any changes necessary in order that his trust in the current Board and management is reinstated.

There can be no assurance that, should a majority of shareholders vote with the Board's recommendations, your Board will be able to effect the strategy and succeed in reinstating a positive working relationship with Mr. Anderson.

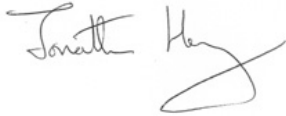
Furthermore, the Board believes that there can be no assurance that the Company's management, which has been integral to both maintenance of existing interests in the Spanish assets held by Ormonde and identification, assessment, negotiation and implementation of any transaction, and would be integral to an orderly winding up of the Company's interests, will remain with the Company without a clear actionable strategy for the business, or that the management team will be willing to remain involved to implement as yet unknown strategic proposals that may be proffered by Mr. Anderson.

As stated above, Mr. Timmons has recused himself from the Board's deliberations and is not participating in these recommendations.

The other directors (“Directors”) believe that the proposals set out before the meeting in Resolutions 1 to 6 are in the best interests of the Company and of shareholders as a whole and, accordingly, the Directors recommend that you vote in favour of each of these resolutions at the AGM.

The Directors believe that the proposals set out in Resolutions 7 and 8 are not in the best interests of the Company and of shareholders as a whole and, accordingly, the Directors recommend that you vote against each of these resolutions at the AGM.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Jonathan Henry". The signature is written in a cursive style with a large, sweeping flourish at the end.

Jonathan Henry
Executive Chair

01/09/2021

Letter to Ormonde Shareholders

Dear Shareholder,

I am writing to seek your support in relation to two nominations to the Board which I have proposed be put to Ormonde Shareholders pursuant to the provisions of the Company's Articles of Association and the Companies Act (2006).

The disposal of the Barruecopardo interest, in February 2020, realised a cash sum of €6million, for the Company, and the opportunity to start afresh to realise value for shareholders. At the time, I met with the new CEO, Jonathan Henry, and agreed to lend him my support in pursuit of his strategy and to support his proposed directors, in seeking out appropriate investment opportunities. I have however since that time been increasingly disappointed with the complete lack of progress of the company.

By way of background, since early 2020, the Company has been in the unique position of holding an appreciable amount of cash. The junior mining sector, meanwhile was going through a difficult period during which it was, to all intents and purposes, starved of capital. In the course 2020, the Company reviewed over 130 projects, but did not complete one. I was, appraised of two, upon each of which I expressed serious reservations, one because of massive equity dilution and the other as the counterparty did not even hold a licence. Since that time, the capital markets have opened up to the junior mining sector, and capital has become much more available, rendering the Company's cash which has been reduced by 25% of much less interest to potential partners and investee.

After painstaking consideration, I determined recently that I should seek to strengthen the board further to allow the board benefit from a wider base of experience. Having previously nominated a director for co-option, Brian Timmons, and having from time to time engaged in further discussion with the other directors of the board without any progress I decided to propose two further directors now.

I am keen to maintain balance on the board. The situation would be that my three nominees, would be of equal number only to the Chairman/CEO plus the other two non-exec directors, Tim Livesey and Richard Brown, whom the Chairman nominated last year. The present Chairman, crucially, would continue to have the casting vote in the event of a tie in any resolutions proposed at Board level. This will ensure the company's independence.

While the Chairman and the non-execs do indeed have experience in the mining sector, I firmly believe, that under these circumstances, more experience, talent and brainpower is better than less and that the interests of Ormonde shareholders are better served by broadening the board's experience.

I found it increasingly difficult to support the current board but will throw my full might behind the enlarged Board. That includes referring to the board opportunities in the sector that cross my desk from time to time – for decision entirely by the Board. I had hoped that such an approach could have worked last year, but the process never got traction. I firmly believe that the persons I have nominated, Keith O Donnell and Brendan McMorrow, both possess the extensive skill, talent and experience that can only support the Board in its endeavours to create significant value for shareholders.

Yours Sincerely



Thomas Anderson

NOTICE OF RECONVENED ANNUAL GENERAL MEETING
OF
ORMONDE MINING PUBLIC LIMITED COMPANY

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Ormonde Mining plc (the “**Company**”) adjourned on 16 July 2021 will be reconvened at 11.00 am IST/BST on Thursday 30 September 2021 at the Carlton Hotel Blanchardstown, Church Road, Tyrrelstown, Blanchardstown, Dublin 15, Ireland, for the purpose of considering and, if thought fit, passing the following resolutions proposed by the Board of which Resolutions numbered 1 to 5 inclusive will be proposed as Ordinary Resolutions and Resolution 6 will be proposed as a Special Resolution. Two further Resolutions numbered 7 and 8 have been added to the agenda, at the request of a nominee holder of shares beneficially owned by Mr. Thomas Anderson, both of which are proposed as Ordinary Resolutions.

As Ordinary Business

Ordinary Resolutions, proposed by the Board

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).

As Special Business

4. As an ordinary resolution (Resolution 4):

That the authorised share capital of the Company be and is hereby increased by the creation of an additional 300,000,000 Ordinary Shares of €0.01 each, resulting in an increase in authorised Ordinary Shares from 650,000,000 to 950,000,000 million shares.

5. As an ordinary resolution (Resolution 5):

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 5 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 the date that is 15 months after the passing of this Resolution 5 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.

6. As a special resolution (Resolution 6):

That, subject to the passing of Resolution 5 in the notice convening this meeting, the Directors be and are hereby empowered pursuant to section 1023 of 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 5 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 6, 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 6,

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 6 or the date that is 15 months after the passing of this Resolution 6, 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.

Ordinary Resolutions, proposed by a shareholder

- 7. To elect Mr. Keith O'Donnell as a director who is proposed by a shareholder for election in accordance with the Articles of Association (Resolution 7).
- 8. To elect Mr. Brendan McMorrow as a director who is proposed by a shareholder for election in accordance with the Articles of Association (Resolution 8).

6 September 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. Please find enclosed a Form of Proxy and Attendance Card for the Annual General Meeting of the Company (“AGM”).

The well-being of our shareholders and our people is a primary concern for the Directors. We are closely monitoring the COVID-19 situation and any advice by the Government of Ireland in relation to the pandemic. We will take all recommendations into account in the conduct of the AGM. The Company continues to monitor the impact of COVID-19 and any relevant updates regarding the AGM, including any changes to the arrangements outlined in this letter, will be available on the Company’s website at <http://ormondemining.com/investors/investor-notice/>.

In the event that it is not possible to hold the AGM either in compliance with public health guidelines or applicable law or where it is otherwise considered that proceeding with the AGM as planned poses an unacceptable health and safety risk, the AGM may be adjourned or postponed to a different time and/or venue, or the manner in which it is proposed to be held may be varied, in which case notification of such adjournment or postponement or variation will be given in accordance with the Company’s Articles of Association and (where applicable) the Companies (Miscellaneous Provisions (Covid-19)) Act 2020.

In the light of current and likely restrictions on public gatherings, you may be asked to prove full vaccination against or recovery from Covid-19 to gain attendance to the AGM and numbers of attendees may be restricted. In the light of the foregoing and of possible measures that may be introduced as referred to above, so as to ensure that your vote is counted, we encourage all shareholders to submit proxy instructions ahead of the meeting and before the voting deadlines, detailed in these notes, to guarantee that you can vote and be represented at the AGM whether capable of attending or not.

2. To be valid, all proxy instructions (whether submitted directly by way of a completed Form of Proxy in the case of holders of Ordinary Shares in certificated (i.e. paper) form, or through the EB System (in the case of Euroclear Bank participants) or through the CREST system (“CREST”) (in the case of holders of CREST Depository Interests (“CDIs”)) must be submitted as soon as possible, so as to reach the Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82 (the “Registrar”) to be received by the Registrar by no later than 11.00 a.m. on 28 September 2021. A prepaid envelope has been included with this Notice of AGM for your convenience.

Alternatively, electronic proxy appointment is also available. This facility enables shareholders to appoint a proxy by electronic means by logging on to www.eproxyappointment.com. To appoint a proxy on this website shareholders need to enter a Control Number, a Shareholder Reference Number (SRN), a PIN and agree to the terms and conditions specified by the Registrar. These numbers can be found on the top of the Form of Proxy enclosed with this notice. Such proxy appointment must be received by 11.00 a.m. on 28 September 2021.

Persons holding interests in Ordinary Shares through the EB System or CREST (via a holding in CDIs), will also need to comply with any additional voting deadlines imposed by the respective service offerings and will also need to make arrangements for their appointment as proxy, should they wish to attend the meeting in person. Again, all persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

Instructions on appointing a proxy and voting are set out below.

3. Urgent action to be taken
Shareholders are entitled to appoint a proxy in respect of the AGM. The migration of the Company’s ordinary shares (“Ordinary Shares”) from CREST to the securities settlement system operated by Euroclear Bank SA/NV (“Euroclear Bank”) (the “EB System”), on March 15, 2021, has affected the process for appointing a proxy and/or voting on the resolutions to be proposed at the AGM. The process to be followed will depend on the manner in which you hold your interests in Ordinary Shares and is briefly set out below. In particular, persons who hold their interests in Ordinary Shares as Belgian law rights through the EB System or as CDIs through CREST 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 respective systems.
4. Your attention is drawn to the Letter from the Chair which accompanies this Notice of AGM, which explains the background to the reconvened AGM of Ormonde Mining plc, requisitions to appoint directors by a shareholder and the recommendations of the Board of Directors of Ormonde in relation to the resolutions before the meeting.
5. 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 processes where you hold your interests in shares in Ormonde Mining

plc as CDIs through CREST or as Belgian law rights through 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.

6. As the AGM is being reconvened following an adjournment to allow for additional resolutions to be considered with a new record date for voting, we are advised that, in order to ensure that your votes will be taken into account, all instructions given to Euroclear Bank or, in the case of CDI Holders, given to Broadridge Financial Solutions Limited ("**Broadridge**"), will need to be confirmed and that Euroclear Bank will not be able to act on any existing instructions. If you hold your shares in certificated form, as new resolutions (no's 7 and 8 relating to appointment of additional directors and no. 4 relating to an increase in authorised share capital) were not included in the original notice of AGM or your form of proxy, in order to have your vote counted at the AGM, you should submit a new form of proxy. Please see below additional instructions relevant to members who hold their interests in shares in the Company in certificated form, via CDI or as participants in the EB System.
7. Following the migration of the Ordinary Shares from the CREST system to the EB System on 15 March 2021, the process for appointing a proxy, attending and/or voting at the meeting will now depend on the manner in which you hold your ordinary shares in the Company.

Appointment of proxies

8. A member who is entitled to attend, speak and vote at the AGM is entitled to appoint a proxy (or more than one proxy provided they are in respect of different Ordinary Shares) as an alternate to attend, speak and vote on their behalf and may appoint more than one proxy to attend on the same occasion in respect of shares held in different securities accounts. A member may appoint the Chair of the AGM, or (subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic) him/herself or another person who need not be a member of the Company as a proxy. On any other business which may properly come before the AGM, or any adjournment thereof, and whether procedural or substantive in nature (including without limitation any motion to amend a resolution or adjourn the meeting) not specified in this Notice of AGM, the proxy will act at their discretion. The deposit of an instrument of proxy will not preclude a member from attending and voting in person at the AGM or at any adjournment thereof, subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic. Should you wish to appoint more than one proxy, please read carefully the explanatory notes accompanying the Form of Proxy. Holders of CDIs ("**CDI Holders**") and/or investors who hold their interests in Ordinary Shares through a participant account in the EB System ("**EB Participants**") wishing to attend, speak or ask questions at the AGM must arrange to have themselves appointed as their own proxy as explained Notes 18 and 19 below.

Exercising your right to vote

9. As a shareholder, you have several ways to exercise your right to vote, depending on the manner in which you hold your Ordinary Shares:
 - a) in the case of shareholders who are registered members and hold Ordinary Shares in certificated (i.e. paper) form:
 - i. by attending the AGM in person (subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic); or
 - ii. by appointing (either electronically or by returning a completed Form of Proxy) the Chair of the AGM or another person as a proxy to attend the AGM and vote on your behalf; or
 - b) in the case of CDI Holders:
 - i. by sending electronic voting instructions to Euroclear Bank via Broadridge, a third party service provider; or
 - ii. by appointing a proxy via the Broadridge global proxy voting service to attend and vote at the meeting; and
 - c) in the case of EB Participants:
 - i. by sending electronic voting instructions to Euroclear Bank via SWIFT or to EasyWay Corporate Actions; or
 - ii. by sending a proxy voting instruction to Euroclear Bank to appoint a third party (other than Euroclear Nominees Limited (i.e., the nominee of Euroclear Bank) ("**Euroclear Nominees**") or the Chair of the AGM) to attend and vote at the meeting.

Persons who hold their interests in the Ordinary Shares as Belgian law rights through the EB System or as CDIs and wish for their vote to be counted and/or to attend the meeting, should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxies and voting instructions for the AGM through the respective systems.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

Completion of a Form of Proxy

10. A Form of Proxy is enclosed with this Notice of AGM. Shareholders who are registered members and hold Ordinary Shares in certificated (i.e. paper) form and who wish to appoint a proxy should complete the Form of Proxy in accordance with the instructions printed thereon. To be effective, the Form of Proxy duly completed and signed together with any authority under which it is executed or a copy of such authority certified notarially must be deposited at the offices of the Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82 to be received by the Registrar by no later than 11.00 a.m. on not less than 48 hours before the time appointed for the AGM or any adjournment thereof.
11. The Form of Proxy for corporations must be executed under the corporation's common seal (if applicable) or under the hand of a duly authorised officer or attorney thereof and submitted in accordance with note 10 above.
12. Where shares are jointly held, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other registered holder(s) of the share(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

Proxy voting by CDI Holders

13. In respect of CDI Holders, Euroclear UK & Ireland Limited ("EUI"), the operator of CREST, has arranged for voting instructions relating to CDIs held in CREST to be received via Broadridge. Further details on this service are set out on the "All you need to know about SRD II in Euroclear UK & Ireland" webpage of the Euroclear Bank website (www.euroclear.com) which is accessible to CREST participants (see section CREST International Service– Proxy voting).
14. If you are a CDI Holder, you will be required to use the EUI proxy voting service facilitated by the 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), a copy of which is available on the Euroclear Bank website (www.euroclear.com) which is accessible to CREST participants. 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.
15. Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you, share further detailed information on the service offering, and initiate the process for granting your access to the Broadridge platform.
16. 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 its 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 in respect of the number of Ordinary 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.
17. Broadridge's voting deadline is expected to be earlier than Euroclear Bank's voting instruction deadline as set out below. Broadridge may set a deadline that is more than two (2) days prior to Euroclear Bank's voting instruction deadline. At the date of this Notice of AGM, Broadridge has not clarified how their voting arrangements will operate where the record date is later than the voting instruction date, however as the CDI voting deadline is expected to be before the record date, CDI holders that want to appoint and instruct the chair of the AGM as their proxy and to vote on their behalf at the AGM may need to make additional arrangements to send a TTE (transfer-to-escrow) instruction to an EUI escrow account. If required, it is envisaged that the securities will be released from escrow, as soon as practicably possible, on the business day following the record date for the AGM, unless otherwise specified by

Broadridge. TTE instructions are read in conjunction with the voting instructions formally lodged and on their own do not constitute voting instructions. CDI Holders should pay close attention to any notices specifically relating to this AGM and are strongly encouraged to familiarise themselves with Broadridge's new arrangements when clarified, including the new voting deadlines and procedures, and requirements in relation to nationality declarations, and to take any further actions required by Broadridge before they can avail of the Broadridge voting service as soon as possible. CDI holders are additionally advised that any purchases which are expected to settle after the Broadridge voting deadline but before the record date will be settled on the basis that the purchaser may be unable to exercise any underlying voting or attendance rights. It is understood that Broadridge will use best endeavours to accept late votes, changes and cancellations from a CDI Holder after the voting deadline but there is no guarantee that these will be processed within the requisite timeframes.

Proxy voting by EB Participants

18. 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 "**EB Services Description**"), which is available on the Euroclear Bank website (www.euroclear.com).

EB Participants can either send:

- a) electronic voting instructions to instruct Euroclear Nominees to either itself, or by appointing the Chair of the AGM as a proxy:
- i. vote in favour of all or a specific resolution(s);
 - ii. vote against all or a specific resolution(s);
 - iii. abstain in respect of all or a specific resolution(s); or
 - iv. give a discretionary vote to the Chair of the AGM for all or a specific resolution(s); or
- b) a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chair of the AGM), who may be a corporate representative or the EB Participant themselves, to attend the meeting and vote 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). There is no facility to offer a letter of representation or to appoint a corporate representative other than through submission of third party proxy appointment instructions.
19. Euroclear Bank's voting instruction deadline is expected to be 10:00 a.m. (Irish time) on Tuesday 28 September 2021. It is not expected that it will be possible to change or cancel voting instructions after Euroclear Bank's voting deadline.

Record Date

20. 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. Sunday 26 September 2021, being 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.