

Ormonde Mining plc

Letter from the Chair of Ormonde Mining plc

ORMONDE MINING PUBLIC LIMITED COMPANY

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

Directors
Brian Timmons
(*Non Executive Chairman*)
Brendan McMorro
Keith O'Donnell

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

20 June 2022

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 Wednesday, 28 September 2022 commencing at 11am at The Radisson Blu St. Helen's Hotel, Stillorgan Rd, Booterstown, Dublin, A94 V6W3, Ireland**. A copy of the Notice of AGM and the Form of Proxy are enclosed with this letter which provides details on how shareholders can vote and/or attend the AGM.

This letter contains some important background and explanatory notes in relation to the resolutions being proposed at the AGM.

Resolution 1 – Receipt and Consideration of the Financial Statements

This is an ordinary resolution to receive and consider the Company’s Financial Statements for the financial year ended 31 December 2021, following a review of the business of the Company.

Resolution 2 – Election of Director

Resolution 2 is an ordinary resolution to re-elect Mr. Brian Timmons as a Director. 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. Timmons, as Non-Executive Chairman, 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 authorise the Directors to fix the Auditors’ remuneration.

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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 right provides the Directors with the ability to use the Company’s shares as part or full consideration for a transaction.

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 and issues in connection with offers to shareholders on a pro rata basis (subject to any variations required to deal with fractional entitlements or practical or legal considerations relating to any territory). 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 2023 or 27 December 2023, 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,

Brian Timmons

Non-Executive Chairman

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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 on **Wednesday, 28 September 2022 commencing at 11am at The Radisson Blu St. Helen's Hotel, Stillorgan Rd, Booterstown, Dublin, A94 V6W3, Ireland** 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.

Ordinary Business

1. To receive and consider the Financial Statements for the year ended 31 December 2021, together with the reports of the Directors and Auditors thereon (Resolution 1).
2. To re-elect Mr. Brian Timmons 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 2021 (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 27 December 2023 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 Resolution

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 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,

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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 27 December 2023, 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.

20 June 2022

BY ORDER OF THE BOARD

Brendan McMorrow
Secretary

Registered Office:

c/o Smith and Williamson,
Paramount Court, Corrig Road, Sandyford Business Park, Dublin 18, D18 R9C7, Ireland

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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**”), the 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, following the Irish government lifting restrictions relating to COVID-19, the Annual General Meeting of the Company (“**AGM**”) will be held in person on Wednesday, 28 September 2022 commencing at 11am at The Radisson Blu St. Helen's Hotel, Stillorgan Rd, Booterstown, Dublin, A94 V6W3, Ireland. You or your proxy will only be able to attend the AGM in person at the venue of the meeting.
3. All votes at the AGM will be held on a poll during the meeting.
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 in person or by proxy during the meeting. There will not be an ability for you or your proxy to vote the resolutions via a virtual platform. If voting by proxy, you are strongly advised to appoint the Chairperson as your proxy.
6. 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 6:00pm on Saturday, 24 September 2022, 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.

Members holding shares in certificated form

7. 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.
8. 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 11am on Monday, 26 September 2022. 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.

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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.

Holders of CDIs

12. 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.
13. 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).
14. 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.
15. 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.
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 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.
17. 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.

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Further Information for Euroclear Bank Participants

18. 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.
19. 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).
20. EB Participants must submit any electronic voting instruction to Euroclear Nominees or proxy appointment to the Company by 10am on Monday, 26 September 2022.

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Form of Proxy of Ormonde Mining Public Limited Company (the “Company”)

FOR USE AT THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD AT 11AM ON WEDNESDAY, 28 SEPTEMBER 2022 COMMENCING AT 11AM AT THE RADISSON BLU ST. HELEN'S HOTEL, STILLORGAN RD, BOOTERSTOWN, DUBLIN, A94 V6W3, IRELAND AND ANY ADJOURNMENT OF THAT MEETING

I/We.....

of.....

..... being (a) member(s) of the above Company **HEREBY APPOINT:**

.....of..... or failing him / her,

.....of.....or failing him / her,

the Chairman of the meeting to be my / our proxy to vote for me / us and on my / our behalf at the Annual General Meeting of the Company convened for Wednesday, 28 September 2022 commencing at 11am at The Radisson Blu St. Helen's Hotel, Stillorgan Rd, Booterstown, Dublin, A94 V6W3, Ireland and at any adjournment of that meeting.

I / We direct the proxy to vote for / against* the resolutions to be proposed thereat by indicating with an “X” in the boxes below as to how my / our vote for each resolution is to be cast.

*Please indicate with an ‘x’ in the boxes below how you wish your votes to be cast, i.e. for or against the resolution. If you do not do so, the proxy will vote or abstain as he/she thinks fit.

	Resolutions	For*	Against*
1.	To receive and consider the accounts for the year ended 31 December 2021, together with the reports of the Directors and Auditors thereon		
2.	To elect Mr Brian Timmons as a Director who is recommended by the Board for election as a Director		
3.	To authorise the Directors to fix the remuneration of the Auditors for the year ended 31 December 2021		
4.	To authorise the Directors to allot relevant securities		
5.	To authorise the Directors to allot equity securities for cash and to dis-apply statutory pre-emption rights		

DATED THIS day of **2022**

SIGNATURE.....

NAME IN FULL (BLOCK LETTERS).....

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Notes:

1. Any member entitled to vote at a meeting of the Company is entitled to appoint a proxy to vote on his/her behalf. A proxy need not be a member of the Company, but you are strongly advised to appoint the Chairman as your proxy.

2. To be effective, this instrument of proxy and any authority under which it is executed must be received by:

**The Company Registrar
Ormonde Mining plc
Computershare Investor Services (Ireland) Limited
3100 Lake Drive
Citywest Business Campus
Dublin 24, D24 AK82, Ireland
no later than 11am on Monday, 26 September 2022.**

3. If this instrument of 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 this instrument.

4. 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 on behalf of that corporation.

5. 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.

6. Voting at the AGM will be by means of poll during the meeting. There will not be an ability for your proxy to vote the resolutions via a virtual platform.