
THIS DOCUMENT IS IMPORTANT. When considering what action to take on the contents of this document, you are recommended to seek your own financial advice immediately from an independent financial adviser being, if you are resident in Ireland, an organisation or firm authorised under the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) or the Investment Intermediaries Act 1995 (as amended) or, if you are resident in the United Kingdom, an organisation or firm authorised pursuant to the Financial Services and Markets Act 2000 of the United Kingdom (as amended) or, if you are not so resident, from another appropriately authorised independent financial adviser in the relevant jurisdiction.

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. If you have sold only part of your holding of Ordinary Shares in the Company, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The statements contained in this document are not to be construed as legal, business, financial or tax advice. If you are in any doubt about the contents of this document, you should consult your own legal adviser, financial adviser or tax adviser for legal, business, financial or tax advice.

The release, publication or distribution of this document in, into or from jurisdictions other than Ireland or the United Kingdom may be restricted by the laws of those jurisdictions. Therefore persons into whose possession this document comes should inform themselves about, and observe, such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities laws of relevant jurisdictions.

Neither the London Stock Exchange nor Euronext Dublin are required to, or have, examined or approved the contents of this document.

The Directors of Ormonde (whose names are set out on page 4) accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors of Ormonde (having taken all reasonable care to ensure that such is the case), the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

Ormonde Mining plc

(incorporated and registered in Ireland under the Companies Act 2014 with registered number 96863)

Proposed Disposal of La Zarza Landholding, Drillcore and Data Assets and Notice of Extraordinary General Meeting

This document is not a prospectus and does not contain an offer to the public to purchase or subscribe for securities within the meaning of the Prospectus Regulations. This document has not been approved by the UK Financial Conduct Authority or the Central Bank of Ireland. This document does not constitute a prospectus and a copy of it has not been and will not be delivered to the Registrar of Companies in Ireland or in England and Wales. This document is a Circular relating to the Proposed Disposal of the Ormonde Group’s interest in La Zarza which has been prepared in accordance with the Euronext Growth Market Rules and the AIM Rules.

Davy, which is regulated in Ireland by the Central Bank of Ireland, is acting exclusively for Ormonde and no-one else in connection with the Proposed Disposal. Davy will not regard any other person (whether or not a recipient of this document) as its customer or be responsible to any other person for providing the protections afforded to customers of Davy nor for providing advice in relation to the transactions and arrangements described in this document. Davy is not making any representation or warranty, express or implied, as to the contents of this document. Davy has not approved the contents of, or any part of, this document and no liability whatsoever is accepted by Davy for the accuracy of any information or opinions contained in this document or for the omission of any information from this document.

Your attention is drawn to the letter from the Chairman set out on pages 4 to 6 of this document, which explains the purpose of the Resolution to be proposed at the Extraordinary General Meeting and includes a unanimous recommendation from the Board to vote in favour of the Resolution. Notice of the Extraordinary General Meeting of Ormonde Mining plc, to be held at the Radisson Blu St. Helen’s Hotel, Stillorgan Road, Booterstown, Dublin, A94 V6W3 at 11.30 am on Wednesday 28 September, 2022, or as soon thereafter as the Company’s annual general meeting convened for 11.00 am on the same date and at the same place has concluded or been adjourned, is set out at the

end of this document. To be valid, the enclosed Form of Proxy for use in connection with the Extraordinary General Meeting should be completed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, by not later than 11.30 am on 26 September, 2022 (or, in the case any adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting). However, please note that persons holding shares through the Euroclear Bank or CREST (via CDI) systems must also comply with any additional voting deadlines imposed by the Euroclear Bank system (expected to be 11:00 am on 26 September 2022) and Broadridge, which will be earlier than the Euroclear Bank 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. All persons affected are recommended to 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 EGM through the respective systems. Further information

Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the Extraordinary General Meeting should they so wish.

Further instructions on how to appoint a proxy are set out in the notes to the Notice of EGM set out in this document and on the Form of Proxy.

The statements contained in this document are made as at the date of this document, unless some other time is specified in relation to them, and service of this document shall not give rise to any implication that there has been no change in facts set out in this document since such date. Ormonde does not intend or undertake any obligation to update any information contained in this document, except as required by applicable law.

No statement in this document is intended to constitute a profit forecast or profit estimate for any period, nor should any statement be interpreted to mean that losses or losses per share will necessarily be greater or lesser than those for the relevant preceding financial periods for Ormonde. Furthermore, no statement in this document is intended to constitute a valuation of any asset of Ormonde.

This document includes forward-looking statements. The words "believe", "anticipate", "expect", "intend", "aim", "plan", "predict", "continue", "assume", "positioned", "may", "will", "shall", "risk" and other similar expressions that are predictions of or indicate future events and future trends identify forward-looking statements. These forward-looking statements also include statements regarding the intentions, belief or current expectations of the Directors, Ormonde or the Ormonde Group concerning, among other things, the results of operations, expectations in respect of the Proposed Disposal, financial condition, liquidity, prospects, growth and strategies of the Ormonde Group.

By their nature, forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the control of the Ormonde Group, that could cause the actual results of the Ormonde Group to differ materially from those indicated in any such statements. Shareholders should not place undue reliance on forward-looking statements because they may involve known and unknown risks, uncertainties and other factors that are in many cases beyond the control of the Ormonde Group. By their nature, forward-looking statements involve risks and uncertainties because such statements relate to events and depend on circumstances that may or may not occur in the future.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	Time and Date
Announcement of the Proposed Disposal	29 July, 2022
Date of publication of this Circular	30 August, 2022
Latest time and date for receipt of Forms of Proxy for the EGM	11.30 am on 26 September, 2022
Annual General Meeting	11.00 am on 28 September 2022
EGM	11.30 am on 28 September, 2022 ¹
Expected Completion of the Proposed Disposal	30 September 2022

Note: Each of the times and dates in the table above is indicative only and may be adjusted by Ormonde, in which event details of the new times and dates will be notified, by way of an announcement issued via the Regulatory News Service, to Euronext Dublin and to the London Stock Exchange. References to times in this Circular are to Dublin times unless otherwise stated.

¹ Or as soon thereafter as the Company's annual general meeting convened for 11.00 am on the same date and at the same place has concluded or been adjourned.

LETTER FROM THE CHAIRMAN

ORMONDE MINING PLC

(incorporated and registered in Ireland under the Companies Act 2014 with registered number 96863)

Directors

Brian Timmons (*Chairman*)

Brendan McMorro (*Chief Executive*)

Keith O'Donnell (*Non-Executive Director*)

Registered Office

C/O Smith & Williamson

Paramount Court

Corrig Road

Sandyford Business Park

Dublin 18, D18R9C7

Ireland

30 August 2022

To the Shareholders and, for information only, to the Option Holders

Dear Shareholder,

**Proposed Disposal of La Zarza Landholding, Drillcore and Data Assets
and
Notice of Extraordinary General Meeting**

1. INTRODUCTION

Ormonde announced on 29 July 2022 that it had entered into a conditional framework agreement for the sale of its interests in the La Zarza Copper-Gold Project, Badajoz, Spain, for a cash consideration of €2.3 million to La Zarza Minería Metalica S.L.U, a subsidiary of Spanish company Tharsis Mining S.L., which controls the mining rights to La Zarza.

Under the terms of the Sale Agreement, which has been concluded at a premium to the book value of La Zarza of €2.0 million, the Company will receive €800,000 on Completion of the Disposal, with the balance to be paid in three equal payments of €500,000 on the first, second and third anniversaries of Completion of the Disposal. Ormonde will hold security in the form of a property mortgage in respect of the deferred cash payments together with a guarantee by Tharsis Mining S.L. of the obligations of La Zarza Buyer.

The Proposed Disposal constitutes a transaction which is classified as a fundamental change in business pursuant to Rule 15 of the AIM Rules and therefore requires the approval of the Shareholders at an EGM of the Company, which will be held at the Radisson Blu St. Helen's Hotel, Stillorgan Road, Booterstown, Dublin, A94 V6W3 at 11.30 am on Wednesday 28 September, 2022, or as soon thereafter as the Company's annual general meeting convened for the same date and at the same place at 11.00 am has concluded or been adjourned. The Proposed Disposal is conditional on approval by Ormonde Shareholders at the EGM which is convened by means of the Notice at the end of this document.

Contingent on the approval of the Disposal by Shareholders, the Company will become an AIM Rule 15 cash shell pursuant to the AIM Rules and a cash shell pursuant to the Euronext Growth Rules following Completion. Accordingly, the Company will have a period of six and 12 months under the AIM Rules and the Euronext Growth Rules, respectively, to complete a reverse takeover before trading in its shares will be automatically suspended by the relevant exchange.

Mr. Thomas Anderson, the Company's largest shareholder, has given an irrevocable commitment to La Zarza Minería Metalica S.L.U. to vote in favour of the Resolution to be proposed at the EGM.

The purpose of this document is to provide details on the Proposed Disposal, to set out the reasons for the Proposed Disposal, to explain why your Board considers the Proposed Disposal to be in the best interests of the Shareholders as a whole and to recommend that Shareholders vote in favour of the Resolution to be proposed at the EGM.

2. BACKGROUND TO AND REASONS FOR THE PROPOSED DISPOSAL

The Disposal relates to the Company's landholding, drill core and data assets associated with La Zarza. Ormonde prepared a feasibility study for an underground mining operation at La Zarza in 2008 which highlighted the need for a larger resource to justify development. Progress thereafter has been impeded by Ormonde owning the land but not the prospecting rights.

The Company has, for some time, been advancing a disposal process in relation to La Zarza and the Board, since its reconstruction in 2021, has been working to monetise its interest in La Zarza. The Company valued its La Zarza interests at €2.0 million on 31 December 2021, with the assets represented in the financial statements as "Assets held for sale". There were no profits or losses attributable to the La Zarza assets for the year ended 31 December 2021.

This is an important milestone for Ormonde in positioning the Company to execute new opportunities which leverage its financial strength and have the prospect of generating value for shareholders in the medium term.

The Board believes that concluding a transaction which will release value from these assets at a premium to the book value is an excellent outcome for the Company and its shareholders. It places the Company on a stronger financial footing to acquire new projects in line with Ormonde's strategy to generate shareholder value by leveraging its balance sheet and resources. The Board does not believe that holding La Zarza in the longer term would be likely to result in a suitable opportunity to exploit and derive a sufficient return from La Zarza or that a higher purchase price would be reasonably likely to be achievable.

3. THE LA ZARZA SALE AGREEMENT

The La Zarza Sale Agreement governs the Proposed Disposal of Ormonde España's interest in La Zarza to the La Zarza Buyer for a total cash consideration of €2,300,000. Under the La Zarza Sale Agreement, the Proposed Disposal is conditional on the passing of the Resolution of the EGM by Ormonde Shareholders at the EGM. The La Zarza Sale Agreement may be terminated if the Proposed Disposal is not approved by Ormonde Shareholders at the EGM. The La Zarza Sale Agreement includes certain customary representations and warranties given by the parties and other provisions dealing with the Completion of the Proposed Disposal. In addition, it includes a guarantee by Tharsis Mining of the obligations of the La Zarza Buyer and provides for the delivery on Completion of a mortgage over the La Zarza lands to Ormonde España to secure the obligations of the La Zarza Buyer and requires the delivery of a letter of comfort from Inversion Y Gestion Corporativa S.L., the holding company of a group of engineering, telecommunications, and renewable energy companies which is controlled by the same group of shareholders who own La Zarza Buyer and Tharsis Mining.

4. CASH SHELL

The Company will on Completion become a cash shell and, as such, would be required to make an acquisition or acquisitions which constitute(s) a reverse takeover on or before the date falling six months and twelve months respectively from Completion, failing which the Company's Ordinary Shares would then be suspended from trading on AIM and Euronext Growth. Admission to trading on AIM and Euronext Growth would be cancelled six months from the date of suspension should the reason for the suspension not be rectified during that period.

Any failure in completing an acquisition or acquisitions which constitute(s) a reverse takeover under AIM Rule 14 and Euronext Growth Rule 3.2 will result in the cancellation of the Company's Ordinary Shares from trading on AIM and Euronext Growth.

Following the completion of the Disposal, the Company will be dependent upon the ability of the Board to identify suitable acquisition targets. As at the date hereof, the Directors are reviewing opportunities in a range of sectors including, inter alia, precious metals, and battery metals which will be of increasing significance in the emerging industries of the future.

There is however no guarantee that the Company will be able to acquire an identified opportunity at an appropriate price nor any guarantee that the Company will be successful in meeting the AIM and Euronext Growth deadlines as described above.

The Company continues to operate on a prudent, cost-effective manner with a view to conserving cash for investment in a meaningful project or projects.

5. EXTRAORDINARY GENERAL MEETING

The EGM will be held at the Radisson Blu St. Helen's Hotel, Stillorgan Road, Booterstown, Dublin, A94 V6W3 at 11.30 am on Wednesday 28 September, 2022, or as soon thereafter as the Company's annual general meeting convened for the same date and at the same place at 11.00 am has concluded or been adjourned, at which Shareholders will be asked to consider, and, if thought fit, to pass the Resolution.

The implementation of the Proposed Disposal is conditional upon the approval of the Shareholders being obtained at the EGM. Accordingly, you will find, set out at the end of this Circular, a notice convening the EGM at which the Resolution will be proposed to approve the Proposed Disposal.

The full text of the Resolution is set out in the EGM Notice.

The Resolution will be proposed as an ordinary resolution requiring a simple majority of votes in favour of the Resolution. The Proposed Disposal will not proceed if the Resolution is not passed. The Resolution proposes that the Proposed Disposal be approved and that the Directors be authorised to implement the Proposed Disposal.

6. ACTION TO BE TAKEN

A Form of Proxy for use by Shareholders at the EGM is enclosed. Whether or not Shareholders intend to be present at the meeting, they are requested to complete and sign the Form of Proxy and return it to the Registrar so as to arrive no later than 48 hours before the time fixed for the EGM. The completion and return of the Form of Proxy will not preclude Shareholders from attending the EGM and voting in person should they wish to do so.

Further instructions on how to cast your vote and appoint a proxy, including for those shareholders holding their shares via the Euroclear System or via CREST, are set out in the notes to the Notice of EGM set out in this document and on the Form of Proxy.

In considering whether or not to vote in favour of the Proposed Disposal, you should read the whole of this Circular and not rely solely on the summarised information.

7. IMPORTANCE OF THE VOTE

The approval of the Resolution is a condition for Completion of the Proposed Disposal. In the event that the Resolution is not approved, the Proposed Disposal will not proceed. In such event, there can be no guarantee that a better return for shareholders from La Zarza can be obtained either by development or sale in the future.

8. RECOMMENDATION

The Board considers the passing of the Resolution to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board unanimously recommends that you vote in favour of the Resolution.

Yours faithfully,
Brian Timmons
Chairman

DEFINITIONS

In this document the following expressions have the following meanings unless the context otherwise requires or unless otherwise provided:

“AIM”	the Alternative Investment Market operated by the London Stock Exchange;
“AIM Rules”	the rules governing the admission to and operation of AIM, as published by the London Stock Exchange from time to time;
“Board”	the board of Directors of Ormonde, whose names are set out on page 4 of this document;
“Business Day(s)”	any day (other than a Saturday or a Sunday) on which banks are generally open in Dublin and in London for normal business;
“Broadridge”	Broadridge Proxy Voting Service, a third party service provider engaged by EUI in connection with the voting service provided in respect of CDIs;
“Circular”	this document dated 30 August 2022;
“Completion”	completion of the Proposed Disposal in accordance with the terms of the La Zarza Sale Agreement;
“CREST Depository”	CREST Depository Limited, a subsidiary of EUI;
“CREST Depository Interest” or “CDI”	an English law security issued by the CREST Depository that represents a CREST members’ interest in the underlying share;
“CREST” or “CREST System”	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by EUI;
“Davy”	J&E Davy, trading as Davy including its affiliate Davy Corporate Finance;
“Directors”	the directors of the Company whose names are set out on page 4 of this document;
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company, to be held at the Radisson Blu St. Helen’s Hotel, Stillorgan Road, Booterstown, Dublin, A94 V6W3 at 11.30 am. on Wednesday 28 September, 2022, or as soon thereafter as the Company’s annual general meeting convened for the same date and place at 11.00 am has concluded or been adjourned, notice of which is set out at the end of this document;
“EGM Notice”	the notice of EGM set out at the end of this Circular;
“EUI”	Euroclear UK & Ireland Limited, a company incorporated in England and Wales, the operator of the CREST System;
“Euroclear Bank”	Euroclear Bank SA/NV, an international CSD incorporated in Belgium;
“Euroclear System” or “EB System”	the securities settlement system operated by Euroclear Bank and governed by Belgian law;

“Euronext Growth Market”	the Euronext Growth Market operated by Euronext Dublin;
“Euronext Growth Rules”	the rules governing the admission to and operation of Euronext Growth Market, as published by Euronext Dublin from time to time;
“Form of Proxy”	the form of proxy for use at the EGM;
“Group” or “Ormonde Group”	Ormonde Mining plc and its subsidiaries;
“Ireland”	the island of Ireland, save for Northern Ireland;
“La Zarza”	the La Zarza landholding, drill core and data assets owned by Ormonde España S.L.U;
“La Zarza Buyer”	means La Zarza Minería Metálica S.L.U, a company incorporated and registered in Spain whose registered office/seat is c/ Pueblo Nuevo s/n, Tharsis (Alosno), 21530 Huelva Spain CIF B02637692.
“La Zarza Sale Agreement” or “Sale Agreement”	the Framework Agreement between (1) Ormonde España S.L.U. (2) Ormonde Mining plc (3) La Zarza Minería Metálica S.L.U.and (4) Tharsis Mining S.L. dated 28 July 2022 for the sale of La Zarza, the principal terms of which are described in paragraph 3 of the Letter from the Chairman included in this document;
“Notice of EGM”	the notice of EGM set out in this document;
“Option Holders”	holders of options under the Ormonde Share Option Scheme;
“Ordinary Shares”	ordinary shares of nominal value €0.01 each in the Company;
“Ormonde” or “the Company”	Ormonde Mining plc;
“Ormonde España”	Ormonde España S.L.U, a private company with limited liability incorporated under the laws of Spain, a subsidiary of the Company;
“Proposed Disposal” or “Disposal”	the sale of the Ormonde Group’s entire interest in La Zarza under the terms of the La Zarza Sale Agreement;
“Prospectus Regulations”	the Prospectus (Directive 2003/71/EC) Regulations 2005 of Ireland (as amended);
“Registrar”	the Company’s registrar, being Computershare Investor Services (Ireland) Limited of 3100 Lake Drive, Citywest Business Park, Dublin 24, D24 AK82, Ireland;
“Resolution”	the ordinary resolution contained in the EGM Notice, to be proposed in the manner specified in the EGM Notice at the EGM;
“Shareholder(s)”	holder(s) of the Company’s Ordinary Shares;
“subsidiary”	has the meaning given to that term by Section 7 of the Companies Act 2014; and
“Tharsis Mining”	a company incorporated and registered in Spain whose registered office/seat is at calle Pueblo Nuevo s/n, Tharsis (Alosno), 21530 Huelva, Spain CIF 90367525.

Notes:

- (i) Unless otherwise stated in this document, all references to statutes or other forms of legislation shall refer to statutes or forms of legislation of Ireland. Any reference to any provision of any legislation shall include an amendment, modification, re-enactment or extension thereof.
- (ii) Words importing the singular shall include the plural and *vice versa* and words importing the masculine gender shall include the feminine or neuter gender.

NOTICE OF EXTRAORDINARY GENERAL MEETING
of
ORMONDE MINING PLC

(incorporated and registered in Ireland under the Companies Act 2014 with registered number 96863)

Notice is hereby given that the Extraordinary General Meeting of Ormonde Mining plc (the "Company") will be held at the Radisson Blu St. Helen's Hotel, Stillorgan Road, Booterstown, Dublin, A94 V6W3 at 11.30 am on Wednesday 28 September, 2022, or as soon thereafter as the Company's annual general meeting convened for the same date and at the same place at 11.00 am has concluded or been adjourned, to consider and, if thought fit, pass the following resolution, which will be proposed as an ordinary resolution:

RESOLUTION: ORDINARY RESOLUTION

"That the Company be and is hereby authorised to enter into, perform and complete the Proposed Disposal and the La Zarza Sale Agreement (as such terms are defined for the purposes of the Circular accompanying the notice convening this meeting) and the Directors of the Company be authorised: (1) to take all such steps as may be necessary or desirable in connection with, and to implement, the Proposed Disposal and the La Zarza Sale Agreement; and (2) to agree such modifications, variations, revisions, waivers or amendments to the terms and conditions of the Proposed Disposal and the La Zarza Sale Agreement, and to any documents or arrangements relating thereto as they may consider to be appropriate."

BY ORDER OF THE BOARD

Brendan McMorrow

Secretary

Registered Office:
C/O Smith & Williamson
Paramount Court
Corrig Road
Sandyford Business Park
Dublin 18
D18R9C7
Ireland

Dated: 30 August 2022

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A proxy need not be a member of the Company.
2. The instrument of proxy, to be valid, must be received by the Company's Registrars, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland not later than 11.30 am on 26th September 2022.
3. In the case of a corporation this instrument may be either under the common seal or under the hand of an officer or attorney authorised in that behalf.
4. 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.
5. If a proxy is executed under a Power of Attorney such Power of Attorney must be deposited at the Registrar's office along with the instrument of proxy.
6. Completing and returning a Form of Proxy shall not preclude a member from attending and voting at the meeting should he/she so wish.

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7. Only these members registered in the Company's register of members at:
- (i) 6:00p.m. on the day four days before the date of the Extraordinary General Meeting; or
 - (ii) If the Extraordinary General Meeting is adjourned, at 6:00 p.m. on the day four days prior to the adjourned Extraordinary General Meeting,
- shall be entitled to attend and vote at the Extraordinary General Meeting. Changes to entries in the register after that time will be disregarded in determining the right of any person to and / or vote at the meeting.

FORM OF PROXY

FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD AT THE RADISSON BLU ST. HELEN'S HOTEL, STILLORGAN ROAD, BOOTERSTOWN, DUBLIN, A94 V6W3 AT 11.30 A.M. ON WEDNESDAY 28 SEPTEMBER 2022, OR AS SOON THEREAFTER AS THE COMPANY'S ANNUAL GENERAL MEETING CONVENED FOR THE SAME DATE AND AT THE SAME PLACE AT 11.00 A.M. HAS CONCLUDED OR BEEN ADJOURNED AND AT ANY ADJOURNMENT THEREOF.

ORMONDE MINING PUBLIC LIMITED COMPANY (THE "COMPANY")

I / We

Of

Being (a) member(s) of the above Company **hereby appoint:**

..... of or failing them

..... of or failing them

The Chairman of the meeting to be my / our proxy to vote for me / us and on my / our behalf at the Extraordinary General Meeting to be held at 11.30 am on 28 September 2022 at the Radisson Blu St. Helen's Hotel, Stillorgan Road, Booterstown, Dublin, A94 V6W3, Ireland and at any adjournment thereof.

Please indicate with an X in the box below how you wish your vote to be cast in respect of the following ordinary resolution, the details of which are set out in the notice convening the meeting.

**ORDINARY RESOLUTION TO APPROVE
THE PROPOSED DISPOSAL**

For

Against

If no specific direction as to voting is given, the proxy will vote or abstain at his / her discretion.

DATED THIS..... **day of** **2022.**

SIGNATURE

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. All votes at the EGM will be held on a poll during the meeting.
3. 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.
4. You will only be able to vote on the resolutions to be considered at the EGM 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.
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 EGM and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6pm on Saturday, 24 September 2022, the day before the day which is 72 hours before the scheduled time of the EGM. 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 EGM.

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. 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 11.30 am on Monday, 26 September 2022. A Form of Proxy is enclosed with this Notice of EGM.
8. 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.
9. 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.
10. 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

11. 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 EGM through the CREST system.
12. 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).

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13. 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.
 14. 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.
 15. 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.
 16. 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.

Further Information for Euroclear Bank Participants

17. 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.
18. 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).
19. EB Participants must submit any electronic voting instruction to Euroclear Nominees or proxy appointment to the Company by 11.30 am on Monday, 26 September 2022.