

ORMONDE MINING PUBLIC LIMITED COMPANY

(Registered in Ireland, Registered Company Number 96863)

Directors

Jonathan Henry (Executive Chairman)
Timothy Livesey
Richard Brown
Brian Timmons

Company Secretary

Paul Carroll

Registered Office

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

9 November 2020

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**”), all of which the board of Directors (the “**Board**”) is recommending for your approval. The AGM will be held at 11.00 am on Thursday, 3 December 2020 at Bracetown Business Park, Clonee, Co. Meath, Ireland. A copy of the Notice of the AGM and the Form of Proxy are enclosed with this letter.

You are no doubt aware that, in order to comply with the public health guidance from the Irish government and applicable regulations in respect of the movement or gathering of persons for the purposes of preventing, limiting, minimising or slowing the spread of COVID-19, the Board announced on 4 September 2020 that the Company had cancelled the AGM convened for 17 September 2020.

At the time of publication of this Notice, the Irish government has in place compulsory measures restricting public gatherings as a result of COVID-19. In light of these measures, uncertainty as to which measures will be applicable at the time of the AGM, with the safety and wellbeing of the Company’s shareholders and staff in mind, and in addition to all members of the Board currently being located outside of Ireland, the Company will run the AGM this year effectively as a closed meeting. The Company will not be in a position to facilitate physical attendance at the AGM. You will be able to listen live to the business of the meeting through a teleconference facility.

The Company will make arrangements for a quorum to be present to transact the formal business of the meeting as set out in the Notice, with Directors participating in the meeting by teleconference.

Although you will not be able to attend the AGM, we ask shareholders to participate in the meeting as follows:

- to vote on the resolutions: please use the Form of Proxy, which accompanies this letter;
- to raise questions: please submit any questions that you would like to ask by emailing agm2020@ormondemining.com by no later than 11.00 am on Tuesday, 1 December 2020. All correspondence should include sufficient information to identify you as a shareholder on the Register of Members; and
- to listen to the business of the AGM: we will be providing a teleconference facility which will allow you to listen to the business of the AGM only; to enable the teleconference to proceed smoothly you will not be able to use this facility to vote, ask questions or speak during the meeting. You can access this teleconference by dialling-in to one of the following numbers at the time of the meeting and using the pin code provided:
 - Ireland: +353 (0)1 246 5637
 - UK: +44 (0)330 336 9104Pin Code: 162047

All resolutions will be put to a poll. The poll results will be announced on the Company’s website, www.ormondemining.com, as soon as practicable after the AGM.

To ensure all shareholders are fully represented by voting at the meeting, I would urge each of you to complete, sign and return your Form of Proxy to Computershare Investor Services (Ireland) Limited as

Ormonde Mining plc - Notice of Annual General Meeting

soon as possible but, in any event, Forms of Proxy must be received by Computershare no later than 11.00 am on Tuesday, 1 December 2020.

The following are explanatory notes in relation to the resolutions being proposed at the AGM.

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 2019, following a review of the business of the Company.

Resolutions 2, 3 and 4 – Election of Directors

Resolutions 2, 3 and 4 are ordinary resolutions to elect Mr Timothy Livesey, Mr Richard Brown and Mr Brian Timmons as Directors, all of whom were appointed to the Board since the 2019 annual general meeting. Under the provisions of the Articles of Association of the Company, these Directors are required to retire at the AGM and offer themselves for election by shareholders (by separate resolutions).

Resolution 5 – Auditors' Remuneration

Resolution 5 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.

Resolutions 6 and 7 – Share Capital

Resolution 6 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 from time to time. This will facilitate pro-rata issues of shares (such as rights issues).

Resolution 7 is a special resolution, subject to the passing of Resolution 6, to authorise the Directors to allot "equity securities", essentially (i) 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 of the Company; and (ii) issues of shares relating to the grant of any share options or share warrants or the exercise of such options or warrants.

These authorities in Resolutions 6 and 7 will expire 15 months after the passing of Resolutions 6 and 7 (respectively) or at the conclusion of the next AGM of the Company, whichever occurs first.

Resolution 8 – Market Purchases

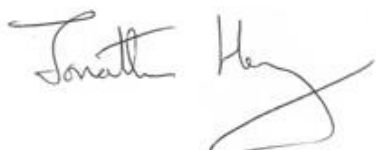
Resolution 8 is a special resolution allowing the Company to make market purchases and overseas market purchases of up to 47,250,748 of its shares, representing approximately 10% of the issued share capital of the Company at the time of the Notice of AGM. The maximum price which the Company may pay for these shares will be limited to 5% above the average closing price of the relevant shares on the Euronext Growth market for the five days before such a purchase is made.

The authority in Resolution 8 will expire 15 months after the passing of that resolution or at the conclusion of the next AGM of the Company, whichever occurs first.

Recommendation

The Directors believe that the proposals set out in the resolutions in the Notice 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 these resolutions.

Yours faithfully,



Jonathan Henry

Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING
OF
ORMONDE MINING PUBLIC LIMITED COMPANY

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Ormonde Mining plc (the “**Company**”) will be held by way of a closed meeting at 11.00 am on Thursday, 3 December 2020 at Bracetown Business Park, Clonee, Co. Meath, Ireland for the purpose of considering and, if thought fit, passing the following resolutions of which Resolutions numbered 1 to 6 inclusive will be proposed as Ordinary Resolutions and Resolutions 7 and 8 will be proposed as Special Resolutions.

Ordinary Business

1. To receive and consider the accounts for the year ended 31 December 2019, together with the reports of the Directors and Auditors in relation to those accounts (Resolution 1).
2. To elect Mr Timothy Livesey as a Director who is recommended by the Board for election as a Director and who retires in accordance with the Articles of Association (Resolution 2).
3. To elect Mr Richard Brown as a Director who is recommended by the Board for election as a Director and who retires in accordance with the Articles of Association (Resolution 3).
4. To elect Mr Brian Timmons as a Director who is recommended by the Board for election as a Director and who retires in accordance with the Articles of Association (Resolution 4).
5. To authorise the Directors to fix the remuneration of the Auditors for the year ending 31 December 2019 (Resolution 5).
6. As an ordinary resolution (Resolution 6):

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 6 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 3 March 2022 unless previously renewed, varied or revoked by the Company in a general meeting, provided however that the Company may make an offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired. The authority hereby conferred shall be in substitution for any such existing authority.

Special Business

7. As a special resolution (Resolution 7):

That, subject to the passing of Resolution 6 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 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) the allotment of equity securities 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 7, 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 7,

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 7 or 3 March 2022, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

8. As a special resolution (Resolution 8):

That the Company be and is hereby generally and unconditionally authorised to make market purchases (as defined in section 1072 of the 2014 Act) and overseas market purchases (as defined in section 1072 of the 2014 Act) of any shares of and in the Company and to enter into any contract of purchase, which will or might be concluded wholly or partly after the expiry of the authority conferred by this Resolution 8, provided that:

- (a) the maximum number of shares which may be acquired pursuant to the authority conferred by this Resolution 8 shall be 47,250,748 representing approximately 10% of the issued share capital of the Company as at the date of the notice of the meeting at which this resolution is passed;

- (b) the maximum price which may be paid for shares pursuant to the authority conferred by this Resolution 8 shall be no more than 5% above the average of the official closing prices of the relevant shares on Euronext Growth market, operated by Euronext Dublin, for the five days before such a purchase is made; and
- (c) the minimum price which may be paid for shares purchased pursuant to the authority conferred by this Resolution 8 shall be €0.001 per share,

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 8 or 3 March 2022, whichever first occurs, save that the Company may before such expiry enter into an agreement to purchase its shares and the Directors may effect the purchase those shares pursuant to such an agreement as if the power conferred hereby had not expired.

9 November 2020

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. All votes at the AGM will be held on a poll (which will include proxy votes validly submitted prior to the AGM).
2. 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. A member can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.
3. This year, due to the Irish government restrictions relating to COVID-19 and uncertainty as to what restrictions will be in place at the time of the AGM, in effect a closed AGM will be held, with no parties other than members constituting the necessary quorum being admitted. The Company will not be able to facilitate your physical attendance at the meeting on health and safety grounds.
4. You will only be able to vote on the resolutions to be considered at the AGM by proxy. You are strongly advised to appoint the Chairman as your proxy to ensure that your vote is counted.
5. 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 Tuesday, 1 December 2020. A Form of Proxy is enclosed with this notice.
6. 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.
7. In the case of a corporation this instrument may be either executed under the common seal or under the hand of an officer or attorney authorised in that behalf.
8. 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.
9. Members may submit questions prior to the AGM by sending an email to the Secretary at agm2020@ormondemining.com as soon as possible but in any event no later than 11.00 am on Tuesday, 1 December 2020.
10. You will be able to listen to the business of the AGM by using a teleconference facility. This facility will **not** enable you to vote, ask questions or speak during the meeting. Access the teleconference at the time of the meeting by dialling one of the numbers below and entering the pin code:

Ireland: +353 (0)1 246 5637
UK: +44 (0)330 336 9104
Pin Code: 162047
11. Pursuant to sections 1095 and 1105 of the Companies Act 2014, entitlement to vote at the meeting and the number of votes which may be cast at that meeting will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the date of the meeting (or in the case of an adjournment as at close of business on the day which is two days before the date of the adjourned meeting). 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 meeting.

FORM OF PROXY

OF

ORMONDE MINING PUBLIC LIMITED COMPANY (THE "COMPANY")

FOR USE AT THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD BY WAY OF A CLOSED MEETING AT 11.00 AM ON THURSDAY, 3 DECEMBER 2020 AT BRACETOWN BUSINESS PARK, CLONEE, CO. MEATH, 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 by way of a closed meeting for 11.00 am on Thursday, 3 December 2020 at Bracetown Business Park, Clonee, Co. Meath, 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 2019, together with the reports of the Directors and Auditors thereon		
2.	To elect Mr Tim Livesey as a Director who is recommended by the Board for election as a Director		
3.	To elect Mr Richard Brown as a Director who is recommended by the Board for election as a Director		
4.	To elect Mr Brian Timmons as a Director who is recommended by the Board for election as a Director		
5.	To authorise the Directors to fix the remuneration of the Auditors for the year ended 31 December 2019		
6.	To authorise the Directors to allot relevant securities		
7.	To authorise the Directors to allot equity securities for cash and to dis-apply statutory pre-emption rights		
8.	To authorise the Company to make market purchases and overseas market purchases of its own shares		

DATED THIS day of **2020**

SIGNATURE.....

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

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 11.00 am on Tuesday, 1 December 2020.

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. Due to the current Irish government restrictions relating to COVID-19 and uncertainty as to measures applicable at the time of the meeting, the Company will not be able to facilitate your personal attendance at the AGM. Voting is by means of a poll and you should **vote by appointing a proxy** under this instrument of proxy.