



ANDRADA MINING LIMITED
ANNUAL GENERAL MEETING
29 September 2023

Quorum check = 37.6%

Total shares issued = 1 538 955 533

In attendance / Proxy = 578 699 065

RESOLUTIONS		FOR¹	%	AGAINST	%	WITHHELD²
ORDINARY						
1	To receive and adopt the Annual Financial Statements of the Company and the Directors' report and the report of the Auditors for the year ended 28 February 2023.	536,588,516	93.77	35,660,207	6.23	5,479
2	That Glen Parsons shall be re-elected as a director of the Company.	495,707,274	87.11	73,328,482	12.89	3,293,446
3	That Hiten Mohanlal Ooka shall be elected as a director of the Company.	526,045,296	91.92	46,244,929	8.08	38,977
4	That Gida Nakazibwe Sekandi shall be elected as a director of the Company.	526,045,296	91.92	46,244,929	8.08	38,977
5	That Messrs BDO LLP be reappointed as Auditors to the Company	572,244,337	99.99	79,386	0.01	5,479
6	That the Directors be authorised to approve the remuneration of the Company's Auditors	571,840,403	99.93	404,417	0.07	84,382

RESOLUTIONS		FOR ¹	%	AGAINST	%	WITHHELD ²
ORDINARY						
7	<p>The Company be generally and unconditionally authorised to make on market acquisitions of Ordinary Shares on such terms and in such manner as the Directors determine provided that:</p> <p>a. the maximum aggregate number of Ordinary shares which may be purchased is 153 895 553 Ordinary Shares.</p> <p>b. the minimum price (excluding expenses) which may be paid for each Ordinary share is £0.01.</p> <p>c. the maximum price (excluding expenses) which may be paid for any Ordinary Share does not exceed 110% per cent of the average closing price of such shares for the 5 business days of AIM prior to the date of purchase; and</p> <p>d. this authority shall expire at the conclusion of the next Annual General Meeting of the Company unless such authority is renewed prior to that time (except in relation the purchase of Ordinary Shares the contract for which was concluded before the expiry of such authority, in which case such purchase may be concluded wholly or partly after such expiry).</p>	536,474,419	93.74	35,821,928	6.26	32,855
8	<p>In substitution for any and all previous authorisations, the Directors of the Company be and are hereby authorised to exercise all powers of the Company to issue equity securities (as defined in Article 5.1 of the Articles) in respect of up to 507 855 325 shares (representing approximately 33% of the issued share capital of the Company as at 29 August 2023) in the capital of the Company in accordance with Article 4.2 of the Articles such authority to expire, unless previously renewed, revoked or varied by the Company by ordinary resolution, at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on the date falling 15 months from the date of the passing of this Resolution, but in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be issued or granted after the authority given to the Directors of the Company pursuant to this Resolution ends and the Directors of the Company may issue or grant equity securities under any such offer or agreement as if the authority given to the Directors of the Company pursuant to this Resolution had not ended. This Resolution is in substitution for all unexercised authorities previously granted to the Directors of the Company to issue or grant Equity Securities.</p>	568,037,766	99.27	35,821,928	6.26	141,217
9	<p>To receive and approve the Remuneration Policy as set out on pages 44 to 46 in the Company's Annual Report for the year ended 28 February 2023.</p>	498,575,309	87.17	73,402,545	12.83	351,348

RESOLUTIONS		FOR ¹	%	AGAINST	%	WITHHELD ²
EXTRAORDINARY						
10	That the Directors be and are hereby authorised to exercise all powers of the Company to grant rights to subscribe for shares to directors or employees of the Company in accordance with Article 4.2 of the Articles as part of the previously adopted directors and employees share option schemes (together the “Options”), and to issue shares pursuant to the exercise of such Options, as if the pre-emption rights contained in Article 5.2 of the Articles did not apply to such issue or grant, and provided that the authority hereby conferred, unless previously renewed, revoked or varied by the Company by extraordinary resolution, shall expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on the date falling 15 months from the date of the passing of this Resolution (unless previously renewed, revoked or varied by the Company by extraordinary resolution), save that the Company may before such expiry make an offer or agreement which would or might require Options to be granted after such expiry and the Directors may issue or grant the Options in pursuance of such an offer or agreement, and issue shares pursuant to the exercise of Options, as if the authority conferred by the above resolution had not expired.	494,347,156	86.39	77,897,664	13.61	84,382
11	Subject to the passing of Resolution 8, the Directors of the Company be and they are hereby authorised to exercise all powers of the Company to issue equity securities in the capital of the Company pursuant to the issue referred to in Resolution 8 as if the pre-emption rights contained in Article 5.2 of the Articles did not apply to such issue provided that (i) the maximum aggregate number of equity securities that may be issued under this authority is (or shall relate to rights to subscribe for or convert securities into) 153 895 553 shares, being approximately 10% of the issued share capital of the Company (excluding treasury shares); and (ii) the authority hereby conferred, unless previously renewed, revoked or varied by the Company by extraordinary resolution, shall expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on the date falling 15 months from the date of the passing of this Resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be issued after such expiry and the Directors may issue or grant equity securities in pursuance of such an offer or agreement as if the authority conferred by the above resolution had not expired. This Resolution is in substitution for all unexercised authorities previously granted to the Directors of the Company to issue or grant equity securities in the capital of the Company as if the pre-emption rights contained in Article 5.2 of the Articles did not apply to such issue or grant.	548,192,950	96.42	20,367,364	3.58	3 768 888

RESOLUTIONS		FOR ¹	%	AGAINST	%	WITHHELD ²
EXTRAORDINARY						
12	That the Directors of the Company be and are hereby authorised to exercise all powers of the Company to issue, grant rights to subscribe for, or to convert any securities into, up to 140,000,000 (one hundred and forty million) shares in the capital of the Company in connection with the subscription for shares by Orion Mine Finance Fund III LP (“OMF”) and the subscription for convertible loan notes OMF Fund III (F) Ltd (“OMFF”) pursuant to a subscription agreement between the Company (1) OMF (2) and OMFF (3) further details of which were set out in RNS No 3523J as amended by RNS No 4105J, both published by the Company on 15 August 2023 (the “Subscription Agreement”), in each case as if the pre-emption rights contained in Article 5.2 of the Articles did not apply to such issue or grant. The authority granted by this resolution is granted in accordance with Articles 4.2 and 5.2 of the Articles, shall be in addition to the authority granted pursuant to Resolutions 8 and 10 and shall expire, unless previously renewed, revoked or varied by the Company by ordinary resolution, at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on the date falling 15 months from the date of the passing of this Resolution.	569,719,037	99.79	1,189,326	0.21	1 420 838

1. The "**For**" proxy vote includes those giving the Chairman discretion.
 2. A vote "**Withheld**" is not a vote in law and is not counted in the calculation of the proxy votes "**For**" or "**Against**" the resolution.
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