



ANDRADA MINING LIMITED

(Incorporated in Guernsey under registered number 63974)

(The "Company")



ANNUAL GENERAL MEETING FORM OF PROXY

For use at the Annual General Meeting of the Company to be held at 11:00 a.m. on 30 September 2024 at PO Box 282, Oak House, Hirzel Street, St Peter Port, Guernsey GY1 3RH (the "Annual General Meeting").

I/WE _____

BLOCK LETTERS

OF _____

ADDRESS

being (a) member(s) of the Company hereby appoint the Chairman of the Annual General Meeting (See Note 1)

OR _____

as my/our proxy and to attend, speak, and vote for me/us on my/our behalf at the Annual General Meeting and at any adjournment thereof. My/our proxy is to vote as indicated below in respect of each of the resolutions set out in the Notice of Annual General Meeting (see Note 3). On any other business that may properly come before the Annual General Meeting (including any motion to amend a resolution or to adjourn the Annual General Meeting), the proxy will act at his/her discretion.

Please indicate by placing an "X" in this box if this proxy appointment is one of multiple appointments being made (see Note 2).

	FOR	AGAINST	WITHHELD
ORDINARY RESOLUTIONS			
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 29 February 2024.			
2. That Terence Goodlace shall be re-elected as a Director of the Company having retired by rotation under Article 24.9 of the Articles of Incorporation of the Company (the "Articles") and offered himself for re-election.			
3. That Laurence Robb shall be re-elected as a Director of the Company having retired by rotation under Article 24.9 of the Articles of Incorporation of the Company (the "Articles") and offered himself for re-election.			
4. That Messrs BDO LLP be reappointed as Auditors to the Company.			
5. That the Directors be authorised to approve the remuneration of the Company's Auditors.			
6. 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: <ul style="list-style-type: none"> a. the maximum aggregate number of Ordinary Shares which may be purchased is 165 348 761 Ordinary Shares; b. the minimum price (excluding expenses) which may be paid for each Ordinary Share is GBP0.01; 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 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 to 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). 			



	FOR	AGAINST	WITHHELD
<p>7. 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 545 650 910 shares (representing approximately 33% of the issued share capital of the Company as at 28 August 2024) in the capital of the Company under 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>			
EXTRAORDINARY RESOLUTIONS			
<p>8. 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.</p>			
<p>9. Disapplication of pre-emption rights (general) THAT, subject to the passing of resolution 7 and in place of all existing powers to the extent unused, the Directors be authorised to issue equity securities as if the pre-emption rights contained in Article 5.2 of the Articles did not apply to such issue provided that such authority shall be limited to:</p> <ul style="list-style-type: none"> a. the issuance of equity securities in connection with an offer of equity securities by way of a fully pre-emptive offer: <ul style="list-style-type: none"> i. to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and ii. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; b. the issuance of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) of this resolution) to any person up to a maximum of 165 348 761 shares being approximately 10% of the issued share capital of the Company (excluding treasury shares); and 			



	FOR	AGAINST	WITHHELD
<p>c. the issuance of equity securities or sale of treasury shares (otherwise than pursuant to paragraphs (a) or (b) of this resolution) to any person up to an aggregate nominal amount equal to 20% of any issuance of equity securities or sale of treasury shares from time to time under paragraph (b). such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022.</p> <p>The power granted by this resolution will expire on the date which is 15 months after the date on which this resolution is passed or, if earlier, the conclusion of the Company's next Annual General Meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be issued after such expiry and the Directors may issue equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.</p>			
<p>10. Disapplication of pre-emption rights (acquisition or capital investment) THAT, subject to the passing of resolution 7, the Directors be authorised, in addition to any authority granted under resolution 9, to issue equity securities and/or sell Ordinary Shares held by the Company as treasury shares for cash as if the pre-emption rights contained in Article 5.2 of the Articles did not apply to such issuance or sale, provided such authority shall be:</p> <p>a. limited to the issuance of equity securities or sale of treasury shares up to a maximum of 165 348 761 shares, to be used only for the purpose of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022; and</p> <p>b. limited to the issuance of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) above) to any person up to an aggregate nominal amount equal to 20% of any issuance of equity securities or sale of treasury shares from time to time under paragraph (a) above. such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022.</p> <p>The power granted by this resolution will expire on the date which is 15 months after the date on which this resolution is passed or, if earlier, the conclusion of the Company's next Annual General Meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be issued after such expiry and the Directors may issue equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.</p>			

DATED: _____

SIGNED OR SEALED _____

(see Note 4)



Notes

1. If a member wishes to appoint as a proxy a person other than the **Chairman of the Annual General Meeting**, the name of the other person should be inserted in block capitals in the space provided. A proxy need not be a member of the **Company** but must attend the **Annual General Meeting** in person. Any alteration or deletion must be signed or initialled.
2. A member may appoint more than one proxy in relation to a meeting, provided that the proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, please contact the **Company's Registrars**, Link Group, **PXS**, **Central Square**, 29 **Wellington Street**, Leeds, LS1 4DL for (an) additional form(s) or you may photocopy this form. Please indicate next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy (a proxy appointment that fails to do so may be treated as invalid by the **Company**). Please also indicate by placing an X in the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned in the same envelope together.
3. A member should indicate by marking the box headed either **FOR**, **AGAINST** or **WITHHELD** with an 'X' to show how he wishes his vote to be cast in respect of each of the resolutions set out in the **Notice of Annual General Meeting**. Unless so instructed, the proxy will exercise his discretion as to whether to vote or abstain as he thinks fit. The **Vote Withheld** option is provided to enable a member to instruct the proxy not to vote on any resolution, however, it should be noted that a vote withheld in this way is not a "vote" in law and will not be counted in the calculation of the proportion of votes **FOR** and **AGAINST** a resolution.
4. In the case of a corporation, this **Form of Proxy** should be given under its seal or signed on its behalf by an attorney or duly authorised officer. In the case of joint holders, the **Form of Proxy** may be signed by one or more of the holders, but if more than one form is submitted in respect of the same joint holding, the **Form of Proxy** signed by that one of them whose name stands first on the register of members in respect of the joint holding shall be accepted to the exclusion of the others.
5. Use of this **Form of Proxy** does not preclude a member from attending the **Annual General Meeting** and voting in person.
6. To be valid, this **Form of Proxy** must be lodged together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, at the **Company's Registrars**, Link Group, **PXS1**, **Central Square**, 29 **Wellington Street**, Leeds, LS1 4DL, not less than 48 hours before the **Annual General Meeting** or any adjournment thereof or, in the case of a poll taken more than 48 hours after it is demanded, not less than 24 hours before the time appointed for taking the poll and, in the case of a poll not taken during the **Annual General Meeting** but taken not more than 48 hours after it is demanded, at the time at which the poll was demanded (failing which the proxy notice will not be treated as valid unless the Board in its sole discretion determines otherwise) in each case excluding any days which are a Saturday, Sunday or public holiday in **Guernsey**.
7. **CREST** members who wish to appoint a proxy or proxies through the **CREST** electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the **CREST Manual**. **CREST** personal members or other **CREST** sponsored members, and those **CREST** members who have appointed a voting service provider(s), should refer to their **CREST** sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made using the **CREST** service to be valid, the appropriate **CREST** message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instruction, as described in the **CREST Manual** (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the **Company's** registrars (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in Note 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the **CREST Application Host**) from which the issuer's agent is able to retrieve the message by enquiry to **CREST** in the manner prescribed by **CREST**. After this time, any change of instructions to proxies appointed through **CREST** should be communicated to the appointee through other means.
9. **CREST** members and, where applicable, their **CREST** sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in **CREST** for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of **CREST Proxy Instructions**. It is the responsibility of the **CREST** member concerned to take (or, if the **CREST** member is a **CREST** personal member or sponsored member or has appointed a voting service provider(s), to procure that his **CREST** sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the **CREST** system by any particular time. In this connection, **CREST** members and, where applicable, their **CREST** sponsors or voting service providers are referred, in particular, to those sections of the **CREST Manual** concerning practical limitations of the **CREST** system and timings (www.euroclear.com).



10. The **Company** may treat as invalid a **CREST Proxy Instruction** in the circumstances set out in Regulation 35(5)(a) of the **Uncertificated Securities Regulations 2001** (as amended).
11. To register a vote electronically, **Link Investor Centre** is a free app for smartphone and tablet provided by **Link Group** (the company's registrar) It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the **Apple App Store** and **Google Play**, or by scanning the relevant **QR** code below. Alternatively, you may access the **Link Investor Centre** via a web browser at:
<https://investorcentre.linkgroup.co.uk/Login/Login>



12. If you are an institutional investor you may also be able to appoint a proxy electronically via the **Proxymity** platform, a process which has been agreed by the **Company** and approved by the **Registrar**. For further information regarding **Proxymity**, please go to www.proxymity.io. Your proxy must be lodged by 11:00 on 26 September 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to **Proxymity's** associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the **Proxymity** platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
13. Where more than one proxy notice is delivered, deposited, or received in respect of the same shares, that delivered, deposited or received latest shall prevail. If it is not clear which was delivered, deposited, or received latest, none shall be valid.
14. To allow the effective constitution of the **Annual General Meeting**, the **Chairman** may appoint a substitute to act as a proxy in his/her place for any member provided that, where the relevant member has not given directions as to how to vote on any resolution, such substitute proxy shall vote in the same way as the **Chairman**.
15. If you need help with voting online, or require a paper proxy form, please contact our **Registrar**, **Link Group** by email at shareholderenquiries@linkgroup.co.uk, or you may call **Link** on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the **United Kingdom** will be charged at the applicable international rate. We are open between 09:00 - 17:30, **Monday to Friday** excluding public holidays in **England and Wales**.
16. Any electronic address provided either in this **Notice** or in any related documents (including the **Form of Proxy**) may not be used to communicate with the **Company** for any purposes other than those expressly stated.