

Kodal Minerals plc

(Registered in England and Wales with company number 07220790) ("the Company")

You can register your vote(s) online for the Annual General Meeting of Kodal Minerals PLC at www.shareregistrars.uk.com. Click on the "Proxy Vote" button and then follow the on-screen instructions.

Please note that you must submit your vote by 11:00am on 27 September 2023.

Full name(s) in which shares are registered

Address

PLEASE USE BLOCK CAPITALS

PROXY FOR ANNUAL GENERAL MEETING

I/We the undersigned, being (a) Member(s) of the Company HEREBY APPOINT the Chairman of the Meeting or

as my/our Proxy to vote for me/us and on my/our behalf in respect of my/our shareholding of ordinary shares at the Annual General Meeting of Kodal Minerals PLC to be held at Fieldfisher LLP, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT on Friday 29 September 2023 at 11:00am and at any adjournment thereof.

ORDINARY RESOLUTIONS	For	Against	Vote Withheld
1. To receive the audited financial statements of the Company for the financial period ended 31 March 2023 and the reports of the directors of the Company (the "Directors") and the auditors thereon.			
2. To re-appoint Steven Zaninovich as a Director, who retires in accordance with article 24.2 of the Articles and offers himself for re-appointment.			
3. To re-appoint Bernard Aylward as a Director, who retires in accordance with article 30.2 of the articles of association of the Company (the "Articles") and offers himself for re-appointment.			
4. To re-appoint Charles Joseland as a Director, who retires in accordance with article 30.2 of the Articles and offers himself for re-appointment.			
5. To re-appoint RSM UK Audit LLP as the auditors of the Company until the next Annual General Meeting and to authorise the Directors to fix their remuneration.			
6. To authorise the Directors pursuant to Section 551 of the Companies Act 2006 to allot shares and grant rights to subscribe for shares.			
SPECIAL RESOLUTION			
7. To authorise the Directors under Section 570 of the Companies Act 2006 to allot equity securities.			

Date

Signature(s)

Please return this form to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX to arrive no later than 11:00 am on 27 September 2023.

There is no need to return this form if you have voted online.

Notes

1. The Chairman of the meeting shall act as a proxy unless another proxy is desired, in which case strike out “the Chairman of the Meeting or” and insert the full name of your proxy in the space provided above. A proxy need not be a member of the Company.
2. Please indicate with a cross in the appropriate box how you wish the proxy to vote. If you mark the box “Vote Withheld”, it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. If you fail to select any of the given options, the proxy can vote as he or she chooses or can decide not to vote at all. The proxy will act in his or her discretion in relation to any business other than that specified above arising at the meeting (including any resolution to amend a resolution or to adjourn the meeting).
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney so authorised.
4. In the case of joint holders of a share, the vote of the first-named holder on the Register of Members (whether voting in person or by proxy) will be accepted to the exclusion of the votes of the other joint holders in respect of the joint holding. For this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of members in respect of the joint holding.
5. This form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, should be returned so as to reach the Company’s Registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX to arrive not less than 48 hours excluding non-business days before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.
6. You may appoint more than one proxy to represent you at the meeting provided that each proxy is appointed to exercise the rights attaching to different shares held by you. Please insert the number of shares in respect of which you wish to appoint the proxy in the space provided. If you wish to do so, please contact Share Registrars’ helpline on 01252 821390 or you may copy this form. If you submit more than one valid proxy appointment but the instructions in such appointments are not compatible with each other, the appointment received last before the latest time for the receipt of proxies will take precedence.
7. Completion and return of this form of proxy will not preclude members from attending and voting in person at the meeting should they subsequently decide to do so. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. Otherwise, in order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company’s Registrar, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. In the case of a corporation, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
8. Pursuant to regulation 41 of The Uncertificated Securities Regulations 2001 (as amended), only those members entered on the register of members at 11.00 a.m. on 27 September 2023 (or in the event that this meeting is adjourned, on the register of members 48 hours excluding non-business days before the time of any adjourned meeting) will be entitled to attend and vote at the meeting.
10. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service should refer to the notes to the notice of the Annual General Meeting.