

Security Class

Holder Account Number

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## Form of Proxy - Annual and Special Meeting to be held on Tuesday, June 24, 2025

### This Form of Proxy is solicited by and on behalf of Management.

#### Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated. If you are voting on behalf of a corporation you are required to provide your name and designation of office, e.g., ABC Inc. per John Smith, President.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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**Proxies submitted must be received by 9:30 AM (London, UK time), on Friday, June 20, 2025.**

### VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



#### To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

**1-866-732-VOTE (8683) Toll Free**



#### To Vote Using the Internet

- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)
- **Smartphone?**  
Scan the QR code to vote now.



#### To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting [www.investorcentre.com](http://www.investorcentre.com).

**If you vote by telephone or the Internet, DO NOT mail back this proxy.**

**Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

**Voting by mail or by Internet** are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

**To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.**

**CONTROL NUMBER**



### Appointment of Proxyholder

I/We being holder(s) of securities of Meridian Mining UK Societas (the "Company") hereby appoint: D. Bruce McLeod, Chairman, or failing this person, Gilbert Clark, Chief Executive Officer of the Company, or failing this person, James McLucas, Vice President of Corporate Development of the Company (the "Management Nominees")

OR Print the name of the person you are appointing if this person is someone other than D. Bruce McLeod, Gilbert Clark and James McLucas.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual and Special Meeting of shareholders of the Company to be held at 4 More London Riverside, London SE1 2AU, United Kingdom on Tuesday, June 24, 2025, at 9:30 AM (London, UK time), and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

### 1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. D. Bruce McLeod, as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>	02. Gilbert Clark, as executive director	<input type="checkbox"/>	<input type="checkbox"/>	03. Adrian McArthur, as executive director	<input type="checkbox"/>	<input type="checkbox"/>
04. Susanne Sesselmann, as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>	05. John Skinner, as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>	06. Douglas Ford, as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>
07. Neil Gregson, as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>						

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### 2. Appointment of Auditors

Appointment of KPMG LLP, Chartered Professional Accountants, as auditors of the Company and authorizing the directors to determine their remuneration.

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

### 3. Appointment of Auditors in the United Kingdom

Appointment of PKF Littlejohn LLP as the auditor of the Company in the United Kingdom to hold office from the conclusion of the Meeting until the conclusion of the next annual general meeting of shareholders of the Company and authorizing the directors to determine PKF Littlejohn LLP's remuneration.

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

### 4. UK 2024 Annual Accounts

To discuss and adopt the UK 2024 annual accounts of the Company.

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

### 5. Omnibus Incentive Plan

To consider and, if thought fit, to pass an ordinary resolution to approve the adoption of a new omnibus incentive plan of the Company, as more particularly described in the accompanying management information circular dated May 20, 2025 ("Information Circular").

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

### 6. Allotment of Shares

To authorize the Board to allot shares in the capital of the Company or grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of €2,000,000 (which equates to 200,000,000 ordinary (common) shares), as more particularly described in the accompanying Information Circular.

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

### 7. Allotment of Shares for Cash, Disapplying Pre-emptive Rights

To subject to the passing of resolution number 6, empower the Board to issue equity securities for cash on a non-pre-emptive basis up to an aggregate nominal amount of €2,000,000 (which equates to 200,000,000 ordinary (common) shares), as more particularly described in the accompanying Information Circular.

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

### 8. Capital Reduction

That, subject to the confirmation of the High Court of Justice in England and Wales, the amount standing to the credit of the share premium account of the Company be cancelled and the amount of the share premium account so cancelled be credited to a reserve.

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

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### 9. Conversion to PLC

That, subject to the passing of resolution number 8, the Company, being a UK Societas, be converted and registered as a public limited company ("Registration") pursuant to the Explanatory Report and the Terms of Conversion set out at Appendix 1 and Appendix 2 (respectively) of Schedule "C" to the Information Circular of which the Notice of Meeting forms part and that, subject to and conditional upon the Registration becoming effective:

- a) the name of the Company be changed from Meridian Mining UK Societas to Meridian Mining PLC; and
- b) the draft new articles of association of the Company in the form produced at Appendix 3 of Schedule "C" to the Information Circular of which the notice forms part signed by the Chairman for the purpose of identification be adopted as the articles of association of the Company in substitution for the existing articles of association and with effect from the Registration ("Conversion Articles").

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

### Signature of Proxyholder

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.

If you are voting on behalf of a corporation you are required to provide your name and designation of office, e.g., ABC Inc. per John Smith, President.

Signature(s)

Date

DD / MM / YY

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Signing Capacity



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