

Company number 05389216

**PRINT OF ORDINARY AND SPECIAL RESOLUTION**

OF

**BLUEJAY MINING PLC ("Company")**

THURSDAY



\*ACWF7U5N\*

A8

08/02/2024

#54

COMPANIES HOUSE

At a general meeting of the Company duly convened and held at The Washington Mayfair Hotel, 5 Curzon Street, London, W1J 5HE on 05 February 2024 at 10:00 a.m., the following resolutions were duly passed:

**Ordinary resolution**

Resolution 1: THAT the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006, as amended (the "Act") to exercise all the powers of the Company to allot ordinary shares in the capital of the Company and grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of £14,990 in connection with the Placing, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the commencement of the next Annual General Meeting of the Company or 30 June 2024, whichever is the earlier to occur, save that the Company may, before such expiry, make offer(s) or enter into agreement(s) which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares or grant rights in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired.

Resolution 2: THAT the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Act (in addition to any authority granted pursuant to resolution 1) to exercise all the powers of the Company to allot ordinary shares in the capital of the Company and grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of £23,918, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the commencement of the next Annual General Meeting of the Company or 30 June 2024, whichever is the earlier to occur, save that the Company may, before such expiry, make offer(s) or enter into agreement(s) which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares or grant rights in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired.

**Special resolution**

Resolution 3: THAT, subject to the passing of resolution 1, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Act (in addition to all existing authorities) to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 3 above in connection with the Placing as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to an aggregate nominal amount of £14,990 in connection with the Placing and this authority shall, unless renewed, varied or revoked by the Company, expire on the commencement of the next Annual General Meeting of the Company or 30 June 2024, whichever is the earlier to occur, save that the Company may, before such expiry, make offer(s) or enter into agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired.

Resolution 4: THAT, subject to the passing of resolution 2, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Act (in addition to any authority granted pursuant to resolution 3) to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 3

above or by way of a sale of treasury shares, as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:

- a) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings, and 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 arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
- b) the allotment of equity securities (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £23,918,

and provided that this power shall, unless renewed, varied or revoked by the Company, expire on the commencement of the next Annual General Meeting of the Company or 30 June 2024, whichever is the earlier to occur, save that the Company may, before such expiry, make offer(s) or enter into agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired.

Signed .....

Company Secretary