

Katoro Gold plc (the “Company”)

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 09306219)

General Meeting

FORM OF PROXY

I/We _____ (PRINT NAME)

of _____ (PRINT ADDRESS)

Before completing this form, please read the explanatory notes below.

I/We being a member of the Company appoint the chairman of the meeting as my/our proxy or:

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in respect of _____ ordinary shares being my/our voting entitlement* to attend and vote for me/us on my/our behalf at the General Meeting of the Company to be held at 10.00 a.m. on 28 February 2025 at Arch Law Limited, Servcorp, Level 1, Devonshire House, One Mayfair Place, W1J 8AJ, London and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an “X”. If no indication is given, my/our proxy will vote or abstain from voting at his discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he thinks fit in relation to any other matter which is properly put before the meeting.

*For the appointment of more than one proxy, please refer to Note 4 below.

	ORDINARY RESOLUTIONS	FOR	AGAINST	WITHHELD
1.	Subject to passing of resolution 2 and 3, to subdivide the existing Ordinary shares of 0.1p each into one Deferred share of 0.01p each and one Ordinary share of 0.09p each.			
2.	Subject to passing resolution 1 and 3, to authorise the Directors to allot shares pursuant to Section 551 of the Companies Act 2006.			
	SPECIAL RESOLUTIONS	FOR	AGAINST	WITHHELD
3.	Subject to passing resolution 1 and 2, to authorise the Directors to allot equity securities pursuant to Section 570 of the Companies Act 2006.			
4.	To add the following article to the Company's articles of association: 131. Change of Name 131.1 The Company may change its name by resolution of the Board.			

Signature: _____

Date: _____

Notes to the proxy form:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's Registrars, MUFG Corporate Markets, at the address specified below. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, your proxy appointments will be invalid.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his/her discretion. Your proxy will vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is put before the meeting. To abstain from voting on a resolution, select the relevant "Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution.
6. To appoint a proxy using this form, the form must be:
 - 6.1 completed and signed;
 - 6.2 sent or delivered to the Company's Registrars, MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL; and
 - 6.3 received by the Company's Registrars no later than 10.00 a.m. on 26 February 2025.
7. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer or agent of the company so authorised.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. CREST members may submit their proxy vote electronically using the procedures described in the CREST manual. All messages relating to the proxy must be transmitted so as to be received by MUFG Corporate Markets by 10.00 a.m. on 26 February 2025.
10. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.
11. All shareholders who wish to attend and vote at the meeting must be entered on the Company's register of members no later than close of business on 26 February 2025. Changes to entries on the Company's register of members after this time will be disregarded in determining the rights of any person to attend or vote at the meeting.
12. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
13. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.