THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about what action to take, it is recommended that you immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 or, in the case of recipients outside the United Kingdom, your stockbroker, bank manager, solicitor, accountant or other financial adviser.

If you have sold or transferred all of your Ordinary Shares in Atalaya Mining plc, please forward this document at once, together with the accompanying Form of Proxy or Form of Instruction, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

ATALAYA MINING PLC

NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON 27 JUNE 2019

Dated 30 May 2019

Copies of this document will be available, free of charge, at the corporate office of the Company, 3 Ag. Demetriou Street, 2012 Nicosia, Cyprus during normal business hours on any weekday until 27 June 2019 (Saturdays, Sundays and public holidays excepted) and is also available at www.atalayamining.com or under the Company's profile on SEDAR at www.sedar.com.

Expected Timetable

	2019
Circular posted to Shareholders	30 May
Latest time and date for receipt of CREST Voting Instructions	11:00 a.m. (BST) on 21 June
Latest time and date for receipt of Forms of Instruction	11:00 a.m. (BST) on 21 June
Latest time and date for receipt of Voting Instruction Forms	11:00 a.m. (BST) on 21 June
Latest time and date for receipt of Forms of Proxy	11:00 a.m. (BST) on 25 June
Annual General Meeting	11:00 a.m. (BST) on 27 June

Notes:

(1) In this Circular, unless otherwise noted, all references to times are to British Summer Time, references to "£"and "p" are to British pounds and pence sterling respectively, references to "$" are to Canadian dollars, references to "US$" are to United States dollars and references to "€" refer to Euros.

(2) Unless otherwise stated, the information contained in this Circular is as of 29 May 2019, being the latest applicable date prior to publication of the Circular.

Designated Foreign Issuer Status

The Company has determined that as at the beginning of the financial year 1 January 2019, it is a "designated foreign issuer" as defined in National Instrument 71-102 – Continuous Disclosure and Other Exemptions Relating to Foreign Issuers ("**NI 71-102**") and subject to the foreign regulatory requirements of AIM, a market operated by the London Stock Exchange. Accordingly, the Company is able to rely on certain exemptions from the continuous disclosure obligations imposed under Canadian securities legislation as permitted under NI 71-102.

Definitions

The following definitions apply throughout this Circular, unless the context otherwise requires:

"**AGM**" or "**Meeting**"	the Annual General Meeting of the Company to be convened for 11.00 a.m. (BST) on 27 June 2019, notice of which is set out at the end of this Circular
"**AIM**"	AIM, a market operated by London Stock Exchange
"**Articles**"	the Company's articles of association
"**Board**"	the board of directors of the Company
"**BST**"	British Summer Time
"**Circular**"	means this circular dated 30 May 2019 to be sent to Shareholders in connection with the Meeting
"**Companies Law**"	the Cyprus Companies Law, Cap. 113 including any modification or re-enactment thereof for the time being in force
"**Company**" or "**Atalaya**"	Atalaya Mining plc, a company registered in Cyprus with registered number 152217 and having its registered office at 1 Lampousas Street, 1095 Nicosia, Cyprus
"**CREST**"	the computerised settlement system operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
"**CREST Manual**"	the document of that name issued by Euroclear
"**CREST Voting Instruction**"	a message by or on behalf of Depositary Interest holders in connection with the AGM transmitted through CREST properly authenticated in accordance with Euroclear's specifications and containing the information required for such instructions in the CREST Manual
"**Depositary Interests**"	depositary interests representing Ordinary Shares
"**Directors**"	the directors of the Company, whose names are set out on page 5 of this Circular
"**Euroclear**"	Euroclear UK & Ireland Limited, the operator of CREST
"**Existing Share Option Plan**"	the Atalaya Mining plc Share Option Plan 2013
"**Form of Instruction**"	the form of instruction for use by Depository Interest holders in connection with the AGM
"**Form of Proxy**"	the form of proxy enclosed with this Circular for use by holders of Ordinary Shares in connection with the AGM
"**Group**"	the Company and its subsidiaries
"**London Stock Exchange**"	London Stock Exchange plc
"**Market Price**"	means on AIM the average of the mid-market closing prices and on the TSX the volume weighted average trading price of an Ordinary Share
"**Notice of Meeting**"	the notice convening the Meeting which is set out at the end of this Circular
"**Ordinary Shares**"	ordinary shares of 7.5 pence each in the Company
"**Resolutions**"	the resolutions to be proposed at the AGM which are set out in the Notice of Meeting

"**Share Option Plans**"	the Existing Share Option Plan and any other share option plan approved by the Board pursuant to which options over Ordinary Shares may be granted by the Company to directors, officers, and/or employees of the Company
"**Shareholders**"	holders of Ordinary Shares and, where the context requires, Depository Interests
"**TSX**"	the Toronto Stock Exchange
"**UK**" or "**United Kingdom**"	the United Kingdom of Great Britain and Northern Ireland
"**Voting Instruction Form**"	the form of instruction for use by Non-Registered Shareholders in connection with the AGM

Letter from the Chairman of Atalaya Mining plc

ATALAYA MINING PLC

(Incorporated and registered in Cyprus under registration No. 152217)

Directors	*Registered Office*
Roger Owen Davey *(Non-Executive Chairman)*	1 Lampousas Street
Alberto Arsenio Lavandeira Adan *(Chief Executive Officer)*	1095 Nicosia
Damon Gilbert Barber *(Non-Executive Director)*	Cyprus
Dr Hussein Barma *(Non-Executive Director)*	
Jesus Fernandez Lopez *(Non-Executive Director)*	
Jonathan Forrester Lamb *(Non-Executive Director)*	
Hui (Harry) Liu *(Non-Executive Director)*	
Dr Jose Sierra Lopez *(Non-Executive Director)*	
Stephen Victor Scott *(Non-Executive Director)*	30 May 2019

Notice of Annual General Meeting

Dear Shareholder,

1. Introduction

I have pleasure in sending you a formal notice convening the 2019 Annual General Meeting of the Company. The AGM will be held on 27 June 2019 at 11.00 a.m. (BST) at Portland House, Bressenden Place, London, Greater London, SW1E 5RS, United Kingdom. The Notice of Meeting is set out at the end of this Circular. This letter provides an explanation of each resolution to be proposed at the AGM.

Enclosed with this Circular is a Form of Proxy for use by Shareholders or a Form of Instruction for use by Depositary Interest holders. Holders of Depositary Interests in CREST will also be able to transmit voting instructions within CREST. Information on the completion and return of Forms of Proxy, Forms of Instruction and CREST Voting Instructions are set out below and in the notes to the Notice of Meeting.

2. Summary of Resolutions to be Proposed at the AGM

Resolution 1: To receive and consider the financial statements for 2018

The Board asks that Shareholders consider the financial statements of the Company for the year ended 31 December 2018 (the "**Financial Statements**") and the report of the auditors thereon. Copies of the Financial Statements are available on the Company's website at www.atalayamining.com. Copies may also be obtained by Shareholders at any time, either in hard or electronic form, upon written request without charge to the Company Secretary at 3 Ag. Demetriou Street, 2012 Nicosia, Cyprus or by fax to +357 22421956 or can be found under the Company's corporate profile on SEDAR at www.sedar.com.

Resolutions 2 to 10: Re-election of Directors

The Articles stipulate that at every annual general meeting one third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to, but greater than, one-third shall retire from office. If there is only one director who is subject to retirement by rotation, he shall retire.

Notwithstanding the provisions in the Articles, in order to follow best corporate governance practices in the United Kingdom and Canada, all of the Directors will retire at the AGM and offer themselves for re-election.

Pursuant to the Companies Law, Shareholders must be permitted to vote against any resolution proposed for consideration at a shareholders' meeting. At the Meeting, Shareholders may vote for, against or withhold from voting with respect to each of the following director nominees: Mr. Roger Davey, Mr. Alberto Lavandeira, Mr. Damon Barber, Dr. Hussein Barma, Mr. Jesus Fernandez, Mr. Jonathan Lamb, Mr. Hui Liu, Dr. Jose Nicolas Sierra Lopez and Mr. Stephen Scott. If the number of votes against a particular director nominee is greater than the number of votes in favour of such nominee, such director nominee will not be re-elected at the Meeting and will cease to hold office as a director of the Company.

Resolution 11: Re-Appointment of Auditors

The Company proposes to re-appoint Ernst & Young Cyprus Limited as its auditors until the next Annual General Meeting of shareholders at such remuneration to be fixed by the Board of Directors.

Resolution 12: Authority to Grant Options under the Share Option Plans

Under Section 60B of the Companies Law, every time a Cypriot public company issues shares for cash, or grants rights to subscribe, it must first offer those shares or rights to shareholders on a pro rata basis. The rights of pre-emption in Section 60B of the Companies Law may be disapplied by a resolution of Shareholders in general meeting.

Shareholders will be asked to consider and, if deemed appropriate, to approve a resolution to authorise the Board to grant future options pursuant to the Share Option Plans to subscribe for up to 13,733,912 Ordinary Shares (approximately 10% of the current issued share capital of the Company), as if the rights of pre-emption in Section 60B of the Companies Law did not apply to the grant of such options or the issue of such Ordinary Shares pursuant thereto. Shareholders should note that the Board will be restricted under the Share Option Plans to limiting the grant of options to ensure that at any one time the number of Ordinary Shares subject to outstanding option grants (both pursuant to the Share Option Plans and under existing arrangements) shall not exceed 10% of the Company's issued share capital. Further, options will be granted with a minimum exercise price of the nominal value of an Ordinary Share.

Resolution 13: Authority to Allot Shares

The Shareholders will be asked to consider and, if deemed advisable, to approve a resolution to authorise the Directors to allot, or grant rights to subscribe for, up to an aggregate of 27,467,825 new Ordinary Shares (representing approximately 20 per cent. of the Company's issued share capital at the date of this Circular) as if the rights of pre-emption in Section 60B of the Companies Law did not apply. In accordance with the terms of Resolution 13 any Ordinary Shares issued, or rights to subscribe for Ordinary Shares granted, pursuant to this authority will be at a price of not less than a 20 per cent. discount to the Market Price of an Ordinary Share on AIM for the ten trading days immediately preceding the issue or the grant and subject to compliance with, and obtaining any requisite approvals required by, the AIM Rules and the rules of the TSX. Such authority, unless previously revoked or renewed, will expire at the annual general meeting of the Company to be held in 2020.

Directors' Report

This section of the Circular constitutes a written report, pursuant to section 60B(5) of the Companies Law, required to be presented to Shareholders at the Meeting setting out: (a) the reasons for withdrawing the right of pre-emption in relation to each of the allotment of Ordinary Shares generally and the allotment of Ordinary Shares on the exercise of options granted to directors, officers, employees, consultants and advisers of the Group; and (b) the reasons why the Board considers that the proposed issue price is fair and reasonable as far as Shareholders are concerned.

Resolution 12 will authorise the Board to grant options to directors, officers, and employees of the Company pursuant to the Share Option Plans up to a maximum of 13,733,912 Ordinary Shares (representing approximately 10% of the current issued share capital of the Company). Such options will be granted at exercise prices which are not below the nominal value of an Ordinary Share and which the Board otherwise considers to be fair and reasonable as far as Shareholders are concerned. In addition, the Share Option Plans limit (or, when adopted, will limit) the grant of options to ensure that at any one time the number of Ordinary Shares subject to outstanding option grants (both pursuant to the Share Option Plans and under existing agreements) shall not exceed 10% of the Company's issued share capital.

The adoption of the Existing Share Option Plan was initially approved by Shareholders at the Company's Annual General Meeting on June 13, 2013. Pursuant to section 613 of the TSX Company Manual, unallocated options, rights or other entitlements under a security-based compensation arrangement which does not have a fixed maximum aggregate of securities issuable must be approved by a majority of the issuer's directors and by the issuer's security holders every three years. However, the Company qualifies as an "eligible interlisted issuer" as defined under the TSX Company Manual and has therefore relied on Section 602.1, and as such is permitted to avail itself of an exemption from the application of section 613 and therefore is not required to seek Shareholder re-approval of the Existing Share Option Plan at the Meeting.

Resolution 13 will authorise the Board to allot or grant rights to subscribe for up to an aggregate of 27,467,825 Ordinary Shares (representing approximately 20% of the current issued share capital of the Company) as if the

rights of pre-emption in Section 60(B) of the Companies Law did not apply. Such Ordinary Shares issued, or rights to subscribe for Ordinary Shares granted, pursuant to this authority will be at a price of not less than a 20% discount to the Market Price of an Ordinary Share on AIM for the ten trading days immediately preceding such issue or grant and subject to compliance with, and obtaining any requisite approvals required by, the rules of AIM and the TSX. The Board considers such minimum price to be fair and reasonable as far as Shareholders are concerned.

3. General Information on the Meeting

Voting Requirements

Resolutions 1-11 (inclusive) are being proposed as ordinary resolutions. To be effective, such resolutions must be approved by a simple majority of the votes cast at the Meeting.

With respect to Resolutions 12 and 13, to be effective they must be approved by either: (i) a simple majority if at least 50% of the issued share capital of the Company is represented at the Meeting; or (ii) in the event that less than 50% of the issued share capital is represented at the Meeting, by a majority of two-thirds of the votes cast.

Unless the Shareholder has specifically instructed in the enclosed Form of Proxy that the Ordinary Shares represented by such proxy are to be voted against the relevant Resolution, the proxies in favour of a Director will be voted FOR the Resolutions.

Solicitation of Forms of Proxy

The Circular is furnished in connection with the solicitation of proxies by management of the Company for use at the Meeting. It is expected that the solicitation of proxies will be primarily by mail, however, proxies may also be solicited by the officers, directors and employees of the Company by telephone, electronic mail, facsimile or personally. These persons will receive no compensation for such solicitation other than their regular fees or salaries. The cost of soliciting proxies in connection with the Meeting will be borne directly by the Company.

The Board has fixed 5:00 p.m. (Cyprus time) on 22 May 2019 as the record date for the determination of the registered Shareholders entitled to receive notice of the Meeting. The Board has fixed 5:00 p.m. (BST) on 25 June 2019 as the time and date (the "**AGM Record Date**") for the determination of the registered Shareholders entitled to attend and vote at the Meeting. Shareholders who become registered holders of Ordinary Shares after the AGM Record Date and who wish to vote at the Meeting must make arrangements with the person(s) from whom they acquired the shares to direct how such shares are to be voted at the Meeting.

The Board has resolved that, to be valid, duly completed and executed Forms of Proxy must be completed in accordance with the instructions set out in the form and returned as soon as possible to the offices of the Company at 3, Agios Demetrios Street, Acropolis, Strovolos 2012, Nicosia, Cyprus so as to be received no later than 11:00 a.m. on 25 June 2019 (BST).

Voting of Proxies

The Ordinary Shares represented by the accompanying Form of Proxy (if same is properly executed and is received in accordance with the instructions set forth herein, prior to the time set for the Meeting or any adjournments or postponements thereof), will be voted at the Meeting, and, where a choice is specified in respect of any matter to be acted upon, will be voted or withheld from voting in accordance with the specification made. **In the absence of such specification, proxies in favour of a Director will be voted in favour of all Resolutions set out in the Notice of Meeting. The enclosed Form of Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting**. At the time of printing of this Circular, the Directors know of no such amendments, variations or other matters to come before the Meeting. However, if any other matters that are not now known to management should properly come before the Meeting, the Form of Proxy will be voted on such matters in accordance with the best judgment of the named proxies.

A Shareholder forwarding the enclosed Form of Proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space and the Ordinary Shares will be voted accordingly. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Ordinary Shares represented by the Form of Proxy submitted by a Shareholder will be voted for, against or withheld from voting in accordance with the directions, if any, given in the Form of Proxy on any poll that may be called for.

If a Shareholder wishes to appoint a person, who need not be a Shareholder, to represent him or her at the Meeting, the Shareholder may do so by inserting such person's name in the blank space provided in the enclosed Form of Proxy or by completing another proper form of proxy and, in either case, depositing the completed and executed proxy.

To be valid, a Form of Proxy must be executed by a Shareholder or a Shareholder's attorney duly authorised in writing or, if the shareholder is a body corporate, under its corporate seal or, by a duly authorised officer or attorney.

Revocation of Proxies

A Form of Proxy given pursuant to this solicitation may be revoked at any time prior to its use. A Shareholder who has given a Form of Proxy may revoke it by:

(a) completing and signing a Form of Proxy bearing a later date and depositing it at the Company's registered office;

(b) depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney duly authorised in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorised officer or attorney at the Company's registered office or at any time up to and including the last Business Day preceding the day of the Meeting or any adjournments or postponements thereof or with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournments or postponements thereof; or

(c) in any other manner permitted by law.

Such instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to such Form of Proxy.

Further Information for North American Shareholders and Holders of Depositary Interests

Voting by Non-Registered Shareholders

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most shareholders are "non-registered" shareholders ("**Non-Registered Shareholders**") because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares or because they hold Depositary Interests representing the shares. Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary ("**Intermediary**") that the Non-Registered Shareholder deals with in respect of the shares; or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. ("**CDS**")) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Company will have distributed copies of the Notice of Meeting, this Circular, the Form of Proxy and the Form of Instruction or Voting Instruction Form, as applicable (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders.

Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will be given a Voting Instruction Form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "**Voting Instruction Form**") which the Intermediary must follow. Typically, the Voting Instruction Form will consist of a one page pre-printed form. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (formerly ADP Investor Communications) ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable Voting Instruction Form, mails those forms to Non-Registered Shareholders and asks Non-Registered Shareholders to return the forms to Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. Sometimes, instead of the one page pre-printed form, the Voting Instruction Form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for this form of proxy to validly constitute a Voting Instruction Form, the Non-Registered

Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company. **A Non-Registered Shareholder who receives a Voting Instruction Form cannot use that form to vote his or her shares at the Meeting.**

The purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the shares they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting, or any adjournments or postponements thereof, (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the Voting Instruction Form and insert the Non-Registered Shareholder or such other person's name in the blank space provided. **Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the Voting Instruction Form is to be delivered.**

A Non-Registered Shareholder may revoke a Voting Instruction Form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a Voting Instruction Form or of a waiver of the right to receive Meeting Materials and to vote which is not received by the Intermediary at least seven days prior to the Meeting.

Voting by Depositary Interest holders

Holders of Depositary Interests should complete the enclosed Form of Instruction in accordance with the instructions printed thereon to direct Computershare Company Nominees Limited as the custodian of their shares how to exercise their votes or (by following the instructions on the Form of Instruction) indicate that they intend to attend the Meeting in person. If a holder of Depositary Interests indicates, in this manner, that they intend to attend the Meeting, Computershare Company Nominees Limited shall issue a letter of representation to the holder of Depositary Interests giving them authorisation to attend the Meeting and vote. If any holder of Depositary Interests attends the Meeting without a letter of representation they will only be allowed to enter the Meeting as a guest and will not be allowed to vote. To be valid, the Form of Instruction must be completed in accordance with the instructions set out in the form and returned as soon as possible to the offices of the Custodian at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, England so as to be received no later than 11:00 a.m. (BST) on 21 June 2019.

Holders of Depositary Interests in CREST may also transmit voting instructions by utilising the CREST voting service in accordance with 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, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf.

In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "**CREST Voting Instruction**") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST).

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 11:00 a.m. (BST) 21 June 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

Holders of Depositary Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depositary Interest holder concerned to take (or, if the Depositary Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depositary Interest holders 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.

The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

4. Voting Securities and Principal Holders of Voting Securities

The authorised share capital of the Company is £15,000,000 divided into 200,000,000 Ordinary Shares. As at the date hereof, there are 137,339,126 Ordinary Shares issued and outstanding. Each Ordinary Share entitles the holder thereof to one vote on all matters to be acted on at the Meeting.

The record date for determination of Shareholders entitled to receive the Notice of Meeting has been fixed at 5:00 p.m. (Cyprus time) on 22 May 2019. To the knowledge of the Directors, as of the date hereof, no person, firm or Company beneficially owns, controls or directs, directly or indirectly, voting securities of the Company carrying 10% or more of the voting rights attached to all outstanding Ordinary Shares, other than as set forth below. The statement as to the Ordinary Shares beneficially owned, controlled or directed, directly or indirectly, is based upon both publicly available information and information furnished by the person concerned and is as at the date hereof.

Name and Country of Residence	Number of Ordinary Shares Held	Percentage
Urion Holdings (Malta) Limited *Malta*	30,821,213 (1)	22.44%
Yanggu Xiangguang Copper Co. Ltd *China*	30,706,232 (2)	22.36%
Liberty Metals & Mining Holdings, LLC, *United States*	19,578,947 (1)	14.26%
Orion Mine Finance (Master) Fund I LP. *United States*	18,786,609 (1)	13.68%

(1) Holder of record.
(2) Held in the name of Hong Kong Xiangguang International Holdings Limited, a wholly owned subsidiary of Yanggu Xiangguang Copper Co. Ltd

5. Recommendation

The Board considers that the Resolutions to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, your Directors unanimously recommend that Shareholders vote in favour of all Resolutions 1 to 13, as they intend to do in respect of their own shareholdings.

Yours faithfully

Roger Davey
Non-Executive Chairman

ATALAYA MINING PLC

(Incorporated and registered in Cyprus under registration number 152217)

NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the annual general meeting (the "**Meeting**") of the shareholders of Atalaya Mining plc (the "**Company**") will be held at Portland House, Bressenden Place, London, Greater London, SW1E 5RS, United Kingdom, on 27 June 2019 at 11:00 a.m. (BST) to consider and, if thought fit, to pass the following resolutions:

Ordinary Business:

1. To receive and consider the report of the directors and the Company's audited consolidated financial statements for the year ended 31 December 2018 and the report of the auditors thereon.

2. To re-elect Mr. Roger Owen Davey as a director of the Company ("**Director**"), who retires and offers himself for re-election for the ensuing year.

3. To re-elect Mr. Alberto Arsenio Lavandeira Adan as a Director, who retires and offers himself for re-election for the ensuing year.

4. To re-elect Mr. Damon Gilbert Barber as a Director, who retires and offers himself for re-election for the ensuing year.

5. To re-elect Dr. Hussein Barma as a Director, who retires and offers himself for re-election for the ensuing year.

6. To re-elect Mr. Jesus Fernandez Lopez as a Director, who retires and offers himself for re-election for the ensuing year.

7. To re-elect Mr. Jonathan Forrester Lamb as a Director, who retires and offers himself for re-election for the ensuing year.

8. To re-elect Mr. Hui Liu as a Director, who retires and offers himself for re-election for the ensuing year.

9. To re-elect Dr. Jose Nicolas Sierra Lopez as a Director, who retires and offers himself for re-election for the ensuing year.

10. To re-elect Mr. Stephen Victor Scott as a Director, who retires and offers himself for re-election for the ensuing year.

11. To re-appoint Ernst & Young Cyprus Limited as the auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

Special Business:

12. That, the Directors be and are hereby unconditionally authorised pursuant to the provisions of Sections 60B(5) and 59A of the Companies Law, Cap. 113, as amended (the "**Companies Law**") to grant, pursuant to and in accordance with the rules of the Share Option Plans, options to subscribe for up to 13,733,912 Ordinary Shares (representing approximately 10% of the Company's issued share capital as at the date of this notice), at a minimum exercise price of the nominal value of an Ordinary Share, as if section 60B of the Companies Law did not apply to the grant of such options or the issue of such Ordinary Shares pursuant thereto. Such authority shall, unless previously revoked or varied by the Company in a shareholder meeting, expire at the conclusion of the annual general meeting of the Company to be held in 2020 provided that the Company may allot shares pursuant to options granted at any time before such expiry as if the authority conferred hereby had not expired.

13. That, the Directors be and are hereby unconditionally authorised pursuant to the provisions of 60B(5) and 59A of the Companies Law in substitution all previous powers granted to them, to allot shares in the Company or grant rights to subscribe for such shares ("**Rights**") up to an aggregate of 27,467,825 new Ordinary Shares in the capital of the Company as if Section 60B of the Companies Law did not apply to such allotment or grant of such Right provided that the issue price of such shares or the price per share at which such Rights may be exercised is not less than a 20 per cent. discount to the average of the mid-market closing prices of the Company's Ordinary Shares on the AIM market of the London Stock Exchange for the ten trading days immediately prior to the issue of shares or grant of Rights. Such authority

shall, unless previously revoked or varied by the Company in a shareholder meeting, expire at the conclusion of the annual general meeting of the Company to be held in 2020 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement 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 pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

DATED this 30th day of May 2019.

BY ORDER OF THE BOARD OF DIRECTORS
OF ATALAYA MINING PLC

For INTER JURA CY (SERVICES) LTD

Secretary

Notes

1. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. A form of proxy is enclosed.*

2. *To be effective, completed forms of proxy and the power of attorney or other authority (if any) under which they are signed or a copy of that power or authority certified notarially or in accordance with the Cyprus Companies Law, Cap. 113 must be lodged in accordance with the instructions printed thereon not later than 11.00 a.m. (BST) on 25 June 2019 or 48 hours before the time appointed for any adjourned meeting.*

3. *Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting in person should he wish to do so.*

4. *Non-registered Shareholders, whose Ordinary Shares are held in the name of an intermediary or CDS Clearing and Depositary Services Inc, may submit their voting instructions by submitting a Voting Instruction Form. To be effective, the Voting Instruction Form must be returned to Broadridge by 11:00 a.m. (BST) on 21 June 2019.*

5. *In the case of holders of Depositary Interests, a form of instruction must be completed in order to appoint Computershare Company Nominees Limited to vote on the holders behalf at the meeting. To be effective, a completed and signed form of instruction (and any power of attorney or other authority under which it is signed or a notarially certified copy of such power of attorney) must be deposited at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by no later than 11:00 a.m. (BST) on 21 June 2019.*

6. *Holders of Depositary Interests in CREST may also transmit voting instructions by utilising the CREST voting service in accordance with 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, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf. In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Voting Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 11:00 a.m. (BST) on 21 June 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.*

7. *The Company, pursuant to the Cyprus Companies Law, Cap. 113, specifies that only those members registered in the register of members of the Company as at 5:00 p.m. (BST) on 25 June 2019 shall be entitled to attend and vote at this meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at this meeting.*

8. *The record date for determining those registered members entitled to receive notice of the meeting has been fixed at 5:00 p.m. (Cyprus time) on 22 May 2019.*