

**ATALAYA MINING PLC  
FORM OF PROXY  
FOR ANNUAL GENERAL MEETING**

I/We .....  
(Name(s) in full in block capitals)

of .....  
(address)

being (a) member(s) of Atalaya Mining plc (the “**Company**”) hereby appoint the Chairman of the Meeting or instead of him (see note 1 below) .....as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at **Portland House, Bressenden Place, London, Greater London, SW1E 5RS, United Kingdom** at 11:00 a.m. (BST) on 27 June 2019 and at any adjournment of the meeting. **This proxy is solicited by management for the Annual General Meeting.**

I/We direct my/our proxy to vote as indicated below:

| <b>Ordinary Business</b> | <b>FOR</b> | <b>AGAINST</b> | <b>WITHHELD</b> |
|--------------------------|------------|----------------|-----------------|
|--------------------------|------------|----------------|-----------------|

- |   |                          |                          |                          |
|---|--------------------------|--------------------------|--------------------------|
| 1. To receive and consider the directors' report and the financial statements of the Company for the year ended 31 December 2018 and the report of the auditors thereon | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To re-elect Mr. Roger Owen Davey as a director of the Company (" <b>Director</b> ")  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-elect Mr. Alberto Arsenio Lavandeira Adan as a Director  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-elect Mr. Damon Gilbert Barber as a Director   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-elect Dr. Hussein Barma as a Director  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect Mr. Jesus Fernandez Lopez as a Director  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-elect Mr. Jonathan Forrester Lamb as a Director  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-elect Mr. Hui Liu as a Director  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To re-elect Dr. Jose Nicolas Sierra Lopez as a Director  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To re-elect Mr. Stephen Victor Scott as a Director  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To re-appoint Ernst & Young Cyprus Limited as the Company's auditors and authorise the Directors to fix their remuneration  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**Special Business**

- |  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 12. To authorise the Directors to grant options pursuant to the Share Option Plans as if Section 60B of the Companies Law did not apply    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. To authorise the Directors to allot ordinary shares in the capital of the Company as if Section 60B of the Companies Law did not apply | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Dated: ..... Signature(s): .....

**ATALAYA MINING PLC  
FORM OF PROXY  
FOR ANNUAL GENERAL MEETING**

**Notes:**

1. **Every member has the right to appoint some other person or company of their choice, who need not be a member, to attend and act on their behalf at the meeting.** If you wish to appoint a person other than the Chairman of the Meeting then insert his/her name and delete the words "the Chairman of the Meeting or instead of him".
2. In the case of joint holders, the signature of the first named in the register of members will be accepted to the exclusion of all others.
3. In the case of a corporation, the form of proxy should be completed under its common seal or under the hand of an officer, attorney or other person duly authorised.
4. Please insert an 'X' in either the 'FOR', 'AGAINST' or 'WITHHELD' box, as applicable. **Where the appointed proxy is a Director of the Company and no choice is specified for any of the above matters, the proxyholder will vote FOR Resolutions 1 to 13.**
5. The securities represented by this proxy will be voted for, against or withheld from voting, in accordance with the instructions of the member, on any poll that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
6. This form of proxy confers discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may come before the meeting.
7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's office or sent to [info@atalayaminig.com](mailto:info@atalayaminig.com) not later than 11:00 a.m. (BST) on 25 June 2019. The Company's office is located at: 3 Agios Demetrios Street, 2012 Acropolis, Nicosia, Cyprus.
8. Pursuant to the Cyprus Companies Law, Cap. 113, members will be entitled to attend and vote at the meeting and at any adjournment thereof if they are registered on the Company's register of members at 5:00 p.m. (BST) on 25 June 2019.
9. The summaries of the resolutions are for guidance only. You are advised to read the accompanying notice of meeting and management information circular carefully.
10. The return of this form of proxy will not prevent a shareholder from attending the meeting and voting in person if he/she so wishes.
11. If the proxy is not dated, it will be deemed to bear the date on which it is mailed by the holder to the Company.