

# CORA GOLD LIMITED

*Incorporated and registered in the British Virgin Islands with registered number 1701265  
with registered office at Rodus Building, Road Reef Marina, P.O. Box 3093, Road Town, Tortola VG1110, British Virgin Islands  
(the 'Company')*

## FORM OF INSTRUCTION

**for use by registered holder(s) (each, a 'Holder') of dematerialised depositary interests (each, a 'Depositary Interest') representing ordinary shares of no par value in the capital of the Company (each, a 'Share') in connection with a General Meeting of the Company to be held at the offices of Hannam & Partners, 3rd Floor, 7-10 Chandos Street, London, W1G 9DQ, United Kingdom and online at 12.00 p.m. (United Kingdom time) on 28 February 2023 and at any adjournment thereof (the 'GM')**

I / We (see Note 1) .....

of (see Note 2) .....

being the Holder of (see Note 3) ..... Depositary Interest(s) of the Company, **HEREBY DIRECT** Computershare Company Nominees Limited, as the legal holder of the Shares represented by such Depositary Interest(s), to act as my / our representative at the GM and to vote on my / our behalf in respect of the resolutions to be considered and, if thought fit, passed at the said GM as directed below.

Please indicate by placing 'X' in the appropriate space below how you wish your votes to be cast in respect of each of the resolutions (see Note 4).

	ORDINARY RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1.	THAT The board of directors of the Company (the 'Directors') be generally and unconditionally authorised to exercise all powers of the Company (i) to allot and issue up to a maximum of 40,000,000 ordinary shares of no par value in the Company (the 'Ordinary Shares') in aggregate in respect of any exercise of options granted pursuant to the Company's share option scheme (the 'ESOP Shares'), and (ii) to allot and issue up to a maximum of 282,000,000 Ordinary Shares in aggregate, to such persons and on such terms as the Directors may, by Resolution of Directors, determine to enable the Directors, to expeditiously, and without incurring undue costs, undertake a limited equity fundraise or acquisition should the opportunity present itself (the 'Additional Shares'); provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the commencement of the Annual General Meeting of the Company to be held in 2023, save that the Company may, before such expiry, make offer(s) or enter into agreement(s) which would or might require the ESOP Shares or the Additional Shares to be allotted or granted after such expiry, and the Directors may allot and issue such ESOP Shares and Additional Shares in pursuance of such offer(s) or agreement(s) notwithstanding that the authority conferred by this Ordinary Resolution has expired.			
	SPECIAL RESOLUTION	FOR	AGAINST	VOTE WITHHELD
1.	THAT, in connection with any conversion (whether on a voluntary or mandatory basis or otherwise) of the up to US\$25,000,000 convertible loan notes of the Company (the 'Notes') to be constituted by the convertible loan note instrument proposed to be entered into by the Company on or about the date of the passing of this Resolution and as summarised in the notice of general meeting (the 'Convertible Note Instrument'), the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot and issue Ordinary Shares, and to grant rights to subscribe for or convert any Notes into Ordinary Shares pursuant to and in accordance with the terms of the Convertible Note Instrument (such Ordinary Shares, and rights to subscribe for or to convert any Notes into Ordinary Shares of the Company being 'relevant shares'), up to an unlimited number of Ordinary Shares; provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the commencement of the Annual General Meeting of the Company to be held in 2023, save that the Company may, before such expiry, make offer(s) or enter into agreement(s) which would or might require relevant shares to be allotted or granted after such expiry (including, for the avoidance of doubt, by the entry into the Convertible Note Instrument), and the Directors may allot relevant shares in pursuance of such offer(s) or agreement(s) notwithstanding that the authority conferred by this Special Resolution 1 has expired. Such authority is without prejudice, and in addition, to any other authorities and/or powers of the Directors from time to time.			
2.	THAT notwithstanding any contrary provision of the memorandum and articles of association of the Company (the 'Articles'), the Directors be generally empowered to allot and issue equity securities (as defined in the Articles) pursuant to the authority conferred by the Ordinary Resolution and Special Resolution 1 above (including therefore any number of Conversion Shares pursuant to the Convertible Note Instrument), or by way of sale of treasury shares, as if any right of pre-emption (whether arising under the Articles, or otherwise) did not apply to any such allotment and issuance. Such authority is without prejudice, and in addition, to any other authorities and/or powers of the Directors from time to time.			

Signed .....

Date .....

## NOTES

1. Full name(s) of the Holder must be inserted in CAPITAL LETTERS.
2. Full address(es) of the Holder must be inserted in CAPITAL LETTERS.
3. Please insert the number of Depositary Interest(s) registered in the name of the Holder to which this Form of Instruction relates. If no number is inserted then this Form of Instruction will be deemed to relate to all the Depositary Interest(s) registered in the name of such Holder.
4. Please indicate by placing 'X' in the appropriate space above how the Holder wishes his / her / its votes to be cast in respect of each of the resolutions. If this Form of Instruction is duly signed and returned but without specific direction as to how the votes should be cast then it will be rejected. The 'Vote Withheld' option above is provided to enable a Holder to withhold a vote on any particular resolution. However, it should be noted that 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' or 'Against' a resolution.
5. In the case of joint Holders, any one Holder may sign this Form of Instruction. In the case of a corporation, this Form of Instruction should be signed by a duly authorised official (whose capacity should be stated) or by an attorney.
6. Any alterations to this form should be initialled.
7. Should the Holder or a representative of that Holder wish to attend the GM and / or vote at the GM then they must notify the Depositary in writing or by email UKALLDITeam2@computershare.co.uk.
8. To be valid this Form of Instruction must be lodged at the office of the Depositary at: The Depositary, c/o Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ, United Kingdom as soon as possible and in any event so as to arrive no later than 12.00 p.m. (United Kingdom time) on 23 February 2023. Alternatively, a Holder may vote using the CREST system as explained in Explanatory Note 11 to the Notice of General Meeting.