GRIFFIN MINING LIMITED

Incorporated and registered with limited liability in Bermuda under the provisions of the Bermuda Companies Act 1981 as amended with registered number EC13667.

UK Correspondent Address:
Royal Trust House
54 Jermyn Street
London. SW1Y 1LX
United Kingdom
Telephone: + 44 020 7629 7772
E mail: griffin@griffinmining.com

Registered office:
Clarendon House
2 Church Street
Hamilton
HM 11
Bermuda

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the thirty eighth Annual General Meeting of Griffin Mining Limited will be held at Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda on Wednesday 2nd July 2025 at 11.00 am local time (3.00 pm BST) for the following purposes:

1. To receive the Accounts for the year ended 31st December 2024 together with the Directors and Auditors Reports thereon.*

2. To determine the maximum number of Directors at seven for the forthcoming year and determine that any unfilled vacancies be deemed casual vacancies for the purposes of the Company's bye-laws.

3. To re-elect Mladen Ninkov as a director of the Company.

4. To re-elect Roger Goodwin as a director of the Company.

5. To re-elect Dean Moore as a director of the Company.

6. To re-elect Linda Naylor as a director of the Company.

7. To re-elect Adam Usdan as a director of the Company.

8. To re-elect Clive Whiley as a director of the Company.

9. To re-appoint BDO LLP as Auditors and authorise the Directors to fix their remuneration.

BY ORDER OF THE BOARD
Roger Goodwin,
Finance Director and Company Secretary.
Dated: 12th June 2025.

Shareholders will not receive a hard copy form of proxy for the SGM in the post. Instead, shareholders will be able to vote electronically using the link: https://uk.investorcentre.mpms.mufg.com/Login/Login. Shareholders will need to log into their Investor Centre account or register if not previously done so. To register shareholders will need their investor code, detailed on their share certificate or available from our registrar, MUFG Corporate Markets. Further details are given overleaf.

In the case of holders of Depository Interests representing shares in the Company, an electronic vote must be submitted through the CREST system in order to instruct MUFG Corporate Markets Trustees Limited, the Depository, to vote on the holder's behalf at the meeting by proxy or, if the meeting is adjourned, at the adjourned meeting. Instructions can be submitted via the CREST system to be received by the issuer's agent, MUFG Corporate Markets (ID: RA10) by 3.00pm (UK time) on 29 June 2025.

* Accounts for the year ended 31st December 2024 together with the Directors and Auditors Reports thereon are available on the Company's web site at http://www.griffinmining.com and will be posted to shareholders prior to the meeting.

Notice of Meeting Notes:

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 30th June 2025. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

2. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.

3. In the case of joint holders, where more than one of the joint holders' purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).

4. 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 the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

5. You will not receive a hard copy Proxy form or a Form of Direction however you are still encouraged to submit your vote either:

   - by logging on to https://uk.investorcentre.mpms.mufg.com/Login/Login and following the instructions;

   - You may request a hard copy form of proxy directly from the registrars, MUFG Corporate Markets (previously called Link Group), on 0371 664 0391 if calling from the United Kingdom, or +44 (0) 371 664 0391 if calling from outside of the United Kingdom, or email MUFG at: shareholderenquiries@cm.mpms.mufg.com. Calls will be charged at local rate. Calls outside the United Kingdom will be charged at the applicable international rate. The lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales.

   - In the case of holders of Depository Interests representing shares in the Company, an electronic vote must be submitted through the CREST system in order to instruct MUFG Corporate Markets Trustees Limited, the Depository, to vote on the holder's behalf at the meeting by proxy or, if the meeting is adjourned, at the adjourned meeting. If you are a CREST Personal Member, or other CREST Sponsored Member, you should consult your CREST sponsor, who will be able to take appropriate action on your behalf. Instructions can be submitted via the CREST system to be received by the issuer's agent, MUFG Corporate Markets (ID: RA10) by 3.00pm UK time) on 29 June2025. Each holder of Depository Interests may request that a hard copy Form of Direction is sent to them free of charge. The Depository may be contacted at MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds, LS1 4DL or at the Depository's Shareholder Helpline: 0371 664 0391 if calling from the United Kingdom, or +44 (0) 371 664 0391 if calling from outside of the United Kingdom, or email Link at nominees.enquiries@cm.mpms.mufg.com . Calls will be charged at local rate. Calls outside the United Kingdom will be charged at the applicable international rate. The lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales.

   - To be effective, electronic vote must be submitted on-line (and any power of attorney or other authority under which it is signed) must be delivered to MUFG Corporate Markets , PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 3.00pm (UK time) on 30 June 2025.

6. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.

7. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.

8. As at 6th June 2025 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 185,530,477 ordinary shares, carrying one vote each. There are currently 1,266,996 shares held as Treasury shares which carry no voting rights. Therefore, the total voting rights in the Company as at 30 June 2025 are 184,263,481.

9. Any shareholder attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

10. You may not use any electronic address (within the meaning of Section 333(4) of the UK Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice can be found on the Company's website at http://www.griffinmining.com