

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000, as amended. If you have sold or otherwise transferred all your shares in Echo Energy plc, please forward this document to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.**

You will not have received a hard copy proxy form for the General Meeting in the post. You can instead submit your proxy vote electronically via Link Investor Centre. Full details of how to vote are set out in notes 1 and 2 in the Notes to the Notice of Meeting. Please submit your proxy vote so as to reach the Company's registrar as soon as possible and in any event no later than 2.00 p.m. on 23 August 2024. Link Investor Centre is a free app for smartphone and tablet provided by Link Group (the Company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Link Investor Centre via a web browser at: <https://investorcentre.linkgroup.co.uk/Login/Login>.



Or if you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 2.00 p.m. on 23 August 2024 in order to be considered valid, or if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote. Or if you are a CREST member, by using the service provided by Euroclear.

Completion and return of a proxy will not prevent you from attending and voting at the meeting in person, should you so wish.

Letter from the Chairman of Echo Energy plc

# ECHO ENERGY PLC

(registered in England and Wales under the Companies Act 2006 with registered number 05483127)

## Directors

Christian Yates (Non-Executive Chair)  
Stephen Birrell (Chief Executive Officer)  
Martin Hull (Non-Executive Director)

Dear Shareholder,

## General Meeting of Echo Energy plc (the "Company")

I am pleased to be writing to you with details of our General Meeting ("GM") which we are holding at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT on 28 August 2024 at 2.00 p.m.

The formal notice of the GM is set out from page 4 of this document (the "Notice of GM").

The purpose of this letter is to provide shareholders of the Company with details of the background to, and reasons for, the resolutions to be proposed at the GM (the "Resolutions"), and to explain why the Directors believe that the passing of the Resolutions is in the best interests of the Company and the shareholders of the Company as a whole.

## Business to be transacted at the GM:

1. Resolution 1. This resolution is to receive and adopt the audited annual accounts and financial statements of the Company for the year ended 31 December 2023 together with the Directors' reports and the Auditor's report on those annual accounts.
2. Resolution 2. To re-appoint MAH, Chartered Accountants as Auditor of the Company, to hold office from the conclusion of this GM to the conclusion of the next General Meeting at which the accounts are laid.
3. Resolution 3. To authorise the Directors to determine the remuneration of the Auditor.
4. Resolution 4. Your Directors may allot shares and grant rights to subscribe for, or convert, any security into shares only if authorised to do so by shareholders. This resolution deals with the Directors' authority to allot Relevant Securities in accordance with section 551 of the 2006 Act.
5. Resolution 5. This special resolution 5 will, if passed, give directors the authority to allot equity securities for cash pursuant to the authorisation conferred by Resolution Four above and / or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment (or sale), provided that this power shall be limited to the allotment of equity securities (or sale of treasury shares):
  - i. to subscribe for new Ordinary Shares to be granted under the warrants to be issued as part of the Conditional Convertible Loan Note as announced by the Company on 6 June 2024;

- ii. to subscribe for shares to be granted under the warrants to be issued as part of the Placing announced on 31 July 2024; and
  - iii. the allotment of equity securities up to an aggregate nominal amount of £35,569.20.
6. Resolution 6 is a special resolution to change the Company's name to Nativo Resources plc in accordance with section 77 and 78 of the Companies Act 2006. The Board is seeking to change the name of the Company to reflect the change in focus of the investment strategy away from energy towards natural resources in Latin America and elsewhere, with an initial focus on the native metals, gold and silver.

**Action to be taken**

You are entitled to appoint one or more proxies to attend and vote at the GM on your behalf. Full details of how to vote are set out in notes 1-8 and in the Notes to the Notice of GM.

**Recommendation**

The Directors consider that all of the Resolutions to be proposed at the GM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that shareholders vote in favour of all the Resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Yours faithfully

**Christian Yates**  
Chairman

## NOTICE OF GENERAL MEETING

# Echo Energy plc

(registered in England and Wales No. 05483127)

Notice is hereby given that the **GM** of Echo Energy plc (the "**Company**") will be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT on Wednesday, 28 August 2024 at 2.00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions: 1-4 as ordinary resolutions and resolutions 5 and 6 as special resolutions:

### ORDINARY RESOLUTIONS

#### Resolution 1

To receive and adopt the audited annual accounts and financial statements of the Company for the year ended 31 December 2023 together with the Director's reports and the Auditor's report on those annual accounts.

#### Resolution 2

To re-appoint MAH, Chartered Accountants as Auditor of the Company, to hold office from the conclusion of this GM to the conclusion of the next general meeting of the Company at which the accounts are laid.

#### Resolution 3

To authorise the Directors to determine the remuneration of the Auditor.

#### Resolution 4

**THAT**, the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 'Act') to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £54,102.03 but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates, or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever, provided that this authority shall expire on 30 June 2025 or, if earlier, the date of the Company's next Annual General Meeting (AGM), save that, prior to its expiry, the Company may make offers or enter into agreements which would or might require shares to be allotted or rights to be granted after such expiry, and the Directors shall be entitled to allot shares or grant rights to subscribe for or convert any security into shares in the Company pursuant to any such offer or agreement, as if this authority had not expired, and all unexercised authorities previously granted to the Directors to allot shares, or grant rights to subscribe for or convert any security into shares in the Company be and are hereby revoked.

## SPECIAL RESOLUTIONS

### Resolution 5

**THAT**, subject to the passing of Resolution Four, the Directors be generally and unconditionally empowered pursuant to section 570(1) and 573 of the Act to exercise all the powers of the Company to allot equity securities for cash pursuant to the authorisation conferred by Resolution Four above and / or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment (or sale), provided that this power shall be limited to the allotment of equity securities (or sale of treasury shares):

- i. up to an aggregate nominal amount of £1,803.03 in respect of the right to subscribe for 1,803,030,301 new Ordinary Shares to be granted under the warrants to be issued as part of the Conditional Convertible Loan Note as announced by the Company on 6 June 2024 at an exercise price of 0.0066p per share;
- ii. up to an aggregate nominal amount of £16,729.80 in respect of the right to subscribe for 16,729,800,000 shares to be granted under the warrants to be issued as part of the Placing announced on 31 July 2024 at an exercise price of 0.005p;
- iii. in connection with or pursuant to an offer of or invitation to acquire equity securities in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements, record dates or legal or practical difficulties which may arise under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory or any other matter whatsoever; and
- iv. otherwise than pursuant to sub-paragraphs i, ii and iii above, the allotment of further equity securities up to an aggregate nominal amount of £35,569.20.

such power shall expire (unless previously revoked by the Company) on 30 June 2025 or, if earlier, the date of the Company's next AGM, save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

### Resolution 6

**THAT**, in accordance with section 77 and 78 of the Act, the name of the Company be changed to 'Nativo Resources plc'.

By order of the Board

**AMBA Secretaries Limited**  
Company Secretary

6 August 2024

### Registered Office

85 Great Portland Street  
First Floor  
London  
W1W 7LT

## NOTES:

1. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the GM (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company no later than close of business on the day that is two days before the time for holding the meeting or any adjournment of it (excluding non-working days). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. Only holders of ordinary shares are entitled to attend and vote at this meeting.

A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the GM. A member 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 share or shares held by him. A proxy need not be a member of the Company.

You will not have received a hard copy proxy form for the GM in the post. You can instead submit your proxy vote electronically via Link Investor Centre. You will require your username and password in order to log in and vote. If you have forgotten your username or password you can request a reminder. If you have not previously registered you will require your investor code ('IVC') which can be found on your share certificate. Proxy votes should be submitted as early as possible and, in any event, no later than 48 hours (excluding non-working days) before the time for the holding of the meeting or any adjournment of it.

Link Investor Centre is a free app for smartphone and tablet provided by Link Group (the company's registrar) It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Link Investor Centre via a web browser at: <https://investorcentre.linkgroup.co.uk/Login/Login>.



Or if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 2.00 p.m. on 23 August 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours (excluding non-working days) before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

You may request a hard copy proxy form directly from the Company's registrars, Link Group, by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk), calling 0371 664 0391 or by post at Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. To be valid, any hard copy proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's registrars, Link Group, at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 48 hours (excluding non-working days) before the time for the holding of the meeting or any adjournment of it.

If you are a CREST member, see note 3 below.

3. Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained below.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the GM and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)) subject to the provisions of the Articles. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and International Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of the GM. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) 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 input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) 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 Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

4. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
5. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
6. Any member attending the GM 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.
7. As at 6 August 2024 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 35,569,195,607 ordinary shares of 0.0001p each, carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at that date are 35,569,195,607.
8. You may not use any electronic address (within the meaning of section 333(4) of the 2006 Act) provided in this Notice of Meeting (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

