

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.**

If you have sold or otherwise transferred all of your shares in Nativo Resources plc please send this document, at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom or by whom the sale or transfer was made, for delivery 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 by accessing the Link Investor Centre at <https://investorcentre.linkgroup.co.uk/Login/Login>, logging in and selecting the 'Vote Online Now' link. Full details of how to vote are set out in the Notes to the Notice of Meeting. Please submit your proxy vote so as to reach the Company's registrar no later than 2:00 p.m. on 5 December 2024 or if you are a CREST member, by using the service provided by Euroclear in accordance with the timings prescribed by the CREST system.

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

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## Notice of General Meeting

### Nativo Resources Plc

(Incorporated and registered in England and Wales with registered no: 05483127)

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Notice is hereby given that a General Meeting of Nativo Resources plc (the "Company") will be held at the offices of Peterhouse Capital Limited, 3rd Floor, 80 Cheapside, London EC2V 6EE at 2:00 p.m. on 9 December 2024 for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolution One will be proposed as an ordinary resolution and Resolution Two will be proposed as a special resolution:

#### **Resolution One**

**THAT**, the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 2006 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 £61,714.55 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.

#### **Resolution Two**

**THAT** subject to the passing of Resolution One pursuant to and in accordance with sections 570 and 573 of the 2006 Act, the Directors be and are generally and unconditionally authorised to allot equity securities (as defined in section 560(1) of the 2006 Act) wholly for cash under the authority given by Resolution Two and/or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment (or sale), up to an aggregate nominal amount of £61,714.55, such authority to expire on 30 June 2025, or if earlier, the date of the Company's next AGM, save that prior to its expiry, the Company may make offers or enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after such

expiry, and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if such authority had not expired.

By order of the Board

**AMBA Secretaries Limited**

Company Secretary

22 November 2024

**Registered Office**

85 Great Portland Street

First Floor

London

W1W 7LT

## Notes

### Entitlement to attend, speak and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company has specified that only those members entered on the register of members at close of business on 5 December 2024 (or in the event that this meeting is adjourned, on the register of members 48 hours excluding non-business days before the time of any adjourned meeting) shall be entitled to attend, speak and vote at the meeting in respect of the number of ordinary shares in the capital of the Company held in their name at that time. Changes to the register after close of business on 5 December 2024 shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting.

### Appointment of proxies

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 General Meeting. 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.
3. 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 by accessing the Link Investor Centre at <https://investorcentre.linkgroup.co.uk/Login/Login>, logging in and selecting the 'Vote Online Now' link. You will require your email and password in order to log in and vote. If you have forgotten your password you can request a reminder via the Link Investor Centre. If you have not previously registered to use the portal 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 before the time for the holding of the meeting or any adjournment of it.
4. 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) or by post at Link Group, Central Square, PXS 1, 29 Wellington Street, Leeds, LS1 4DL. 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, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 48 hours before the time for the holding of the meeting or any adjournment of it. If you are a CREST member, see note 5 below.

### Appointment of proxies using CREST

5. 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.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting 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.
7. 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's 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. 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.

8. 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.
9. Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

### **Corporate representatives**

10. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

### **Miscellaneous**

11. Any member attending the General 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.
12. As at 21 November 2024 (being the last practicable date prior to the publication of this notice) the Company's issued voting share capital consists of 61,714,545,020 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 61,714,545,020.