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If you have sold or transferred all of your ordinary shares of 0.5 pence par value in the capital of Blencowe Resources Plc, please send this document, together with the accompanying Form of Proxy, immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee. However, this document should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of relevant laws. If you have sold or transferred part only of your holding of existing ordinary shares, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was affected.

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**BLENCOWE RESOURCES PLC**

*(Registered in England and Wales under No. 10966847)*

**Notice of Annual General Meeting**

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Notice of the Annual General Meeting of Blencowe Resources Plc (the "**Company**") to be held at 55 Athol Street, Douglas, Isle of Man IM1 1LA on 23 February 2024 at 10.00am is set out at the end of this document.

The Form of Proxy for use at the Annual General Meeting accompanies this document and, to be valid, should be completed and returned in accordance with the instructions set out therein as soon as possible but, in any event, so as to reach FIM Capital Limited, 55 Athol Street, Douglas, Isle of Man IM1 1LA by no later than 10.00am on 21 February 2024 being 48 hours before the time appointed for the holding of the meeting. Completion and return of a Form of Proxy will not prevent a shareholder from attending the meeting and voting in person if he or she so wishes.

**ALL SHAREHOLDERS ARE URGED TO COMPLETE AND SUBMIT A PROXY APPOINTMENT IN ACCORDANCE WITH THE INSTRUCTIONS HEREIN. THE PROXY APPOINTMENT MUST BE RECEIVED BY NICK OXLEY AT FIM CAPITAL LIMITED, 55 ATHOL STREET, DOUGLAS, ISLE OF MAN, IM1 1LA OR [CORPORATE.GOVERNANCE@FIM.CO.IM](mailto:CORPORATE.GOVERNANCE@FIM.CO.IM) BY NO LATER THAN 10.00 A.M. ON 21 FEBRUARY 2024 BEING 48 HOURS BEFORE THE TIME OF THE MEETING.**

**BLENCOWE RESOURCES PLC**

*(Registered in England and Wales under No. 10966847)*

**NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of the Company will be held at the offices of FIM Capital Limited, 55 Athol Street, Douglas, Isle of Man on 23 February 2024 at 10.00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions:

**ORDINARY RESOLUTIONS**

**To consider and, if thought fit, to pass the following resolutions which will be proposed as Ordinary Resolutions:**

1. **Annual report and accounts**  
To receive the Company’s annual accounts for the financial year ended 30 September 2023 together with the Directors’ Report and Auditors’ Report on those accounts.
2. **Re-election of Director retiring by rotation**  
To re-elect Alexander Passmore as a Director of the Company who retires by rotation.
3. **Re-appointment of Auditor**  
To re-appoint Crowe U.K. LLP as the Company’s auditors to hold office from the conclusion to this meeting until the conclusion of the next meeting at which annual accounts are laid before the Company and to authorise the Directors, or the Audit Committee, to determine the remuneration of the auditors.
4. **Remuneration Report**  
To approve the Directors’ Remuneration Report for the financial year ended 30 September 2023 together with the Auditors’ Report on that part of the Directors’ Remuneration Report which is required to be audited for the year ended 30 September 2023.
5. **Authority to allot shares**  
That the Directors be generally and unconditionally authorised pursuant to section 551 of the Act, be generally and unconditionally authorised to issue and allot equity securities (as defined by section 560 of the Companies Act) and to grant rights to subscribe for or convert any security into shares of the Company as follows:
  - (i) up to 75,000,000 Ordinary Shares be issued as Placing Shares and/or Subscription Shares;
  - (ii) in respect of any valid exercise of any share options granted to officers, employees or consultants of the Company in accordance with the terms of the Share Option Scheme;
  - (iii) in respect of any valid exercise of any warrant over Ordinary Shares granted to any person by the Company.

provided that such authorities shall, unless renewed, varied or revoked by the Company, expire on the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require relevant securities to be allotted and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has

expired. This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot relevant securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

## **SPECIAL RESOLUTIONS**

**To consider and, if thought fit, to pass the following resolutions which will be proposed as Special Resolutions:**

### **6. Partial disapplication of pre-emption rights**

That the Directors of the Company be given the authority to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred upon them by Resolution 5 above (as varied, renewed or revoked from time to time by the Company at a general meeting) as if section 561(1) of the Act did not apply to any such allotment provided that such power shall be limited to:

- (i) an allotment in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities where the equity securities offered to each such holder is proportionate (as nearly as may be) to the respective amounts of equity securities held by each such holder subject only to such exclusion or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws of or the requirements of any recognised regulatory body in any territory or otherwise;
- (ii) an allotment in connection with the valid exercise of any share options granted in accordance with the terms of the Share Option Scheme;
- (iii) an allotment in connection with the valid exercise of any warrants over Ordinary Shares granted by the Company;
- (iv) otherwise, Ordinary Shares up to a maximum of 75,000,000.

The powers granted by this resolution will expire on the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired. This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

*By order of the Board of Directors*

30 January 2024

Registered Office:  
167-169 Great Portland Street,  
Fifth Floor,  
London, , W1W 5PF

### **Entitlement to attend and vote**

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
  - (a) 10.00 a.m. on 21 February 2024 ; or
  - (b) if this Meeting is adjourned, at close of business on the day two business days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

### **Appointment of proxies**

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy your proxy card or contact Nick Oxley to obtain an extra proxy card on + 44 1624 681250 or [Corporate.governance@fim.co.im](mailto:Corporate.governance@fim.co.im) or 55 Athol Street, Douglas, Isle of Man IM1 1LA (Offices are open between 9.00 a.m. – 5.00 p.m., Monday to Friday).

5. 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.

### **Appointment of proxy by joint members**

6. 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-name being the most senior).

### **Changing proxy instructions**

7. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hardcopy proxy form, please contact Nick Oxley to obtain an extra proxy card on + 44 1624 681250 or [Corporate.governance@fim.co.im](mailto:Corporate.governance@fim.co.im) or 55 Athol Street, Douglas, Isle of Man IM1 1LA. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### **Termination of proxy appointments**

8. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Nick Oxley on + 44 1624 681250 or [Corporate.governance@fim.co.im](mailto:Corporate.governance@fim.co.im) or 55 Athol Street, Douglas, Isle of Man IM1 1LA. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by [Corporate.governance@fim.co.im](mailto:Corporate.governance@fim.co.im) no later than 10.00 a.m. on 21 February 2024. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

### **Corporate representatives**

9. 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.