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**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 are recommended to seek your own personal financial advice from an independent financial adviser authorised and regulated under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in the relevant jurisdiction.

If you have sold or otherwise transferred, or you sell or otherwise transfer, all of your Ordinary Shares in Great Southern Copper plc, please send this document together at once to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was or is effected, for onward delivery to the purchaser or transferee. If you have sold or otherwise transferred part only of your holding of Ordinary Shares, please retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

The Existing Ordinary Shares are admitted to listing on the Equity Shares (Transition) category of the Official List and to trading on the Main Market of the London Stock Exchange. Application will be made to the FCA for the Initial Warrant Shares to be admitted to listing and trading, and it is expected that admission will become effective and that dealings will commence following approval of the Rule 9 Waiver Resolution at the Annual General Meeting. The Initial Warrant Shares will, on Admission, rank *pari passu* in all respects with, and will rank in full for all dividends and other distributions declared, made or paid in respect of, the Existing Ordinary Shares after the date of Admission.

The Directors, whose names are set out on page 9 of this document, accept responsibility for the information contained in this document (including any expressions of opinion) contained in this document, other than information for which responsibility is taken pursuant to paragraph 1 of Part 4. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information (including any expressions of opinion) contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

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### **GREAT SOUTHERN COPPER PLC**

*(Incorporated in England and Wales under number 12497319)*

#### **Notice of Annual General Meeting**

#### **The approval of a Rule 9 Panel Waiver**

**In connection with the exercise of Warrants granted to Foreign Dimensions Pty Ltd**

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#### **Financial Adviser**

Greenwood Capital Partners Limited

**This document should be read as a whole. Your attention is drawn to the letter from the Chairman which recommends that you vote in favour of the Resolutions to be proposed at the Annual General Meeting.**

Notice of the Annual General Meeting of Great Southern Copper plc to be held at the offices of Gowling WLG (UK) LLP at 4 More London Riverside, London SE1 2AN at 10.00 a.m. on 30 September 2025 is set out in Part 6 of this document.

Shareholders not intending to attend the Annual General Meeting in person may submit a Form of Proxy, either by completing and returning the hard copy Form of Proxy in accordance with the

instructions printed on the form so as to be received by the Company's Registrar, Share Registrars Limited at 3 Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX by no later than 10:00 a.m. on 26 September 2025 or, alternatively, by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions. In order to ensure that each Shareholder's vote counts, the Board recommends that Shareholders appoint the Chairman of the Annual General Meeting as their proxy to vote on their behalf. If you hold your shares in the Company in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting service in accordance with the CREST Manual (please also refer to the accompanying notes to the Notice of the Annual General Meeting set out on pages 16 to 17 of this document).

Copies of this document are available from the Company's registered office from the date of this document until the date of the Annual General Meeting. This document will also be available for download from the Company's website: [www.gscplc.com](http://www.gscplc.com).

## IMPORTANT INFORMATION

**The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any of those restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction.**

The Company and the Directors accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and makes no omission likely to affect the import of such information.

This document does not constitute or form part of any offer or invitation to buy, subscribe for, or sell Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. No person has been authorised to give any information or to make any representation about the Company and about the matters the subject of this document other than those contained in this document. If any such information or representation is given or made then it must not be relied upon as having been so authorised. The delivery of this document shall not imply that no change has occurred in the Company's affairs since the date of issue of this document or that the information in this document is correct as at any time after the date of this document, save as shall be required to be updated by law or regulation.

Greenwood Capital Partners Limited ("**Greenwood Capital**"), which is authorised and regulated in the United Kingdom by the FCA and is the Company's financial adviser. Greenwood Capital is acting for the Company and will not regard any other person (whether or not a recipient of this document) as a client and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for providing advice in relation to the contents of this document or any other matter referred to herein. Greenwood Capital has not authorised the contents of this document for any purpose and no liability whatsoever is accepted by Greenwood Capital nor does it make any representation or warranty, express or implied, as to the accuracy of any information or opinion contained in this document or for the omission of any information. Greenwood Capital expressly disclaims all and any responsibility or liability whether arising in tort, contract or otherwise which it might otherwise have in respect of this document.

The release, publication or distribution of this document in or into, jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes who are not resident in the United Kingdom should inform themselves about, and observe, any applicable restrictions. Shareholders who are in any doubt regarding such matters should consult an appropriate independent adviser in the relevant jurisdiction without delay. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. In particular, this document may not be distributed, directly or indirectly, in or into the United States of America, Canada, the Republic of South Africa, Australia or Japan. Overseas Shareholders and any person (including, without limitation, nominees and trustees), who have a contractual or other legal obligation to forward this document to a jurisdiction outside the UK should seek appropriate advice before taking any action.

This document includes "forward-looking statements" which include all statements other than statements of historical facts, including, without limitation, those regarding the Group's financial position, business strategy, plans and objectives of management for future operations, the timing of events and other expectations associated with the transactions discussed herein, expectations with respect to the listing of securities of the Company to be issued in these transactions, the expected use of proceeds, and/or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained

herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law.

## TABLE OF CONTENTS

	<i>Page</i>
Important Information	3
Expected Timetable of Principal Events	6
Statistics of the Conversion	7
Time and Place of Annual General Meeting	8
Directors, Company Secretary and Advisers	9
Definitions	10
Part 1 - Letter from the Chairman	16
Part 2 – The Takeover Code	22
Part 3 – Additional Information on the Company	24
Part 4 – Additional Information on Foreign Dimensions	33
Part 5 - Notice of Annual General Meeting	37

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Each of the times and dates in the below is indicative only and may be subject to change by the Company, in which event details of the new times and dates will be notified to shareholders by announcement through a Regulatory Information Service.

Publication of this Circular	5 September 2025
Voting Record Date for attendance and voting at the Annual General Meeting	10:00 a.m. on 26 September 2025
Latest time and date for receipt of completed Forms of Proxy and receipt of electronic proxy appointments via the CREST system	10.00 a.m. on 26 September 2025
<b>Annual General Meeting</b>	<b>10.00 a.m. on 30 September 2025</b>
Announcement of results of Annual General Meeting	30 September 2025
Anticipated date of Admission of the Initial Warrant Shares	6 October 2025

**Certain of the events in the above timetable are conditional upon, *inter alia*, the approval of the Resolutions to be proposed at the Annual General Meeting.**

**All references to time and dates in this document are to time and dates in London.**

## STATISTICS OF THE CONVERSION

Number of Existing Ordinary Shares in issue as at the date of this document	573,521,400
Percentage of Existing Ordinary Shares held by Foreign Dimensions and its concert parties as at the Latest Practicable Date	46.72 per cent.
Initial Warrant Shares	6,250,000
Further Warrant Shares	121,422,216
Warrant Shares (being Initial and Further Warrant Shares)	127,672,216
Exercise Price	As set out in the Definitions
Enlarged Share Capital, assuming conversion of all Warrant Shares*	701,193,616
Percentage of the Enlarged Share Capital held by Foreign Dimensions and its concert parties following the issue of the Initial Warrant Shares*	47.29 per cent.
Percentage of the Enlarged Share Capital held by Foreign Dimensions and its concert parties following the issue of the Warrant Shares*	56.42 per cent.
Percentage of the Enlarged Share Capital held by Foreign Dimensions and its concert parties following the issue of the Warrant Shares and exercise of the Second Convertible Loan*	57.51 per cent.
Percentage of the Enlarged Share Capital held by Foreign Dimensions and its concert parties on a fully diluted basis following the exercise of all Warrants and including the exercise of the Second Convertible Loan	48.02 per cent.
ISIN of the Existing Ordinary Shares	GB00BLB5BF24

\* Assuming the issue of no other Ordinary Shares

## **TIME AND PLACE OF ANNUAL GENERAL MEETING**

Notice is given that an Annual General Meeting of the Shareholders will be held at the offices of Gowling WLG (UK) LLP 4 More London Riverside, London SE1 2AN at 10:00 a.m. on 30 September 2025.

**Whether or not you propose to attend the Annual General Meeting, Shareholders are strongly encouraged to appoint the Chairman of the Annual General Meeting as their proxy with directions as to how to cast their vote on the Resolutions proposed. Please refer to the detailed Notes contained in the Notice of Annual General Meeting.**

The Voting Record Time (being the date and time that persons eligible to vote at the Annual General Meeting are registered Shareholders) is 10:00 a.m. on 26 September 2025.

Shareholders not intending to attend the Annual General Meeting in person may submit a Form of Proxy, either by completing and returning the hard copy Form of Proxy in accordance with the instructions printed on the form so as to be received by the Company's Registrar, Share Registrars Limited at 3 Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX by no later than 10:00 a.m. on 26 September 2025 or, alternatively, by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions. In order to ensure that each Shareholder's vote counts, the Board recommends that Shareholders appoint the Chairman of the Annual General Meeting as their proxy to vote on their behalf. If you hold your shares in the Company in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting service in accordance with the CREST Manual (please also refer to the accompanying notes to the Notice of the Annual General Meeting set out on pages 16 to 17 of this document).



## **DIRECTORS, COMPANY SECRETARY AND ADVISERS**

<b>Directors</b>	Charles Bond (Non-Executive Chairman) Samuel Garrett (Chief Executive Officer) Martin Page (Chief Financial Officer) Stuart Greene (Non-Executive Director) Nick Briers (Non-Executive Director)
<b>Company Secretary</b>	MSP Corporate Services Limited 27-28 Eastcastle Street London W1W 8DH
<b>Registered Office</b>	Salisbury House London Wall London EC2M 5PS
<b>Financial Adviser</b>	Greenwood Capital Partners Limited 20 Wenlock Road London N1 7GU
<b>Legal Advisers to the Company</b>	Druces LLP Salisbury House London Wall London EC2M 5PS
<b>Registrars</b>	Share Registrars 3 Millennium Centre Crosby Way Farnham Surrey GU9 7XX

## DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

<b>1% Issue</b>	the issue of 10,416,667 Shares, for an aggregate exercise price of £250,000, under the 2.4p Warrants to Foreign Dimensions, as announced by the Company on 25 June 2025, pursuant to Note 11 to Rule 9.1 of the Takeover Code
<b>2.4p Warrants</b>	(i) 41,749,998 warrants granted to investors who participated in a placing and subscription in May 2023 pursuant to a warrant instrument dated 18 May 2023 and exercisable at 2.4p per Ordinary Share with an exercise period expiring on 18 May 2026; and (ii) 41,749,995 warrants granted to Foreign Dimensions in accordance with the terms of the First Convertible Loan pursuant to a warrant instrument dated 18 May 2023 and exercisable at 2.4p per Ordinary Share with an exercise period expiring on 18 May 2026
<b>2.5p Warrants</b>	62,400,000 warrants granted to investors (including 31,200,000 to Foreign Dimensions) who participated in a subscription in November 2024 pursuant to a warrant instrument dated 13 November 2024 and exercisable at 2.5p per Ordinary Share with an exercise period expiring on 13 November 2026
<b>3p Warrants</b>	104,416,667 warrants granted to investors (including 50,250,000 to Foreign Dimensions) who participated in a placing and subscription in July 2024 pursuant to a warrant instrument dated 2 July 2024 and exercisable at 3.0p per Ordinary Share with an exercise period expiring on 2 July 2026
<b>4.5p Warrants</b>	40,222,206 warrants granted to investors (including 14,888,888 to Foreign Dimensions) who participated in a placing and subscription in December 2023 pursuant to a warrant instrument dated 6 December 2023 and exercisable at 4.5p per Ordinary Share with an exercise period expiring on 13 December 2025
<b>Act</b>	the Companies Act 2006 (as amended)
<b>acting in concert</b>	has the meaning attributed to it in the Takeover Code
<b>Admission</b>	admission to listing on the Equity Shares (Transition) category of the Official List and to trading on the Main Market of the London Stock Exchange of the Initial Warrant Shares becoming effective
<b>Annual General Meeting</b>	the annual general meeting of the Company to be held at the offices of Gowling WLG (UK) LLP at 4 More London Riverside, London SE1 2AN at 10.00 a.m. on 30 September 2025, or any adjournment thereof, notice of which is set out at the end of this document
<b>Articles</b>	the articles of association of the Company as at the date of this document

<b>Board or Directors</b>	the board of directors of the Company from time to time
<b>borrowed or lent</b>	in the context of the Takeover Code, includes for these purposes any financial collateral arrangement of the kind referred to in Note 4 on Rule 4.6 of the Takeover Code, but excludes any borrowed shares which have either been on-lent or sold
<b>Chairman</b>	the Chairman of the Board from time to time
<b>Company</b>	Great Southern Copper plc, a company registered in England and Wales with Company number 12497319
<b>Concert Party</b>	Foreign Dimensions, Imelda Bourke, Emma Bourke and Laura Bourke
<b>connected persons</b>	in the context of the Takeover Code, means in relation to a Director, those persons whose interests in Ordinary Shares the Director would be required to disclose pursuant to Part 22 of the Companies Act 2006 and related regulations and includes any spouse, civil partner, infants (including step children), relevant trusts and any company in which a director holds at least 20 per cent. of its voting capital
<b>CREST</b>	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations)
<b>CREST Manual</b>	the rules governing the operation of CREST, as published by Euroclear
<b>CREST member</b>	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations)
<b>CREST participant</b>	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations)
<b>CREST sponsor</b>	a CREST participant admitted to CREST as a CREST sponsor
<b>CREST sponsored member</b>	a CREST member admitted to CREST as a sponsored member (which includes all CREST Personal Members)
<b>dealing or dealt</b>	in the context of the Takeover Code, includes: <ul style="list-style-type: none"> <li>(a) acquiring or disposing of relevant securities, of the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to relevant securities, or of general control of relevant securities;</li> <li>(b) taking, granting, acquiring, disposing of, entering into, closing out, terminating, exercising (by either party) or varying an option (including a traded option contract) in respect of any relevant securities;</li> </ul>

- (c) subscribing or agreeing to subscribe for relevant securities;
- (d) exercising or converting, whether in respect of new or existing relevant securities, any securities carrying conversion or subscription rights;
- (e) acquiring, disposing of, entering into, closing out, exercising (by either party) of any rights under, or varying, a derivative referenced, directly or indirectly, to securities;
- (f) entering into, terminating or varying the terms of any agreement to purchase or sell securities;
- (g) redeeming or purchasing, or taking or exercising an option over, any of its own relevant securities by the offeree company or an offeror; and
- (h) any other action resulting, or which may result, in an increase or decrease in the number of relevant securities in which a person is interested or in respect of which he has a short position

**Derivatives**

include any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security

**Directors**

the Company's directors

**Enlarged Share Capital**

the 843,393,609 Ordinary Shares in issue following the allotment and issue of the Warrant Shares, assuming that all of the Warrant Shares are issued and no other new Ordinary Shares are issued in the interim

**Euroclear**

Euroclear UK & International Limited, the operator of CREST

**Exercise**

the exercise by Foreign Dimensions at the Exercise Price of any of the Warrants into the Warrant Shares on the terms set out in the Warrants

**Exercise Price**

the relevant Exercise Price under the Warrants

**Existing Ordinary Shares**

573,521,400 Ordinary Shares in issue as at the date of this document

**FCA**

the Financial Conduct Authority

**First Convertible Loan**

the convertible loan for £501,000 entered into between the Company and Foreign Dimensions pursuant to a convertible loan note instrument dated 15 May 2023, issued together with 2.4p Warrants

<b>Foreign Dimensions</b>	Foreign Dimensions Pty Limited, a company registered in Australia with registered number ACN 066 879 034, which is the trustee of The Colin & Imelda Bourke Family Trust, the beneficiaries of which are members of the Bourke family
<b>Foreign Dimensions Directors</b>	means Imelda Aileen Bourke and Colin James Bourke
<b>Form of Proxy</b>	the form of proxy for use in connection with the Annual General Meeting
<b>FSMA</b>	the Financial Services and Markets Act 2000 (as amended)
<b>Further Exercise</b>	the exercise by Foreign Dimensions of up to 121,422,216 Warrants into the Further Warrant Shares
<b>Further Warrant Shares</b>	up to 121,422,216 Warrant Shares to be issued to Foreign Dimensions following the exercise of its 2.5 Warrants, 3p Warrants, 4.5p Warrants and its remaining 25,083,328 2.4p Warrants
<b>Group</b>	together the Company and its subsidiary undertakings
<b>Independent Shareholders</b>	all of the Shareholders, with the exception of Foreign Dimensions and any parties acting in concert with Foreign Dimensions
<b>Initial Exercise</b>	the exercise of by Foreign Dimensions of 6,250,000 2.4p Warrants into the Initial Warrant Shares
<b>Initial Warrant Shares</b>	6,250,000 Warrant Shares to be issued to Foreign Dimensions following the exercise of 6,250,000 of its 2.4p Warrants
<b>Interest</b>	<p>in the context of the Takeover Code, a person having an interest in relevant securities includes where a person</p> <ul style="list-style-type: none"> <li>(a) owns securities;</li> <li>(b) has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to securities or has general control of them;</li> <li>(c) by virtue of any agreement to purchase, option or derivative, has the right or option to acquire securities or call for their delivery or is under an obligation to take delivery of them, whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise; or</li> <li>(d) is party to any derivative whose value is determined by reference to the prices of securities and which results, or may result, in his having a long position in them</li> </ul>

<b>Irrevocable Undertakings</b>	the irrevocable undertaking from each of the Directors as described in paragraph 6.1 of Part 3 of this document
<b>ISIN</b>	International Securities Identification Number
<b>Latest Practicable Date</b>	3 September 2025 being the latest practicable date prior to the publication of this document
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>Notice of Annual General Meeting</b>	the notice of the Annual General Meeting set out at the end of this document
<b>Official List</b>	the Official List of the FCA
<b>Ordinary Shares</b>	ordinary shares of £0.01 each in the capital of the Company
<b>Overseas Shareholders</b>	Shareholders with registered addresses, or who are citizens or residents of, or incorporated in, countries outside of the United Kingdom
<b>Prospectus Rules</b>	the prospectus rules published by the FCA pursuant to section 73A of FSMA (as amended from time to time)
<b>Prospectus Regulation</b>	EU Regulation 2017/1129 (which forms part of UK domestic law pursuant to the European Union (Withdrawal) Act 2018) on the requirements for a prospectus to be published when securities are offered to the public or admitted to trading
<b>Registrars</b>	Share Registrars Limited
<b>Resolutions</b>	the resolutions set out in the Notice of Annual General Meeting
<b>Rule 9</b>	Rule 9 of the Takeover Code
<b>Rule 9 Panel Waiver</b>	the waiver granted by the Takeover Panel, subject to approval of the Independent Shareholders, of any obligation on Foreign Dimensions (both individually and collectively with those parties deemed to be acting in concert with it) to make a mandatory offer to Shareholders under Rule 9 for the Ordinary Shares not owned by Foreign Dimensions following any increase in the percentage of Ordinary Shares carrying voting rights that Foreign Dimension is interested in as a result of the Exercise
<b>Rule 9 Waiver Resolution</b>	Resolution 8 as set out in the Notice of Annual General Meeting
<b>Second Convertible Loan</b>	the convertible loan for £522,000 entered into between the Company and Foreign Dimensions pursuant to a convertible loan note instrument dated 5 March 2025
<b>Shareholders</b>	holders of Ordinary Shares

<b>Short position</b>	in the context of the Takeover Code, means any short position (whether conditional or absolute and whether in the money or otherwise) including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery
<b>Takeover Code</b>	the City Code on Takeovers and Mergers
<b>Takeover Panel</b>	the Panel on Takeovers and Mergers
<b>UK or United Kingdom</b>	the United Kingdom of England, Scotland, Wales and Northern Ireland
<b>US or United States</b>	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
<b>US Securities Act</b>	the US Securities Act of 1933 (as amended)
<b>£ and p and GBP and pence</b>	the legal tender of the United Kingdom from time to time
<b>US\$ or \$</b>	US dollars being the legal tender of the United States from time to time
<b>Voting Record Time</b>	the time and date on which Shareholders must be on the Company's register of members in order to be able to attend and vote at the Annual General Meeting, being 10:00 a.m. on 26 September 2025
<b>Warrants</b>	the 2.4p Warrants, the 2.5p Warrants, the 3p Warrants and the 4.5p Warrants
<b>Warrant Shares</b>	127,672,216 new Ordinary Shares which would be allotted and issued to Foreign Dimensions on the exercise of the Initial Warrants and Further Warrants

**PART 1**  
**LETTER FROM THE CHAIRMAN**

of

**GREAT SOUTHERN COPPER PLC**

(incorporated in England & Wales with registration number 12497319)

**Directors:**

Charles Bond (*Non-Executive Chairman*)  
Samuel Garrett (*Chief Executive Officer*)  
Martin Page (*Chief Financial Officer*)  
Stuart Greene (*Non-Executive Director*)  
Nick Briers (*Non-Executive Director*)

**Registered Office:**

Salisbury House  
London Wall  
London EC2M 5PS

5 September 2025

*To the holders of Ordinary Shares and, for information only, to the holders of share options and warrants*

Dear Shareholder

**Notice of Annual General Meeting**

**Approval of a Rule 9 Panel Waiver**

**Proposed exercise of certain Warrants granted to Foreign Dimensions**

**1. ANNUAL GENERAL MEETING**

I am pleased to be writing to you with details of our Annual General Meeting which we are holding at Gowling WLG LLP, 4 More London, Riverside, London, SE1 2AU on 30 September 2025 at 10:00 a.m. The formal notice of Annual General Meeting (Notice) is set out on pages 37 to 43 of this document. An explanation of the Resolutions proposed is set out below. Resolutions 1 to 8 are proposed as Ordinary Resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions 9 and 10 are proposed as Special Resolutions. This means that for each of those Resolutions to be passed, not less than 75% of the votes cast must be in favour of the Resolution. All Resolutions will be voted on by a poll.

*Resolution 1: Annual Report and Accounts*

The Directors are required to present to Shareholders at the Annual General Meeting the Company's audited accounts and the Directors' and Auditor's reports for the year ended 31 March 2025. The accounts, the Directors' report and the Auditor's report on the accounts, and on those parts of the Directors' remuneration report that are capable of being audited, are contained within the Company's Annual Report and Accounts for the year ended 31 March 2025.

*Resolutions 2 and 3: Reappointment of Directors*

One third of the Board is required to retire by rotation every year. The reappointment of two Directors, Sam Garrett and Charles Bond, if approved, will take effect at the conclusion of the meeting. Separate Resolutions are proposed for each of these reappointments. Biographical details as at the date of this document of the directors standing for reappointments by Shareholders are set out on pages 7 and 8 of the Annual Report and Accounts.



#### *Resolution 4: Appointment of Auditor and Auditor's remuneration*

The Company is obliged by law to appoint the Auditor at each general meeting at which accounts are laid. Resolution 4 proposes that PKF Littlejohn LLP be appointed as the Company's Auditor and asks the Shareholders to authorise the Directors to determine the remuneration of the Auditor.

#### *Resolution 5: Approval of report on Directors' remuneration*

The 2006 Act requires quoted companies, at each general meeting at which statutory accounts are to be laid, to propose an ordinary resolution approving the Directors' remuneration report for the year (the 'Remuneration Report'). Under Resolution 5 Shareholders are asked to approve the content of the Remuneration Report, a copy of which is included in the Report and Accounts. This vote is advisory in nature and does not affect the actual remuneration paid to any individual Director or require any such amounts to be repaid, reduced or withheld.

#### *Resolution 6: Approval of Directors' remuneration policy*

The 2006 Act also requires a quoted company to have a Directors' remuneration policy included within their Directors' remuneration report and to put it to shareholders for approval at least every three years. Under Resolution 6 Shareholders are asked to approve the Directors' remuneration policy, a copy of which is included in the Report and Accounts.

#### *Resolution 7 – Authority of the Directors to issue and allot new shares*

The purpose of Resolution 7 is to renew the Directors' authority to allot shares. If Resolution 7 is passed, the Directors will have authority to allot shares in the capital of the Company (and other relevant securities) up to an aggregate nominal amount of £4,700,000 being approximately eighty two per cent (82%) of the Company's issued ordinary share capital as at the date of this document. The Directors will exercise the authority in Resolution 7 only if they consider it to be in the best interests of shareholders generally.

This authority will, if granted, expire at the conclusion of the annual general meeting of the Company to be held in 2026 or, if earlier, at the close of business on 15 months from the date of this Annual General Meeting, unless such authority is renewed prior to this time.

#### *Resolution 8 – Rule 9 Waiver Resolution*

Resolution 8 is the Rule 9 Waiver Resolution, A full explanation of the Rule 9 Waiver and Rule 9 Waiver Resolution is set out below.

#### *Resolution 9 – Disapplication of statutory pre-emption rights*

Resolution 9 will be proposed to renew the Directors' authority to issue shares for cash other than strictly pro-rata to existing shareholdings. The proposed authority is limited to the allotment of shares in specific circumstances relating to rights issues or any other issues up to an aggregate nominal amount of £4,700,000 being approximately eighty two per cent (82%) of the Company's issued share capital. The Directors will exercise the authority in Resolution 9 only if they consider it to be in the best interests of Shareholders generally.

#### *Resolution 10 – General meetings, other than AGMs, to be held on not less than 14 clear days' notice*

Section 307A of the Companies Act 2006 provides that for traded companies all general meetings must be called on a minimum of 21 days' notice but, subject to a company's articles, general meetings other than AGMs can be called on 14 days' notice, subject to certain conditions.

## **2. APPROVAL OF A RULE 9 PANEL WAIVER**

At the time of its admission to listing and trading in December 2021, the Company's majority Shareholder was Foreign Dimensions, a family trust which owns shares in the Company for the beneficiaries of the family of Colin and Imelda Bourke. At that time Foreign Dimensions and its concert parties (being, the shareholding of Imelda Bourke in her personal capacity and the two grown up daughters of Colin and Imelda Bourke, further details of which can be found in Part 4 of this document) owned 54.96% per cent. of the voting capital of the Company.

### ***May 2023 Fundraising, First Convertible Loan and 2.4p Warrants***

Foreign Dimensions has corner-stoned each of the Company's capital raises since admission. This included support with a fundraising in May 2023 through the provision of the First Convertible Loan, which was issued together with 2.4p Warrants, which were warrants to subscribe for new Ordinary Shares on the same terms, including the exercise price, as warrants granted to other investors who subscribed for Ordinary Shares at the same time as part of a wider equity fundraising. Foreign Dimensions was issued the First Convertible Loan rather than new equity as the Company had insufficient headroom at the time under the Prospectus Rules to issue new Ordinary Shares without publishing a prospectus, and therefore the First Convertible Loan converted upon sufficient headroom becoming available.

At the time of the May 2023 fundraising the Company consulted with the Panel to ensure that no obligation would arise under Rule 9 of the Takeover Code for Foreign Dimensions to make a mandatory offer for the other Ordinary Shares in the Company that it and its concert parties did not already own on conversion of the First Convertible Loan, as the percentage interest in the Company of Foreign Dimensions and its concert parties would reduce on closing of the fundraising from 54.96% to 45.97%, but would increase again to above 50% on conversion of the First Convertible Loan. The Panel confirmed no Rule 9 obligation would arise on conversion of the First Convertible Loan Note and full disclosure of the matter was set out in the Company's announcement of 15 May 2023. Upon conversion of the First Convertible Loan, Foreign Dimensions and its concert parties percentage subsequently rose to 51.59%.

### ***December 2023, June and November 2024 Fundraisings and 4.5p Warrants, 3.0p Warrants and 2.5p Warrants***

The Company subsequently carried out three further fundraises through 2023 and 2024, in all of which Foreign Dimensions participated as a cornerstone investor, being granted its share of the 4.5p Warrants, 3.0p Warrants and 2.5p Warrants.

### ***March 2025 fundraising and Second Convertible Loan***

In March 2025 the Company was in a similar position in relation to raising funds, in so far as that it could not issue sufficient new Ordinary Shares without publishing a prospectus, and Foreign Dimensions therefore entered into the Second Convertible Loan on substantially similar terms to the First Convertible Loan, although no warrants were issued to any investors, or Foreign Dimensions and its concert parties, as part of that fundraising.

The Company again consulted with the Panel to check that the same treatment would apply to the Second Convertible Loan, although in this instance on conversion of the Second Convertible Loan the interest of Foreign Dimensions and its concert parties would increase from 46.77% to 48.45%. The Panel confirmed that no Rule 9 obligation would arise on conversion of the Second Convertible Loan.

### ***Exercise of 2.4p Warrants***

Until the recent 1% Issue, Foreign Dimensions and its concert parties held a 45.91% interest in the voting capital of the Company. Given recent results announced by the Company, its share price had risen to an extent whereby it was above the level of the 2.4p Warrants and Foreign Dimensions wanted to be able to exercise them as other Warrant holders have done.

On the basis that Foreign Dimensions and its concert parties held over 50% of the voting share capital at the time of the grant to it of any of the Warrants (and therefore no offer obligation on exercise would arise on their exercise), the Company sought the consent of the Panel for the waiver, on the exercise of certain of the 2.4p Warrants (and any other Warrants) held by Foreign Dimensions, for Foreign Dimensions to make a mandatory offer for the other Ordinary Shares in the Company that it and its concert parties did not already own.

Whilst the Panel had scope under Note 11 of Rule 9.1 of the Takeover Code to permit the 1% Issue to Foreign Dimensions without the requirement for a mandatory offer to be made under Rule 9 of the Takeover Code being triggered, the issue of any further Warrant Shares would require Foreign Dimensions to make a mandatory offer for the company absent a Rule 9 Panel Waiver and its approval by Independent Shareholders, further details of which are set out below. This is on the basis that Foreign Dimensions now holds less than 50 per cent of the voting rights of the Company.

Foreign Dimensions are strong advocates of the Company and its management team as evidenced by their financial support to date and the Directors are keen to ensure that Foreign Dimensions can maintain their ability to exercise all of their Warrant Shares.

The Directors are therefore now approaching Independent Shareholders for their approval for Foreign Dimensions to exercise any of their Warrants, so as to acquire the Warrant Shares without triggering an obligation to make a mandatory offer under Rule 9 of the Takeover Code. On the Initial Exercise, the percentage interest of Foreign Dimensions and its concert parties would rise from 46.72% to 47.29% (assuming no further issues of Ordinary Shares to any other persons). This percentage would increase to 56.42% on the Further Exercise (assuming no further issues of Ordinary Shares to any other persons), and 57.51% on conversion of the Second Convertible Loan into equity (assuming no further issues of Ordinary Shares to any other persons).

### **3. RULE 9 PANEL WAIVER**

Foreign Dimensions and its concert parties are currently interested in 46.72 per cent. of the Ordinary Shares in the Company. As they are interested in Ordinary Shares which in the aggregate carry not less than 30 per cent of the voting rights of the Company, but do not hold Ordinary Shares carrying more than 50 per cent. of such voting rights, if Foreign Dimensions subsequently acquires an interest in any Warrant Shares which increases its percentage of Ordinary Shares carrying voting rights, it must make a mandatory offer to all other Shareholders, unless a waiver from such offer is granted by the Takeover Panel pursuant to Rule 9 of the Takeover Code. The Panel has agreed to such a waiver provided that Independent Shareholders approve the issue of the Warrant Shares. Full details of the Rule 9 Panel Waiver are set out in Part 2 of this document.

In the event that Foreign Dimensions was in a position to exercise all of its outstanding Warrants, it and its concert parties would increase its percentage of voting rights from 46.72% to 56.42% of the Company's Enlarged Share Capital (assuming no further issues of Ordinary Shares to any other persons) and (for so long as they continue to be acting in concert and hold more than 50 per cent) will not be required to make a mandatory offer to all other Shareholders in the event that it increases its percentage of Ordinary Shares carrying voting rights by exercising the Warrant Shares.

**For so long as Foreign Dimensions and its concert parties hold more than 50% of the voting share capital, it may increase its aggregate interests in the Ordinary Shares in the Company without incurring any obligation under Rule 9 to make a general offer for the remaining Ordinary Shares.**

**Furthermore, Foreign Dimensions and its concert parties are not restricted from making an offer for the Company under the Code.**

## **Rule 9 Waiver Resolution**

Resolution 8 is the Rule 9 Waiver Resolution which waives the obligation on Foreign Dimensions to make a mandatory offer to all other Shareholders on the exercise of any of its Warrants, and will be proposed as an ordinary resolution for Independent Shareholders to approve the Rule 9 Panel Waiver and shall be voted on a poll. If passed it will approve the Rule 9 Panel Waiver and will allow the immediate issue of the Initial Warrant Shares (and at a later date the Further Warrant Shares) to Foreign Dimensions without Foreign Dimensions being required to make a mandatory offer under Rule 9.

**In the event that Resolution 8 is not passed at the Annual General Meeting, Foreign Dimensions will not be able to exercise any Warrants without triggering an obligation under Rule 9 of the Takeover Code. In such circumstances, the Company may need to find other sources of funding to replace the proceeds otherwise receivable by it on exercise of the Warrants by Foreign Dimensions. Other risk factors in relation to Rule 9 Waiver are set out in Part 2 below.**

## **4. ACTION TO BE TAKEN**

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Annual General Meeting or any adjournments or postponements thereof is 10.00 a.m. on 26 September 2025.

Shareholders not intending to attend the Annual General Meeting in person may submit a Form of Proxy, either by completing and returning the hard copy Form of Proxy in accordance with the instructions printed on the form so as to be received by the Company's Registrar, Share Registrars Limited at 3 Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX by no later than 10:00 a.m. on 26 September 2025 or, alternatively, by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions. In order to ensure that each Shareholder's vote counts, the Board recommends that Shareholders appoint the Chairman of the Annual General Meeting as their proxy to vote on their behalf. If you hold your shares in the Company in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting service in accordance with the CREST Manual (please also refer to the accompanying notes to the Notice of the Annual General Meeting set out on pages 37 to 43 of this document).

## **ADMISSION**

Application will be made to the London Stock Exchange for the Initial Warrant Shares to be admitted to listing on Equity Shares (Transition) category of the Official List and to trading on the Main Market of the London Stock Exchange. It is expected that Admission of the Initial Warrant Shares will become effective at 8.00 a.m. on the 6 October 2025.

## **5. IRREVOCABLE UNDERTAKINGS AND RECOMMENDATION**

The Directors recognise the support of Foreign Dimensions since the time of the Company's admission to listing and trading in London, and believe the grant of Warrants to Foreign Dimensions to be mutually beneficial, as both an incentive to Foreign Dimensions and other investors participating in the Company's fundraisings, as well as a means for injection of further capital for the Company as its share price increased.

Given the Warrants were granted to Foreign Dimensions at a time when no offer obligation under Rule 9 of the Takeover Code would have arisen on their exercise (because Foreign Dimensions then held over 50 per cent of the Company's voting rights), the Directors believe it would be unfair for Foreign Dimensions to lose the benefit of the Warrants, and that it would seriously impact the Company's funding plans should the Company's share price continue to increase.

Shareholders have been fully informed of the grant of all Warrants to Foreign Dimensions, and have previously approved the relevant share authorities for any new Ordinary Shares to be allotted and issued on exercise of them at the Company's 2023 and 2024 AGMs.

Foreign Dimensions remains subject to the Relationship Agreement entered into at admission to listing (further details of which are set out in Part 3 of this document) until its shareholding drops below 20 %.

The agreement ensures that the Company is capable of carrying on its business independently of Foreign Dimensions Pty Ltd and that transactions and relationships between Foreign Dimensions Pty Ltd and the Company are at arm's length and on normal commercial terms.

Therefore the Directors, who have been so advised by Greenwood Capital, consider the Rule 9 Waiver to be fair and reasonable and in the best interests of the Company and Independent Shareholders as a whole. Accordingly, the Directors unanimously recommend that Independent Shareholders vote in favour of the Rule 9 Waiver Resolution (which is to be proposed as Resolution 8), as well as all of the other Resolutions to be proposed at the Annual General Meeting.

Each of the Directors other than Martin Page (who does not hold Ordinary Shares) has irrevocably undertaken to vote in favour of all of the Resolutions in respect of their respective holdings of Ordinary Shares in the Company, being in aggregate approximately 4.0 per cent. of the Existing Ordinary Shares.

Yours faithfully,

Charles Bond  
**Chairman**

## **PART 2**

### **THE TAKEOVER CODE**

#### **1. TAKEOVER CODE**

The Company is subject to the Takeover Code. Under Rule 9 of the Takeover Code, any person who acquires an interest (as defined in the Takeover Code) in shares which, taken together with shares in which he is already interested or in which persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code, is normally required to make a general offer to all other shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent of the voting rights of such a company, but does not hold shares carrying more than 50 per cent of such voting rights, a general offer will normally be required if any further interest in shares is acquired by any such person, or persons acting in concert with him, which increases the percentage of shares carrying voting rights held by such persons.

An offer under Rule 9 must be made in cash and at the highest price paid by the person required to make the offer, or any person acting in concert with him, for any interest in shares of the company during the 12 months prior to the announcement of the general offer.

#### **2. RULE 9 WAIVER RESOLUTION**

Foreign Dimension and its concert parties are currently interested in 46.72 per cent. of the Ordinary Shares in the Company. As it is interested in Ordinary Shares which in the aggregate carry not less than 30 per cent. of the voting rights of the Company, but does not hold Ordinary Shares carrying more than 50 per cent. of such voting rights, if Foreign Dimensions or any of its concert parties subsequently acquire an interest in any other Ordinary Shares which increases their aggregate percentage of Ordinary Shares carrying voting rights, they must make a mandatory offer to all other Shareholders.

The Takeover Panel has agreed, however, subject to independent shareholder approval, to waive the obligation on Foreign Dimension or any of its concert parties to make an offer that would otherwise arise upon the allotment and issue to Foreign Dimensions of the Warrant Shares following the passing of the Rule 9 Waiver Resolution, including the issue of the Initial Warrant Shares. The issue of the Initial Warrant Shares would increase Foreign Dimensions and its concert parties holding to 47.42 per cent. of the voting rights of the Company (assuming no further issues of Ordinary Shares to any other persons). The issue of the Further Warrant Shares (in conjunction with the issue of the Initial Warrant Shares) would increase Foreign Dimensions and its concert parties holding to 56.42 per cent. of the voting rights of the Company (assuming no further issues of Ordinary Shares to any other persons), and the issue of shares pursuant to the Second Convertible Loan Note (in conjunction with the issue of the Initial and Further Warrant Shares) would increase Foreign Dimensions and its concert parties holding to 57.51 per cent. of the voting rights of the Company (assuming no further issues of Ordinary Shares to any other persons).

The Rule 9 Waiver is subject to the approval, on a poll, of the Independent Shareholders. Accordingly, the Rule 9 Waiver Resolution is being proposed at the Annual General Meeting in respect of the issuance of the Warrant Shares. None of Foreign Dimensions or its concert parties will vote on the Rule 9 Waiver Resolution.

#### **RISKS ASSOCIATED WITH THE RULE 9 WAIVER RESOLUTION**

In considering your voting decisions in relation to the Rule 9 Waiver Resolution, you are referred to the risks set out below. Only those risks relating to the Rule 9 Waiver Resolution which are material and currently known to the Company are set out below:

- The Independent Shareholders should note that, if the Rule 9 Waiver Resolution is approved and the Initial Warrant Shares are issued, Foreign Dimensions aggregate shareholding in the Company will increase to 47.29 per cent. following the Annual General Meeting, and Foreign Dimensions will be able to exercise greater control over the conduct of the Company than is currently already the case (albeit subject to the terms of the Relationship Agreement, further details of which are set out in Part 3 of this document).
- Should Foreign Dimensions be in a position to exercise all of the Further Warrants, and no further new Ordinary Shares are issued by the Company, Foreign Dimensions aggregate shareholding in the Company will increase to 56.42 per cent. of the Enlarged Share Capital if it exercises its outstanding Warrants in return for the Further Warrant Shares, effectively giving Foreign Dimensions control over the Company.
- Foreign Dimensions also holds the Second Convertible Loan, which, upon conversion, would increase the voting rights of Foreign Dimensions and its concert parties to 57.51% should it be able to exercise all of its outstanding Warrants and no other shares in the Company are issued.
- In the event that the Rule 9 Resolution is not passed by the Independent Shareholders, then Foreign Dimensions will not be able to exercise any of its Warrants without triggering an obligation under Rule 9 of the Takeover Code, other than to retain its current percentage interest in the Company under the conditions set out in Note 11 to Rule 9 of the Takeover Code which provide it with the ability to increase its percentage by 1% over a twelve month period, providing it does not exceed the highest percentage it has held in the previous 12 months . **In this case, the Company will not be able to take advantage of the funding available on exercise of the Warrants held by Foreign Dimensions.**
- **If Foreign Dimensions comes to hold more than 50% of the voting rights of the Company following the exercise of Warrants, it will be able to acquire further shares without triggering an obligation to make a mandatory offer to shareholders under Rule 9 of the Takeover Code.**

Additional risks and uncertainties not currently known to the Company, or that the Company currently deems to be immaterial, may also have an adverse effect on the Company.

## PART 3

### ADDITIONAL INFORMATION ON THE COMPANY

#### 1 RESPONSIBILITY

- 1.1 The Directors, whose names are set out on page 9 of this document, accept responsibility for the information (including any expressions of opinion) contained in this document, other than information for which responsibility is taken pursuant to paragraph 1.1 of Part 4. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information (including any expressions of opinion) contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

#### 2 INTERESTS AND DEALINGS

- 2.1 As at the close of business on the Latest Practicable Date Foreign Dimensions holds 263,300,494 Ordinary Shares, amounting to 45.91 per cent. of the total voting rights in the Company.
- 2.2 As at the close of business on the Latest Practicable Date, none of the Company, the Directors, their immediate families or persons connected with them, or acting in concert with them have any interests in, or rights to subscribe in, the share capital of Foreign Dimensions.
- 2.3 As at the close of business on the Latest Practicable Date, the interests, rights to subscribe and short positions of the Directors, their immediate families and persons connected with them in the share capital of the Company, together with any options in respect of such share capital (all of which holdings are beneficially held unless otherwise stated), required to be notified to the Company or which are required to be entered into the Company's Shareholder register, are as set out below:

Director	Number of Ordinary Shares	Percentage of voting rights
Charles Bond	7,381,470	1.29
Samuel Garrett	12,947,168	2.26
Martin Page	-	-
Stuart Greene	1,155,555	0.20
Nick Briers	1,477,777	0.26

- 2.4 As at the close of business on the Latest Practicable Date, the Directors held the following options:

Director	No of vested Options held	No of unvested Options held	Percentage of voting rights represented by options, assuming full exercise
Charles Bond	1,666,667	3,833,333	0.88
Samuel Garrett	5,333,333	10,666,667	2.57



Martin Page	3,333,333	6,666,667	1.61
Stuart Greene	1,000,000	3,000,000	0.64
Nick Briers	1,000,000	3,000,000	0.64

- 2.5 As at the close of business on the Latest Practicable Date, the Directors held the following Warrants

<b>Director</b>	<b>No of Warrants held</b>	<b>Percentage of voting rights represented by Warrants, assuming full exercise</b>
Charles Bond	2,111,133	0.36
Samuel Garrett	5,138,888	0.88
Martin Page	-	-
Stuart Greene	1,055,555	0.18
Nick Briers	1,277,777	0.22

- 2.6 As at the close of business on the Latest Practicable Date and save as disclosed in paragraph 2.3 above, none of (i) the Company, (ii) the Directors; (iii) any of the Directors' immediate families or related trusts; (iv) the pension funds of the Company or its subsidiary undertakings; (v) any employee benefit trust of the Company or its subsidiary undertakings; (vi) any connected adviser to the Company or its subsidiary undertakings or any person acting in concert with the Directors; (vii) any person controlling, controlled by or under the same control as any connected adviser falling within (vi) above (except for an exempt principal trader or an exempt fund manager); nor (viii) any other person acting in concert with the Company; owns or controls, has a short position, or has borrowed or lent, or is interested in, or has any right to subscribe for, or any arrangement concerning, directly or indirectly, any relevant securities of the Company.
- 2.7 Save as announced by the Company on 19 November 2024 and 2 July 2025 in relation to Ordinary Shares issued to Charles Bond in lieu of salary, none of the Directors, nor any member of their immediate families or related trusts (so far as the Directors are aware having made due enquiry), dealt in relevant securities of the Company during the 12 months prior to the Latest Practicable Date.
- 2.8 Neither the Company nor any of the Directors nor any member of their immediate families or related trusts, owns or controls or is interested, directly or indirectly in or has any short position in Foreign Dimensions or any securities convertible into, or exchangeable for, rights to subscribe for and options (including traded options) in respect of, and derivatives referenced to, any of the foregoing.
- 2.9 No management incentivisation arrangements have been discussed between members of the Company's management and Foreign Dimensions.
- 2.10 Other than Foreign Dimensions there are no shareholders with a direct or indirect interest or potential interest in more than 5 per cent. voting rights in the Company.

### **3 DIRECTORS' SERVICES AGREEMENT AND LETTERS OF APPOINTMENT**

#### **3.1 Chief Executive Officer**

Samuel Garrett was appointed as Chief Executive Officer of the Company on 11 September 2020. Pursuant to the terms of a service contract dated 7 December 2021 either party may terminate the appointment upon six months' written notice. Mr Garrett's appointment is subject to the Company's Articles and the usual rules on the rotation of directors. His removal, cessation or retirement in accordance with the constitution of the Company will not give him any right to compensation or damages and no fee will be payable to him for any period after such removal, cessation or retirement. Mr Garrett is paid an annual salary of US\$260,000 per annum pro rata. Mr Garrett commits a minimum of 50% of his time to the Company

#### **3.2 Finance Director**

Martin Page was appointed as a director and Chief Financial Officer of the Company on 1 August 2023. Pursuant to the terms of a service contract dated 12 July 2023 either party may terminate the appointment upon three months' written notice. Mr Page's appointment is subject to the Company's Articles. His removal, cessation or retirement in accordance with the constitution of the Company will not give him any right to compensation or damages and no fee will be payable to him for any period. Mr Page is paid an annual salary of £140,000 per annum pro rata for 3 days per week.

#### **3.3 Bonus Arrangements**

There are no formal bonus arrangements in place.

#### **3.4 Other service contracts**

Other than as described in this paragraph 3 above, no service contracts have been entered into or amended within 6 months of the date of this document.

#### **3.5 Non-Executive Directors**

All of the other Directors are non-executive and do not have service contracts with the Company. Instead, the Directors were appointed pursuant to letters of appointment.

Charles Bond was appointed as a director of the Company on 29 June 2021 holding the position of non-Executive Chairman. Pursuant to the terms of a letter of appointment dated 7 December 2021 either party may terminate the appointment upon three months' written notice. Mr Bond's appointment is subject to the Company's Articles and the usual rules on the rotation of Directors.

His removal, cessation or retirement in accordance with the constitution of the Company will not give him any right to compensation or damages and no fee will be payable to him for any period after such removal, cessation or retirement. Mr Bond is paid an annual salary of £39,286 per annum payable by way of shares in the Company.

Nick Briers was appointed as a director of the Company on 4 March 2021 holding the position of non-Executive Director. Pursuant to the terms of a letter of appointment dated 7 December 2021 either party may terminate the appointment upon three months' written notice. Mr Briers' appointment is subject to the Company's Articles and the usual rules on the rotation of Directors.

His removal, cessation or retirement in accordance with the constitution of the Company will not give him any right to compensation or damages and no fee will be payable to him for any period after such removal, cessation or retirement. Mr Briers is paid an annual salary of £43,571 per annum.

Stuart Greene was appointed as a director of the Company on 18 March 2021 holding the position of non-Executive Director. Pursuant to the terms of a letter of appointment dated 7

December 2021 either party may terminate the appointment upon three months' written notice. Mr Greene's appointment is subject to the Company's Articles and the usual rules on the rotation of Directors.

His removal, cessation or retirement in accordance with the constitution of the Company will not give him any right to compensation or damages and no fee will be payable to him for any period after such removal, cessation or retirement. Mr Greene is paid an annual salary of £28,571 per annum

The dates of the appointment letters for each of the Non-Executive Directors and the Committees on which they serve, are set out in the table below:

<i>Name</i>	<i>Contract date</i>	<i>Committee position(s)</i>
Charles Bond	7 December 2021	Remuneration*,
Stuart Greene	7 December 2021	Audit*
Nick Briers	7 December 2021	Audit and Remuneration

\* being the chairman of the relevant committee.

#### **Other Letters of Appointment**

Other than as described above, no letters of appointment have been entered into or amended within 6 months of the date of this document.

## **4 MATERIAL CONTRACTS**

There are no contracts (not being in the ordinary course of business) entered into by the Company or any member of the Group in the two years immediately preceding the date of this document which are, or may be, material or which contain any provision under which the Company or any member of the Group has any obligation or entitlement which is, or may be, material to the Company as at the date of this document save as follows:

### **4.1 Foreign Dimension Agreements**

- (a) On 5 March 2025 the Company entered into the Second Convertible Loan with Foreign Dimensions Pty Ltd. Under the convertible loan agreement Foreign Dimensions Pty Ltd has agreed to provide the Company with a convertible unsecured loan facility in the aggregate sum of £522,000. No interest is payable in relation to the facility. The facility is to be advanced to the Company in 3 separate installments. The first installment of £250,000 was paid in July 2025 and the remaining installments of £150,000 and £122,000 are payable in August and September respectively. The convertible loan shall automatically convert into 18,000,000 new Ordinary Shares at a conversion price of £0.029 per share upon the publication by the Company of a prospectus. Any amount that remains unconverted shall be repayable by the Company on the date being 12 months from the date at which the advance was made available to the Company.
- (b) Under the terms of the First Convertible Loan the Company agreed to enter into a warrant instrument on conversion of the First Convertible Loan, pursuant to which the Company has granted Foreign Dimensions warrants to subscribe for 41,749,995 new Ordinary Shares exercisable at 2.4p per Ordinary Share at any time until 18 May 2026.

To date Foreign Dimensions has exercised 10,416,667 of these warrants.

- (c) The Company has entered into a Relationship Agreement with Foreign Dimensions to ensure that the Company is capable of carrying on its business independently of Foreign Dimensions and that transactions and relationships between Foreign Dimensions and the Company are at arm's length and on normal commercial terms, The Relationship Agreement terminates should Foreign Dimensions' shareholding fall below 20% of the Company's issued share capital.

#### 4.2 *Other Agreements*

- (a) 2.4p Warrant Instrument

The Company executed a warrant instrument on 18 May 2023, whereby the Company agreed to grant the investors in the Company's May 2023 fundraise warrants to subscribe for 83,500,000 new Ordinary Shares exercisable at 2.4p per Ordinary Share at any time until 18 May 2026.

- (b) 4.5p Warrant Instrument

The Company executed a warrant instrument on 6 December 2023, whereby the Company agreed to grant investors in the Company's December 2023 fundraise warrants to subscribe for 40,222,206 new Ordinary Shares exercisable at 4.5p per Ordinary Share at any time until 13 December 2025.

- (c) 3.0p Warrant Instrument

The Company executed a warrant instrument on 2 July 2024, whereby the Company agreed to grant investors in the Company's June 2024 fundraise warrants to subscribe for 104,416,667 new Ordinary Shares exercisable at 3.0p per Ordinary Share at any time until 2 Jul 2026.

- (d) 2.5p Warrant Instrument

The Company executed a warrant instrument on 13 November 2024, whereby the Company agreed to grant investors in the Company's November 2024 fundraise warrants to subscribe for 62,400,000 new Ordinary Shares exercisable at 4.5p per Ordinary Share at any time until 13 November 2026.

## 5 MIDDLE MARKET QUOTATIONS

The table below sets out the middle market quotations for an Ordinary Share, as derived from the London Stock Exchange Daily Official List, on the first business day of each of the six months preceding the date of this document and for the Latest Practicable Date:

Date	Price per Ordinary Share
1 April 2025	5.2p
1 May 2025	3.8p
2 June 2025	3.5p
1 July 2024	2.95p
1 August 2025	2.7p
1 September 2025	2.15p
3 September 2025	2.0p

## 6 IRREVOCABLE UNDERTAKINGS

### 6.1 *Director irrevocable undertakings*

The Company has received irrevocable undertakings, conditional on the Circular being released, from each of the Directors (other than Martin Page) to vote in favour of all the Resolutions at the Annual General Meeting in respect of their own beneficial holdings amounting to in aggregate 22,961,970 Ordinary Shares, representing approximately 4.0 per cent. of the existing issued ordinary share capital of the Company. The irrevocable undertakings include undertakings to:

- (a) not to sell, transfer, charge, grant any option or other right over or otherwise dispose of or deal (directly or indirectly and whether beneficially, legally or otherwise) in the relevant Ordinary Shares or any interest in all or any of them or permit any dealing, nor enter into any agreement or arrangement (whether conditional or not) to deal, nor accept (or permit to be accepted) any offer in respect of all or any of such Ordinary Shares, save with consent of the Company;
- (b) continue to have full power and authority to enter into and perform the irrevocable undertaking in accordance with its terms ;
- (c) vote, or procure to vote, in favour of the Resolution at the Annual General Meeting;
- (d) vote against any resolution that may result in the Proposals being delayed, impeded or unfulfilled;
- (e) if required by the Company, return a duly executed Form of Proxy in respect of the relevant Ordinary Shares (if certificated), or in the case of uncertificated shares, to take any action that may be required by the Company to make a valid proxy appointment and give valid CREST proxy instructions; and
- (f) execute all such documents, acts and things as may be necessary and desirable to be executed in connection with their obligations under the irrevocable undertaking.

The obligations of each of the Directors shall be irrevocable until the 31 December 2025.

## 7 INCORPORATION OF RELEVANT INFORMATION BY REFERENCE

- 7.1 The following documents (or parts of documents), which have been filed with the Takeover Panel and are available for inspection in accordance with paragraph 7 of this Part 3, contain information about the Company, which is relevant to this document.

<b>Source document from which information is incorporated into this document by reference</b>	<b>Information incorporated by reference</b>
Audited financial statements for the year ended 31 March 2023	<p>Independent Auditor's Report</p> <p>Consolidated Statement of Comprehensive Income</p> <p>Consolidated Statement of Financial Position</p> <p>Consolidated Statement of Changes in Equity</p> <p>Consolidated Statement of Cash Flows</p> <p>Notes to Financial Statements</p>
Audited financial statements for the year ended 31 March 2024	<p>Independent Auditor's Report</p> <p>Consolidated Statement of Comprehensive Income</p> <p>Consolidated Statement of Financial Position</p> <p>Consolidated Statement of Changes in Equity</p> <p>Consolidated Statement of Cash Flows</p> <p>Notes to the Financial Statements</p>
Audited financial statements for the year ended 31 March 2025	<p>Independent Auditor's Report</p> <p>Consolidated Statement of Comprehensive Income</p> <p>Consolidated Statement of Financial Position</p> <p>Consolidated Statement of Changes in Equity</p> <p>Consolidated Statement of Cash Flows</p> <p>Notes to the Financial Statements</p>

- 7.2 A copy of each of the documents incorporated by reference into this document is available, free of charge, for downloading or inspection at [www.gscplc.com](http://www.gscplc.com). Neither the contents of the Company's website, nor any website directly or indirectly linked to this website, are incorporated in, or form part of, this document.
- 7.3 Shareholders or other recipients of this document may request copies of the information incorporated by reference from the Company at its registered office at Salisbury House, London Wall, London, United Kingdom, EC2M 5PS, or by telephone at +44 (0)20 7216 5585. Hard copies of the information incorporated by reference will not be sent to Shareholders or other recipients of this document unless so requested.
- 7.4 Save as set out above in this document, neither the contents of the Company's website, nor the contents of any website accessible from hyperlinks on the Company's website, is incorporated into, or forms part of, this document.

## **8 GENERAL**

- 8.1 The Company was incorporated as Great Southern Copper Limited in England and Wales on 4 March 2020 with company number 12497319.
- 8.2 The Ordinary Shares were admitted to listing and trading on 20 December 2021.
- 8.3 The Company is a listed mineral exploration company focused on the discovery of copper-gold-silver deposits in Chile. The Company has the option to acquire rights to 100% of the Especularita project in the under-explored coastal belt of Chile that is prospective for large scale copper-silver-gold deposits. Chile is a globally significant mining jurisdiction being the world's largest copper producer.

## **9 CURRENT TRADING, FUTURE PROSPECTS AND RATINGS**

- 9.1 The Company's business is to aim to generate shareholder value through successful exploration and development of large scale copper-silver-gold deposits from its projects in Northern Chile. The Company has been active in exploring its projects over the last 12 months with notable drill success at its Cerro Negro prospect. The Company, subject to obtaining the requisite funding, will continue exploration activities on its properties with the aim of building on the exploration successes it has achieved to date.
- 9.2 Save as disclosed in this document, or as announced by the Company since July 2025 when it announced its Annual Report and Account for the year ended 31 March 2025, there has been no significant change in the financial or trading position of the Group since 31 March 2025, being the date to which the audited financial information for the Group was prepared. There are no current public ratings or outlooks accorded to the Company by ratings agencies.

## **10 CONSENT**

In connection with the Rule 9 Waiver Resolution and in order to comply with the requirements of the Code, Greenwood Capital Partners Limited has given and has not withdrawn its written consent to the issue of this document with the references to it in the form and context in which they appear.

## 11 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be published on the Company's website at [www.gscplc.com](http://www.gscplc.com) and will be available for inspection on request by a Shareholder, person with information rights, or other person to whom this document is sent at the Company's registered office at Salisbury House, London Wall, London, United Kingdom, EC2M 5PS during normal business hours on any weekday (Saturdays, Sundays and public holidays in the UK excepted) from the date of this document until the conclusion of the Annual General Meeting:

- (a) the Irrevocable Undertakings;
- (b) the instruments creating the Warrants;
- (c) copies of the other material contracts disclosed in paragraph 4 of Part 3
- (d) the Articles;
- (e) the consents referred to in paragraph 10 above;
- (f) the Company's audited financial statements for the years ended 31 March 2023, 31 March 2024 and 31 March 2025; and
- (g) this document and the Form of Proxy.



## PART 4

### ADDITIONAL TAKEOVER CODE DISCLOSURES FOR THE PURPOSE OF THE RULE 9 WHITEWASH

#### 1 RESPONSIBILITY

- 1.1 For the purposes of Rule 19.2 of the Takeover Code only, the Foreign Dimensions Directors (whose names are set out in paragraph 2.3 of this Part 4) accept responsibility for the information (including any expressions of opinion) contained in this document in relation to Foreign Dimensions. To the best of their knowledge and belief (having taken all reasonable care to ensure that such is the case), the information (including any expressions of opinion) contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 1.2 For the purposes of Rule 19.2 of the Takeover Code only, Imelda, Emma and Laura Bourke accept responsibility for the information (including any expressions of opinion) contained in this document in relation to themselves. To the best of their knowledge and belief (having taken all reasonable care to ensure that such is the case), the information (including any expressions of opinion) contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

#### 2 INFORMATION ON THE CONCERT PARTY

##### FOREIGN DIMENSIONS

- 2.1 Foreign Dimensions is a company incorporated in Australia.
- 2.2 As at the Latest Practicable Date, Foreign Dimensions holds 263,300,494 Ordinary Shares, representing approximately 45.91 per cent. of the Company's existing issued share capital and 31,333,328 2.4p Warrants, 31,200,000 2.5p Warrants, 50,250,000 3p Warrants, 14,888,888 4.5p Warrants and the Second Convertible Loan.
- 2.3 The Foreign Dimensions directors, registered office and other incorporation information regarding Foreign Dimensions is as follows:

<b>Directors</b>	Colin Bourke and Imelda Bourke
<b>Address</b>	60 Toorak Road South, Yarra, Victoria 3141
<b>Place of Registration</b>	Australia
<b>Registered Number</b>	ACN 066 879 034

- 2.4 Foreign Dimensions Pty Ltd is the trustee of The Colin & Imelda Bourke Family Trust, the beneficiaries of which are members of the Bourke family
- 2.5 Foreign Dimensions is not required to publish financial information and there is no financial information relating to Foreign Dimensions that is publicly available. There are no current ratings or outlooks publicly accorded to Foreign Dimensions by ratings agencies.
- 2.6 Foreign Dimensions registered office address, and primary place of business is 60 Toorak Road South, Yarra, Victoria 3141.

## **MEMBERS OF THE CONCERT PARTY**

### **IMELDA BOURKE**

Imelda Bourke is the wife of Colin Bourke and a director of Foreign Dimensions. Imelda Bourke is interested in 1,546,020 Ordinary Shares representing 0.27 per cent of the current issued share capital of the Company and holds no other instruments that may give right to an interest in Ordinary Shares.

### **EMMA BOURKE**

Emma Bourke is the daughter of Colin and Imelda Bourke and a beneficiary of Foreign Dimensions. Emma Bourke is interested in 1,546,020 Ordinary Shares representing 0.27 per cent of the current issued share capital of the Company and holds no other instruments that may give right to an interest in Ordinary Shares.

### **LAURA BOURKE**

Laura Bourke is the daughter of Colin and Imelda Bourke and a beneficiary of Foreign Dimensions. Laura Bourke is interested in 1,546,020 Ordinary Shares representing 0.27 per cent of the current issued share capital of the Company and holds no other instruments that may give right to an interest in Ordinary Shares.

### **3 MATERIAL CONTRACTS**

#### **3.1 INDEPENDENT ADVICE IN RESPECT OF THE WAIVER**

3.2 Greenwood confirms that it, and any person who is or is presumed to be acting in concert with it, is independent of the Concert Party and has no personal, financial or commercial relationship, or arrangements or understandings with the Concert Party. Greenwood has given and has not withdrawn its written consent to the inclusion in this document of its name and the references to it in the form and context in which they are included

3.3 Save as disclosed in paragraph 4 of Part 3 above, or as otherwise disclosed in this document, there are no contracts (not being entered into in the ordinary course of business) entered into by Foreign Dimensions within the two years immediately preceding the date of this document which are, or may be, material or which contain any provision under which Foreign Dimensions has any obligation or entitlement which is or may be material as at the date of this document.

### **4 INTENTIONS OF FOREIGN DIMENSIONS**

The issue of the Warrant Shares will assist with strengthening the Company's financial position

Foreign Dimensions has no intention to make any changes in relation to:

- (a) the future business, investment and research and development of the Company;
- (b) the continued employment of the Group's employees and management, including the continued employment of, or the conditions of employment and any such rights relating thereto of, any of the Group's employees and management;
- (c) the strategic plans of the Company;
- (d) the locations of the Company's headquarters, headquarter functions or places of business;
- (e) employer contributions into the Company's pension scheme;
- (f) the redeployment of any fixed assets of the Company; or
- (g) the maintenance of any existing trading facilities for the Company's Ordinary Shares.

Foreign Dimensions does not intend to change their own current business strategy as a result of the issue of the Warrant Shares and it will not have a material effect on their earnings, asset and liabilities in addition to their business and prospects.

None of the statements in this section 5 is a "post-offer undertaking" for the purposes of Rule 19.5 of the Takeover Code.

### **5 INTERESTS AND DEALINGS OF FOREIGN DIMENSIONS**

5.1 As at the close of business on the Latest Practicable Date, and save as disclosed in this document, neither Foreign Dimensions nor any of its concert parties, nor any Foreign Dimensions Director nor any members of their immediate families, any related trust, nor any connected persons (within the meaning of section 252 of the Companies Act), nor any person acting in concert with such persons nor any member of their immediate families or related trusts (so far as the Directors are aware having made due enquiry) had interests, rights to subscribe and short positions in the relevant shares or securities of the Company.

- 5.2 As at the close of business on the Latest Practicable Date and save as disclosed in this document, neither Foreign Dimensions nor any of its concert parties, nor any Foreign Dimensions Directors nor any members of their immediate families, any related trust, nor any connected persons (within the meaning of section 252 of the Companies Act), nor any person acting in concert with such persons, owns or controls, or has borrowed or lent, or is interested in, or has any right to subscribe for, or any arrangement concerning, directly or indirectly, any relevant shares or securities of the Company, or has any short position (whether conditional or absolute and whether in the money or otherwise), including a short position under a derivative, any agreement to sell or any delivery obligation in respect of any right to require any person to purchase or take delivery of, any such relevant shares or securities of the Company.
- 5.3 On 13<sup>th</sup> November 2024 Foreign Dimensions subscribed for 31,200,000 pursuant to a Placing undertaken by the Company. On 15<sup>th</sup> November, Foreign Dimensions acquired on market 2,175,000 Ordinary Shares at 1.14p per share. On 11 March Foreign Dimensions acquired the Second Convertible Loan Note. On 25<sup>th</sup> June Foreign Dimensions was issued shares pursuant to the 1% issue. Save as disclosed above, neither Foreign Dimensions nor its concert parties, nor any Foreign Dimensions Directors nor any members of their immediate families, any related trust, nor any connected persons (within the meaning of section 252 of the Companies Act) nor any person acting in concert with such persons has dealt in relevant securities during the 12-month period before the Latest Practicable Date; and
- 5.4 Save as set out in this document, neither Foreign Dimension nor any of its concert parties has entered into any agreement, arrangement or understanding with any of the Directors which has any connection with or dependence upon the Rule 9 Waiver Resolution. In addition, save as disclosed above, there is no agreement, arrangement or understanding having any connection with or dependence upon the Rule 9 Waiver Resolution between Foreign Dimension and any person interested or recently interested in shares in the Company, or any other recent director of the Company.
- 5.5 There is not any agreement, arrangement or understanding (including any compensation arrangement) which exists between any member of the Concert Party or any person acting in concert with any member of the Concert Party and any of the Directors, recent directors of the Company, Shareholders or recent shareholders of the Company, or any other person interested or recently interested in Ordinary Shares, which has any connection with or dependence upon the Rule 9 Waiver Resolution.
- 6.6 If the Rule 9 Waiver Resolution is passed by the Independent Shareholders on a poll, there is no agreement, arrangement or understanding for the transfer by any member of the Concert Party of its Ordinary Shares to any third party.

Dated 5 September 2025

## PART 5

### GREAT SOUTHERN COPPER PLC NOTICE OF ANNUAL GENERAL MEETING

Registered office: Salisbury House, London Wall, London EC2M 5PS

Registered number: 12497319

Notice is hereby given that the Annual General Meeting of Great Southern Copper plc (the "**Company**") will be held at Gowling WLG LLP, 4 More London, Riverside, London, SE1 2AU on 30 September 2025 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions in the cases of resolutions 1 – 8, and as special resolutions in the case of resolutions 9 and 10.

The notes and proxy form accompanying this Notice of Annual General Meeting are incorporated in, and comprise part of, this Notice and should be read in conjunction with it.

#### **ORDINARY RESOLUTIONS**

- 1 To receive the audited financial statements of the Company for the year ended 31 March 2025 and the reports of the Directors' and Auditors' thereon.
- 2 To re-appoint Charles Bond as a Director of the Company, who retires pursuant to Article 131 of the Articles of Association of the Company and, being eligible, offers himself for re-election
- 3 To re-appoint Samuel Garrett as a Director of the Company, who retires pursuant to Article 131 of the Articles of Association of the Company and, being eligible, offers himself for re-election.
- 4 To re-appoint PKF Littlejohn LLP as auditors of the Company to act until the conclusion of the next Annual General Meeting and to authorise the Directors to determine the remuneration of the auditors.
- 5 To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) as set out in the Company's annual report and accounts for the year ended 31 March 2025.
- 6 To approve the Directors' Remuneration Policy, as set out in the Directors' Remuneration Report, as set out in the Company's annual report and accounts for the period ended 31 March 2025.
- 7 That pursuant to Section 551 of the Companies Act 2006, as amended (the "**Act**"), the directors of the Company (the "**Directors**") be and are generally and unconditionally authorised to exercise all the powers of the Company to allot or grant relevant securities (within the meaning of Section 560 of the Act) in the Company up to an aggregate nominal amount of £4,700,000 being approximately eighty two per cent (82%) of the current issued share capital of the Company. This authority is in substitution for all other existing authorities and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (if earlier) except that the Directors may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted or granted

after the expiry of such period and the Directors may allot grant relevant securities in pursuance of that offer or agreement as if this authority had not expired.

- 8 That the waiver granted by the Panel on Takeovers and Mergers of the obligation that would otherwise arise on Foreign Dimensions Pty Ltd to make a general offer to the shareholders of the Company pursuant to Rule 9 of the Takeover Code as a result of the exercise of any of the Warrants held by it and set out in the circular dated 5 September be and is hereby approved.

### **SPECIAL RESOLUTIONS**

- 9 That, subject to the passing of resolution 7 above, the directors of the Company (the "**Directors**") be empowered pursuant to section 570 of the Companies Act 2006, as amended (the "**Act**") to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 7 above as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities as follows:
- (a) the allotment of equity securities in connection with any offer by way of rights or an open offer of relevant equity securities in connection with any offer by way of rights or an open offer of relevant equity securities where the equity securities respectively attributed to the interests of all holders of relevant equity securities are proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities which represent fractional entitlements or on account of either legal or practical problems arising in connection with the laws or requirements of any regulatory or other authority in any jurisdiction; and
  - (b) otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £4,700,000 being approximately eighty two per cent (82%) of the current issued share capital of the Company.

This authority is in substitution for all other existing authorities and the powers conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on a date which is either 15 months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company but so that the Company may at any time prior to such expiry make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired.

- 10 That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

If you are a registered holder of Ordinary Shares in the Company, whether or not you are able to attend the meeting, you may use the enclosed form of proxy to appoint a proxy to attend and vote on a poll on your behalf. A form of proxy is provided. The proxy form may be sent by mail to:

The Company Secretary  
Great Southern Copper plc  
c/o Share Registrars Limited  
3 The Millennium Centre  
Crosby Way  
Farnham, Surrey GU9 7XX

You can also register your vote(s) for the meeting by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the “Proxy Vote” button and then following the on-screen instructions. In either case, the valid proxy must be received no later than 48 hours (excluding non-business days) before the time of the meeting, or any adjournment thereof.

Registered Office: c/o Druces LLP Salisbury House, London Wall London EC2M 5PS	By order of the Board  MSP Corporate Services Limited Company Secretary
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5 September 2025

## **Notes to the Notice of Annual General Meeting**

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

1. Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001 and paragraph 18(c) of The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members 48 hours before the time of the Meeting shall be entitled to attend and vote at the Meeting. In calculating the period of 48 hours mentioned above no account shall be taken of any part of a day that is not a working day.

### **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. Details of how to appoint the Chairman of the Meeting as your proxy using the proxy form are set out in the notes to the proxy form.

4. You may not appoint more than one proxy to exercise rights attached to any one share.

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**

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be completed and signed sent or delivered to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX and received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.

In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

You can also register your vote(s) for the Meeting by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions.

CREST members can utilise the CREST electronic proxy appointment service in accordance with the procedures set out in note 12 below.



In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by no later than 48 hours (excluding non-business days) before the time of the meeting, or any adjournment thereof.

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

7. 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).

### **Changing proxy instructions**

8. 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 hard-copy proxy form, please contact Share Registrars Limited on 01252 821 390.

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**

9. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. 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.

In either case, the revocation notice must be received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to this paragraph, your proxy appointment will remain valid. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

## **Corporate Representative**

10. A corporation that is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that they do not do so in relation to the same shares. A certified copy of the board resolution of the corporation appointing the relevant person as the representative of that corporation in connection with the Meeting must be provided to the Company's Registrars prior to the commencement of the Meeting.

## **Issued shares and total voting rights**

11. As at 5 September 2025, the Company's issued share capital comprised 573,521,400 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5 September 2025 is 573,521,400.

## **Communications with the Company**

12. Except as provided above, members who have general queries about the Meeting should telephone Stephen Ronaldson on +44 (0)20 7216 5585 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of annual general meeting; or any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at <https://gscplc.com>.

## **CREST**

13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual.

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 & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [euroclear.com/CREST](https://euroclear.com/CREST)).

The message, regardless of whether it relates to the appointment of a proxy or to 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: 7RA36) by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp 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 providers should note that Euroclear UK & Ireland Limited 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 or her 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 CREST by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers 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.

### **Nominated Persons**

14. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who has been nominated to receive communications in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

### **Website Publication of Audit Concerns**

15. Under section 527 of the Companies Act 2006 shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.