

This is an important document and requires your immediate attention.

If you are in any doubt about the action you should take, it is recommended that you seek your own advice from a stockbroker, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom, or, if you reside elsewhere, another appropriately authorised financial adviser..

If you have recently sold or transferred your shares in Gem Resources plc (the “Company”) you should forward this document to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The registered office of Gem Resources plc is 9th Floor 107 Cheapside, London, United Kingdom, EC2V 6DN. Registered in England and Wales with registered number 05329401.



Notice of Annual General Meeting 23 June 2025 at 11am

This year’s annual general meeting (“AGM”) will be held at the offices of Orrick, Herrington, Sutcliffe (UK) LLP (“Scrutineer”) at 107 Cheapside, London, EC2V 6DN, United Kingdom. Further details of the AGM are explained in the letter from the chairman of the Company (“Chairman”) set out on page 4 of this notice of AGM (“Notice”).

All voting on the resolutions ("Resolutions" and each, a "Resolution") at the AGM will be conducted on a poll, which means that you should submit your form of proxy ("Form of Proxy") as soon as possible. There will be a limited

opportunity to submit a separate poll card in a short interval after the AGM formally concludes.

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Key times and dates

Dispatch of this document	27 May 2025
Annual General Meeting	11am on 23 June 2025
Latest time for receipt of proxies	11am on 19 June 2025

How to vote

Your votes matter.

If you cannot attend the AGM, please vote your shares by appointing the Chairman of the Company as your proxy. You can vote by returning the Form of Proxy that you received with this document.

All voting at the AGM will be held as a poll in accordance with the provisions of the articles of association of the Company ("**Articles**") so you can rest assured that your vote will count. You will be able to submit a poll card (if you wish to change your votes contained in your completed Form of Proxy or have not voted prior to the AGM) in a short window after the meeting has formally closed. Instructions on how to do this will be given by the Chairman at the AGM.

As a shareholder of the Company ("**Shareholder**"), you may appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the AGM, provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares in the capital of the Company ("**Ordinary Share**" or "**Ordinary Shares**") held by that Shareholder. A proxy need not be a member of the Company.

You can register your vote(s) for the AGM by returning your Form of Proxy by email to the Scrutineer at GEMR@orrick.com.

How to speak

If you wish to raise a question at the AGM, we ask that you submit your question in advance. We would politely remind you that the board of directors of the Company ("**Directors**" or the "**Board**") will not answer questions relating to the individual rights of Shareholders at the AGM itself, but if you wish to submit such a question by email, we will respond to the extent we are able.

If you choose to submit a question, we will confirm to you at least 48 hours in advance of the AGM that the question will be addressed. Unless you specifically request otherwise, the Chairman will put your question to the AGM and identify you by name as the person who has put the question. Conducting the AGM in this way will allow everyone present to clearly hear the question.

In addition, there will be a short period at the start of the AGM for additional questions, but we would be grateful if any matters could be raised in advance, as this will enable questions to be dealt with expediently.

Shareholders will be invited to ask their questions by the AGM host on the day.

Please submit any questions by email to info@gemresourcesplc.co.uk with the subject line "AGM Question".

Chairman's Letter

Dear Shareholder,

I look forward to welcoming you at the AGM of the Company or “**GEMR**” which will be held at 11am on 23 June 2025 at the offices of Orrick, Herrington & Sutcliffe (UK) LLP, the Scrutineer, at 9th Floor 107 Cheapside, London, United Kingdom, EC2V 6DN.

Your votes do matter. Information about how to vote and attend the AGM is given on page 10 of this Notice. If you cannot attend the AGM, please vote your shares by voting remotely by appointing the Chairman as your proxy, utilising one of the remote methods detailed in this Notice.

The results of the meeting will be announced by RNS and posted to the Company's website www.gemresources.co.uk on the day of the meeting. The full poll results will also be published on this website at the same time. The business of the AGM comprises Resolutions that public companies regularly bring to shareholders.

With this Notice, you will receive a proxy card as an ordinary Shareholder. However, online voting is quicker and more secure than paper voting, and saves the Company time and resources in processing the votes.

The Board is recommending that Shareholders support all of the Resolutions before the AGM by returning their Form of Proxy by email to the Scrutineer at GEMR@orrick.com, as soon as possible but in any event so as to arrive not later than 11am on 19 June 2025.

I look forward to hearing from you at the AGM.

Ed Nealon

Chairman

23 May 2025

GEM RESOURCES PLC

Registered office: 9th Floor, 107 Cheapside, London, EC2V 6DN, United Kingdom
Registered company number: 05329401

NOTICE OF ANNUAL GENERAL MEETING Notice is hereby given that the AGM of Gem Resources plc will be held at the offices of Orrick, Herrington & Sutcliffe (UK) LLP at 9th Floor 107 Cheapside, London, United Kingdom, EC2V 6DN on 23 June 2025, commencing at 11a.m., for the following purposes: .

The Board considers that Resolutions 1 to 10 are in the best interests of the Company and its Shareholders as a whole and recommends that you vote in favour of these Resolutions. Resolutions 1 to 9 will be proposed as Ordinary Resolutions and Resolution 10 will be proposed as a Special Resolution.

ORDINARY RESOLUTIONS

Resolution 1

To receive the report of the Directors and the financial statements of the Company for the year ended 31st December 2024 ("**2024 Accounts**").

Resolution 2

To re-elect, as a Director, Edward Nealon, who retires in accordance with Article 83 of the Articles and offers himself for re-election.

Resolution 3

To re-elect, as a Director, Bernard Olivier, who retires in accordance with Article 83 of the Articles and offers himself for re-election.

Resolution 4

To re-elect, as a Director, Peter Redmond, who retires in accordance with Article 83 of the Articles and offers himself for re-election.

Resolution 5

To re-elect, as a Director, John Treacy, who retires in accordance with Article 83 of the Articles and offers himself for re-election.

Resolution 6

To re-elect, as a Director, Sam Mulligan, who retires in accordance with Article 83 of the Articles and offers himself for re-election.

Resolution 7

To re-appoint Gerald Edelman LLC of 73 Cornhill London, EC3V 3QQ, as auditors of the Company ("**Auditors**") from the conclusion of the AGM until the conclusion of the next AGM before which accounts are laid.

Resolution 8

To authorise the Directors to determine the Auditor's remuneration.

Resolution 9

Directors' authority to allot shares

THAT, in accordance with section 551 of the Companies Act 2006 ("Act"), the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (the "Rights") up to an aggregate nominal amount of £30,865 (representing 100% of the aggregate nominal value of the Ordinary Shares in the capital of the Company), such authority shall only be used if the relevant securities are equity securities (as defined in Section 560(1) of the Act) and they are allotted in connection with a rights issue or other pre-emptive issues of equity shares which satisfies the conditions and may be subject to all or any of the exclusions specified in Resolution 10, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant or equity securities to be allotted after such expiry, variation or revocation such authority shall, unless previously revoked or varied by the Company in a general meeting, expire on the conclusion of the next AGM of the Company to be held in 2026 or 15 months after the passing of this resolution, whichever is the earlier.

SPECIAL RESOLUTION

Resolution 10

Authority for disapplication of pre-emption rights (Section 561 of the Act)

THAT, conditional on the passing of Resolution 9 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006) for cash pursuant to the authority conferred by Resolution 9 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

(a) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and

(b) the allotment of equity securities (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £30,865 (and provided that this power shall expire on the commencement of the next annual general meeting of the Company or 23 September 2026, whichever is earlier to occur (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this Resolution has expired.

By order of the Board

OHS Secretaries Limited

Company Secretary

Notes to Resolutions

Notes to Resolution 1

Reports and accounts

The Board will present the 2024 Accounts to Shareholders. The 2024 Accounts contains the financial statements for the period ended 31 December 2024 as available on the Company's website www.gemresources.co.uk/investors/.

Notes to Resolution 2

To re-elect, as a Director, Edward Nealon, who retires in accordance with Article 83 of the Articles and offers himself for re-election.

Edward Nealon is a geologist with 50 years' experience in the mining and exploration industry. After graduating in 1974, he commenced his career in South Africa with Anglo American Corporation, before moving to Australia in 1980 where he spent two years in exploration with Rio Tinto. He founded his own consulting company in 1983 and has practiced in most of the world's major mining centres. Mr Nealon was founder and former Chairman of Aquarius Platinum Ltd dual listed on AIM and ASX, co-founder of Sylvania Platinum Ltd (AIM and ASX), co-founder of Tanzanite One (AIM). He holds a Masters degree in Geology and is a member of the Australian Institute of Mining and Metallurgy. Mr Nealon currently also serves as the Non-Executive Chairman for Lexington Gold Ltd.

Notes to Resolution 3

To re-elect, as a Director, Bernard Olivier, who retires in accordance with Article 83 of the Articles and offers himself for re-election.

Dr Bernard Olivier is a qualified geologist and has been involved with the mining and exploration industry for the past 24 years. Dr Olivier has over 15 years' experience as a public company director of ASX-listed and AIM-quoted mining and exploration companies. Dr Olivier was previously the CEO of Richland (formerly Tanzanite One Limited) and was credited with restructuring and returning the group to profitability in 2010. As CEO, he also led the team which established a maiden JORC Resource estimate of 3.9 million gold ounces for Bezan Resources plc's Mankayan project and achieved an 8 pence per share return of capital to its shareholders. Dr Olivier is a Member of the Australasian Institute of Mining and Metallurgy (AusIMM). Dr Olivier currently serves as a Director and Chief Executive Officer of Lexington Gold Ltd.

Notes to Resolution 4

To re-elect, as a Director of the Company, Peter Redmond, who retires in accordance with Article 83 of the Articles and offers himself for re-election.

Peter Redmond is a corporate financier with over 36 years' experience in corporate finance and venture capital. He has acted on, and assisted, a wide range of companies to attain a listing over many years on the Unlisted Securities Market, the Main Market of the London Stock Exchange and AIM, whether by IPO or, in many cases, via reverse takeovers, across a wide range of sectors, ranging from technology through financial services to natural resources and, in recent years has done so as a director of the companies concerned. He is also a director of Hemogenyx Pharmaceuticals plc (where he was involved in creating the precursor vehicle). He was responsible for the reconstruction, refinancing and admission of the Company to what was then, the Standard List of the London Stock Exchange.

Notes to Resolution 5

To re-elect, as a Director of the Company, John Treacy, who retires in accordance with Article 83 of the Articles and offers himself for re-election.

John Treacy is an experienced London-based financier who specialises in working with growing companies. He qualified as a solicitor in the London office of a major international law firm where he specialised in Capital Markets and Mergers & Acquisitions. From there, he moved on to practice corporate finance in the advisory teams of several prominent UK brokerages where he acted as an adviser to a number of AIM companies and advised on numerous initial public offerings, acquisitions, debt restructurings and placings.

Notes to Resolution 6

To re-elect, as a Director, Sam Mulligan, who retires in accordance with Article 83 of the Articles and offers himself for re-election.

Sam Mulligan, founder of Malaika Exploration (Zambia) Limited, has developed several successful businesses across China and Asia. He now resides in Zambia. Based in Lusaka, Mr. Sam Mulligan is the managing director and founder of Africa Prospect Development Zambia (APDZ). APDZ focusses on identifying potential new sources of critical metals. These metals are in short supply and will fuel the fourth industrial revolution. The company commenced operations in Zambia in 2016. Prior to APDZ, Sam Mulligan spent 25 years working in the market intelligence sector across Asia. During his time in Asia, Sam has worked across Japan, Korea, Australia, Singapore and China. In 2001, Sam founded a strategic market research company called Data Driven Marketing Asia (DDMA). DDMA specialized in market entry and opportunity appraisal for large scale multinationals to the China market and worked directly with many leading companies including Brown Forman, Anheuser Busch, Walmart, The Australian Wool Board, The Chinese Sports Lottery, Standard Chartered Bank, The Norwegian Seafood Council as well as a selection of other government and foreign investment groups.

Notes to Resolution 7

To re-appoint Gerald Edelman LLC as the Auditor from the conclusion of the AGM until the conclusion of the next general meeting before which accounts are laid.

At each general meeting at which the accounts are laid before the members, the Company is required to appoint an Auditor to serve until the next such meeting. It is proposed that Gerald Edelman LLC be reappointed as the Auditor.

Notes to Resolution 8

To authorise the Directors to determine the Auditor's remuneration.

As a matter of law, Shareholders are required to approve the delegation to the Directors for the setting of Auditor remuneration.

Notes to Resolutions 9 and 10

Directors' authority to allot shares

Resolutions 9 and 10 seek limited authority from Shareholders for the Company to allot shares without first offering them to existing Shareholders. They enable the Company to raise capital quickly and easily when needed, and permit it to allot shares as consideration in a transaction.

It has been the Company's approach to seek authority to allot shares at its AGM in order to allow as much flexibility as possible in the interests of the Company and its Shareholders as a whole.

Authority to allot – Resolution 9

The Investment Association share capital management guidelines (the "**IA Guidelines**") confirm that an authority to allot up to two-thirds of the existing issued share capital continues to be regarded as routine.

The Directors of the Company are seeking authority to allot shares of up to a maximum nominal amount £30,865. This is the 'Section 551 Amount' referred to in the Articles and is equal to 100% of the Company's

issued share capital of Ordinary Shares. Directors acknowledge this is in excess of the IA Guidelines, the Company is seeking such authority to ensure it is able to maintain strategic and operational flexibility and allow for the Company access to timely and efficient financing options, including equity financing.

Shareholders will note the Company's decline in share price which means that requesting the conventional levels of authorities would prohibit the Company in raising sufficient funding without the need of having to hold a shareholders' meeting which is costly and could cause a delay to any funding required. The Directors are seeking greater authorities to ensure they have the capacity to raise additional equity capital (if available) without the delay and additional costs.

For information, as at 22 May 2025, the Company had 308,658,088 ordinary shares with voting rights in issue and held no treasury shares. The authority conferred pursuant to Resolution 9 will expire on the date of the Company's AGM in 2026 or, if earlier, at the close of business of 23 September 2026 (being 15 months after the date of the forthcoming AGM).

Disapplication of pre-emption rights – Resolution 10

This is a Special Resolution authorising the directors to issue equity securities wholly for cash on a non-pre-emptive basis (pursuant to the authority conferred by Resolution number 9 above.

As mentioned above, whilst in excess of the guidelines this will allow the Board to allot shares without recourse to the Shareholders so that it can move quickly from time to time as it deems appropriate. This authority will expire at the commencement of the next annual general meeting following this meeting or 23 September 2026, whichever is the earlier to occur.

Section 561 of the Act contains pre-emption rights that require all equity shares which it is proposed to allot for cash to be offered to existing Shareholders in proportion to existing shareholdings, unless a special resolution is passed to disapply such rights. Such rights do not apply to an issue otherwise than for cash, such as an issue in consideration of an acquisition. Subject to the passing of Resolution 9 and as noted therein, the proposed Resolution 10 which is a special resolution, provides for the dis-application of statutory pre-emption rights for allotments of equity securities for cash, but limits this authority to the allotment of equity securities up to an aggregate nominal value of £30,865 (representing 100% of the Company's nominal share capital), provided that all allotments must be in the form of rights issues, open offers or other pre-emptive issues.

Further, the Directors of the Company believe that the statutory requirements are too restrictive and, it is proposed that, subject to the passing of Resolution 9, the Directors of the Company should be able to allot shares for cash otherwise than pursuant to rights issues, open offers or other pre-emptive issues etc. amounting to no more than an aggregate nominal amount of £30,865 (representing 100 per cent. of the Company's share capital). The broadening of the proposed Resolution 9 to include pre-emptive issues other than rights issues is a departure from the strict wording of the IA Guidelines which is limited to rights issues, which the Directors regard as too restrictive. The above departures in Resolutions 9 and 10 from the strict wording of the IA Guidelines should not be taken to indicate that they are being disregarded, but rather that the proposed Resolutions 9 and 10 are designed to provide greater flexibility for the Directors to determine the form of any future pre-emptive issues in the light of market conditions and practice, at the time such an issue may be proposed. The authority conferred pursuant to Resolution 10 will expire on the date of the Company's AGM in 2026 or, if earlier, at the close of business of 23 September 2026 (being 15 months after the date of the forthcoming AGM).

Shareholder notes

Voting

When is my voting entitlement fixed?

To attend, speak and vote at the meeting you must be a registered holder of shares at 11am. on 19 June 2025. Your voting entitlement will depend on the number of shares you hold at that time.

I can't attend the meeting but want to vote – what can I do?

If you are a registered holder and cannot attend, you can appoint the Chairman or any other person to attend, speak and vote on your behalf. This person is called your proxy. Your proxy does not have to be a Shareholder.

You can instruct your proxy how to vote. Where no specific instruction is given, your proxy may vote at his or her discretion or refrain from voting, as he or she sees fit.

You can appoint more than one proxy in relation to different shares within your holding.

You can appoint a proxy and submit voting instructions by completing and returning the paper proxy card if one has been sent to you. Please read the instructions carefully to ensure you have completed and signed the card correctly. Any alterations must be initialed.

If you own shares jointly, any one Shareholder may sign the proxy card. If more than one joint holder submits a card, the instruction given by the first listed on the Shareholder register will prevail.

Shareholders are encouraged to vote by proxy. The AGM will commence at 11am on 23 June 2025.

By when do I have to submit my vote?

Proxy appointments and voting instructions, including any amendments, must be received by the Scrutineer by email at GEMR@orrick.com by 11am. on 19 June 2025. If you miss this

deadline and wish to submit a new vote or amend an existing vote, you can only do so by attending the meeting in person and voting.

I already voted but have changed my mind – can I change my vote?

You can submit a new instruction by email at any time before the time and date above.

The voting instruction received last will be the one that is followed.

I hold shares on behalf of several others – can I vote part of the holding separately?

You can appoint more than one proxy using the Form of Proxy provided it is in relation to different shares.

Corporate Shareholders may either appoint one or more proxies, or alternatively appoint one or more corporate representatives in relation to different shares via email.

Multiple proxies and corporate representatives may all attend and speak at the meeting and may vote the shares that their respective appointments represent in different ways.

I am a CREST member – can I use the CREST system to vote?

In this case, no. The Company has not currently enabled CREST proxy voting.

I have a power of attorney from a Shareholder – how can I vote?

You can vote using the paper proxy card only. You must ensure that the power of attorney and the proxy card have been deposited by email to the Scrutineer at GEMR@orrick.com by 11am on 19 June 2025.

The meeting

Where and when will the meeting be held?

The meeting is being held at the offices of Orrick, Herrington & Sutcliffe (UK) LLP at 9th Floor 107 Cheapside, London, United Kingdom, EC2V 6DN.

The meeting will start at 11am so please allow plenty of time to travel to the meeting. The meeting room will be available from 10.30am.

Is the meeting at the same location as last year?

Yes

I want to participate in the meeting but cannot attend – what can I do?

You can vote your shares by appointing a proxy – see notes on page 10. Any voting instructions you have validly given in advance will be counted at the meeting.

What documents do I need?

Please bring your attendance card, if you have one. If you receive your notifications by email, you will be asked to show a copy, either on an electronic device or as a printout.

If you are attending on behalf of a registered holder of shares you must bring photographic proof of identity and evidence of your appointment to represent that Shareholder, including their attendance card if possible. This includes people appointed as proxies, corporate representatives and those with power of attorney.

I hold shares through a broker or nominee, how can I attend?

You will need to ask your broker or nominee to appoint you as either a proxy or as a corporate representative. If they appoint you as a proxy, the appointment must be notified to the Scrutineer by the appropriate deadline (see notes on page 10). If they appoint you as a corporate representative, they will need to write a letter to us setting out the details of the appointment and of your shareholding, and you will need to provide this letter to the Registrars in advance of the AGM. If you do not have such a letter, or the Registrar has not been notified of your appointment as a proxy, you will be denied entry to the meeting.

Please note that proxies and corporate representatives may not invite guests to the meeting.

May I bring a guest?

The AGM is a private meeting of Shareholders and their representatives. Guests are not entitled to attend the meeting as of right, but they may be permitted entry at the absolute discretion of the Company at all times. You must contact us in advance if you would like to bring a guest: info@gemresources.co.uk

Proxies, corporate representatives and employee share plan participants may not bring guests to the meeting.

May I ask a question at the meeting?

The Chairman will announce when you will have an opportunity to ask questions. If you wish to ask a question, please raise your hand. Please endeavour to keep your questions short.

It is planned that certain members of the Board and senior executives of the Company will make themselves available to shareholders after the AGM.

How can I vote at the meeting?

Your Form of Proxy includes a poll card; please bring this with you if you intend to attend and vote in person at the AGM. Poll cards will also be available at registration. After opening the AGM, the Chairman will put all the Resolutions to the AGM and poll boxes will be available for you to deposit your completed card. Please remember to sign it.

The poll will close 10 minutes after the AGM ends.

How are the votes counted?

Voting on all Resolutions is by a poll. In a Company such as ours, we think poll voting is the fairest approach. There will be no voting by a show of hands. On a poll, each member present in person or by authorised representative or by proxy, has a vote for every share of which he is the holder. Ordinary resolutions require the approval of a simple majority of the votes cast; special resolutions require three-quarters of the votes cast. We have included a 'vote withheld' option on our proxy and poll cards. A vote withheld is not a vote in law and will not be counted in calculation of the proportion of votes 'for' or 'against' a Resolution.

How can I find out the result of the vote?

It is expected that the total of the votes cast by Shareholders 'for' or 'against' or 'withheld' on each Resolution will be published on www.gemresources.co.uk by midday on 23 June 2025.

A copy of this Notice and other information required by section 311A of the Act can be found at www.gemresources.co.uk All voting at the AGM will be held on a poll.

Information Rights

Under the Act, there are a number of rights that may now be available to indirect investors of GEMR, including the right to be nominated by the registered holder to receive general Shareholder communications direct from the Company.

The rights of indirect investors who have been nominated to receive communications from the Company in accordance with Section 146 of the Act ("**nominated persons**") do not include the right to appoint a proxy. However, nominated persons may have a right under an agreement with the registered 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.

If you have been so nominated to receive general Shareholder communications direct from GEMR, it is important to remember that your main contact in terms of your investment remains with the registered Shareholder or custodian or broker, or whoever administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to attend, participate in, and vote at the meeting, as described above.

Any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where GEMR is exercising one of its powers under the Act and writes to you directly for a response.

Statements related to the audit

Members satisfying the thresholds in Section 527 of the Act can require the Company to publish a statement on its website setting out any matter relating to;

- a. 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;
- b. any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM, that the members propose to raise at the meeting.

The Company cannot require the members requesting the publication to pay its expenses in connection with the publication. The Company must forward a copy of the statement to the auditors when it publishes the statement on the website. The business which may be dealt with at the meeting includes any such statement that the Company has been required to publish on its website.

Shareholder requisition rights

Members satisfying the thresholds in sections 338 and 338A of the Act can require the Company:

- a. to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved, and which those members intend to move, at the meeting; and
- b. to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting, provided in each case that the requirements of those sections are met and provided that the request is received by the Company not later than six clear weeks before the meeting or if later the time at which notice is given of the meeting.

Total voting rights and share capital

As at 22 May 2025, (being the latest practicable date prior to the publication of this Notice) the issued share capital of the Company consisted of 308,658,088 Ordinary Shares of 0.01 pence each in the capital of the Company. Each share carries one vote.

The Company held no shares in treasury, therefore the total voting rights in the Company as at 22 May 2025 were 308,658,088.

Updates to this number are released via the Financial Conduct Authority's Regulatory News Service on the last day of each month and can be viewed online at www.gemresources.co.uk.