

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 independent financial advice from a stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 ("**FSMA**") if you are resident in the United Kingdom of Great Britain and Northern Ireland ("**UK**" or "**United Kingdom**"), or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have recently sold or transferred your ordinary shares of nominal value £0.0001 each ("**Ordinary Shares**") in Gem Resources plc (the "**Company**") you should forward this document, together with the accompanying form of proxy ("**Form of Proxy**"), as soon as possible to the purchaser or transferee or 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 Office**").

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy Existing Ordinary Shares or any other securities of the Company.



(Incorporated and registered in England & Wales with registered number 05329401)

Notice of General Meeting

20 November 2025 at 11.00 a.m.

The general meeting of the Company ("**General Meeting**") 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 General Meeting are explained in the letter from the chairman of the Company ("**Chairman**") set out on page 4 of this notice of General Meeting ("**Notice**").

All voting on the resolutions ("**Resolutions**" and each, a "**Resolution**") at the General Meeting will be conducted on a poll, which means that you should submit your 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 General Meeting formally concludes. To be valid, the Form of Proxy accompanying this Notice must be completed and returned, in accordance with the instructions printed on it. Shareholders who are unable to attend the General Meeting are strongly encouraged to submit a Form of Proxy to appoint the Chairman of the General Meeting or another duly nominated person as their proxy, by following the instructions in the notes to this Notice. The Form of Proxy must be received by 11.00 a.m. on 18 November 2025.

No person has been authorised to give any information or make any representation other than those contained in this document and, if given or made, such information or representation must not be relied on as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in it is correct as at any subsequent time.

Contents

1	Chairman's Letter	5
2	Notice of Meeting	10
3	Shareholder Notes	12

Expected timetable of principal events

Dispatch of this document	3 November 2025
Latest time and date for receipt of Form of Proxy	11.00 a.m. on 18 November 2025
General Meeting	11.00 a.m. on 20 November 2025
Announcement of the results of the General Meeting	20 November 2025

Each of the times and dates set out above and mentioned elsewhere in this document may be subject to change at the absolute discretion of the Company. All times referred to in this document are, unless otherwise stated, references to London, UK.

Any changes to the expected timetable of principal events will be notified by the Company through a regulatory information service (a "RIS").

How to vote

Your votes matter

If you cannot attend the General Meeting, 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 Notice.

All voting at the General Meeting 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 General Meeting) in a short window after the General Meeting has formally closed. Instructions on how to do this will be given by the Chairman at the General Meeting.

You can register your vote(s) for the GM 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 General Meeting, 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 holders of Ordinary Shares ("**Shareholders**") at the General Meeting itself, but if you wish to submit such a question by email, we will respond to the extent we are able. Please submit any questions by email to info@gemresourcesplc.co.uk with the subject line "General Meeting Question".

If you choose to submit a question, we will confirm to you at least 48 hours in advance of the General Meeting that the question will be addressed. Unless you specifically request otherwise, the Chairman will put your question to the General Meeting and identify you by name as the person who has put the question. Conducting the General Meeting 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 General Meeting 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 General Meeting host on the day.

Letter from the Executive Chairman



(Incorporated and registered in England & Wales with company number 05329401)

Directors:

Louis Ching	<i>Executive Chairman</i>
Dr Bernard Olivier	<i>Chief Executive Officer</i>
Edward Nealon	<i>Non-Executive Director</i>
Hans Wong	<i>Non-Executive Director</i>
Peter Redmond	<i>Non-Executive Director</i>
John Treacy	<i>Independent Non-Executive Director</i>

Registered Office:

9th Floor
107 Cheapside
London
EC2V 6DN
United Kingdom

3 November 2025

Dear Shareholders, and, for information only, to persons with information rights

Issue of Conversion Shares, Fee Shares and Notice of General Meeting

I am writing in my capacity as Executive Chairman to invite you to the General Meeting of the Company to be held at 11am on 20 November 2025 at the offices of Orrick, Herrington & Sutcliffe (UK) LLP at 9th Floor, 107 Cheapside, London EC2V 6DN, United Kingdom.

1. Introduction

On 4 September 2025, the Company announced via RIS ("**Announcement**") that it had entered into a convertible loan note instrument ("**CLN Instrument**") with myself. The Company further set out in the Announcement that it had raised gross proceeds of approximately £617,320 pursuant to a subscription for 308,658,088 Ordinary Shares at a subscription price of £0.002 per Ordinary Share ("**Subscription Price**"); ("**Subscription**").

In conjunction with the CLN Instrument and Subscription and as set out in the Announcement, the Company and its Directors have further agreed that all outstanding and accrued and unpaid Board and management fees, totalling approximately £194,508.10 will be converted into Ordinary Shares at a conversion price of £0.003, subject to Shareholder authority being granted to allot the relevant Ordinary Shares to the Directors ("**Fee Shares**").

As set out in the Announcement, a condition of the conversion of the Convertible Loan Notes is that the Company has sufficient Shareholder authorities to allot the Conversion Shares.

The purpose of this document is to explain why the Board considers the Resolutions to be in the best interests of the Company and its Shareholders as a whole and why it unanimously recommends that you vote in favour of the Resolutions to be proposed at the General Meeting.

2. Convertible Loan Notes

As highlighted in the Announcement, pursuant to the CLN Instrument, the Company has issued unsecured convertible loan notes in the principal amount of £1.5 million ("**Convertible Loan Notes**"), convertible at £0.003 per new Ordinary Share to be issued on conversion of the Convertible Loan Notes ("**Conversion Shares**"). The Convertible Loan Notes carry a 5% annual interest and may be converted at any time up until 3 September 2028, subject to the Company obtaining authority from Shareholders to issue the Conversion Shares.

The key terms of the Convertible Loan Note are set out in the Announcement and below.

If the appropriate authorities are not granted by Shareholders in relation to the issue of the Convertible Loan Notes, the Company may be compelled to either repay the unconverted Convertible Loan Notes in cash, or defer the issue of Conversion Shares. In connection with the issue of Conversion Shares, the Company is seeking authority to allot up to 500,000,000 Ordinary Shares, which represent 81% of the Company's existing Ordinary Share capital.

Key Terms of the Convertible Loan Notes

Principal Amount: £1,500,000, available in one tranche.

Term: 3 years from the drawdown date ("**Maturity Date**").

Interest: 5% per annum, payable annually in cash, but waived on any portion of the loan converted into Ordinary Shares.

Conversion Price: 0.30 pence per share (£0.003), representing a 50% premium to the Subscription Price of 0.20 pence per share (£0.002) ("**Conversion Price**")

Conversion Rights: The holder may elect, in increments of £50,000 or more, to convert all or part of the outstanding loan into Ordinary Shares in the Company at the Conversion Price at any time up to the Maturity Date, by serving a conversion notice.

Share Ranking: Conversion Shares will be fully paid, rank *pari passu* with existing Ordinary Shares, and carry full dividend and voting rights.

Repayment: Any portion of the loan not converted must be repaid in full at maturity together with accrued interest.

Events of Default: Standard provisions apply, including non-payment, insolvency, cross-defaults above £200,000, litigation, or suspension of the Ordinary Shares from trading on the Main Market of the London Stock Exchange for more than 20 consecutive business days or the Company's Ordinary Shares are otherwise removed from listing. In the event of default, the loan may become immediately due and payable.

Other Conditions: Conversion rights are conditional upon the Company having sufficient Shareholder authorities to allot the Conversion shares. If insufficient authority exists, the Company must either repay the unconverted portion in cash or may also defer the issue of Conversion Shares.

3. Fee Shares

As stated above, in conjunction with the issue of the Convertible Loan Notes and the Subscription, each of the Directors has agreed to convert their outstanding board and management fees and the Company has agreed to issue 64,836,034 Fee Shares to certain Directors in settlement for £194,508.10 of fees payable at the Conversion Price. The issue of Fee Shares requires Shareholder authority to be granted for which Shareholder approval will be sought at the General Meeting.

4. Additional Authority

In addition to the requirements set out above, the Directors are also seeking additional allotment authorities to permit, should the opportunity present itself, the issuance of further Ordinary Shares as part of a further fundraising or other efforts. In this regard, a refresh of the Company's existing Shareholder authorities will enable the Company to raise capital quickly and easily should it be needed. The additional headroom being requested will support this by ensuring the Company has the flexibility to raise and deploy capital efficiently.

Shareholders will note it has been the Company's approach to seek the authority to allot Ordinary Shares in order to allow as much flexibility as possible in the interests of the Company and its Shareholders as a whole.

5. Business of the General Meeting

The notes below explain the proposed business of the General Meeting, being the Resolutions.

Resolutions 1 and 2 are proposed as ordinary resolutions. This means that if a Resolution is to be passed, more than half of the votes cast must be in favour of such Resolution. Resolutions 3 and 4 are proposed as special resolutions. This means that for Resolutions 3 and 4 to be passed, at least three quarters of the votes cast must be in favour of Resolutions 3 and 4.

Explanatory notes to Resolutions

Resolution 1

The Directors are seeking authority to allot shares of up to a maximum nominal amount equal to 100% of the Company's issued ordinary share capital as at 3 November 2025.

It is the Company's approach to seek authority to allot shares in order to allow as much flexibility as possible in the interests of the Company and its Shareholders as a whole. This authority is being requested to provide the Company with enhanced flexibility to respond quickly to strategic opportunities or market conditions that may require the issuance of a significant number of shares following its existing share authorities being issued in connection with the Subscription. A 100% shareholder authority will also mean that the Company will incur reduced costs on any potential future fundraises, given the FCA's recent proposed changes to the UK Prospectus Regulation, which increase the threshold at which a prospectus is required on a further share issue of a Company from 20% of existing share capital, to 75% of existing issued share capital from 19 January 2026. The Board therefore believes this flexibility is in the best interests of Shareholders as a whole, particularly in light of the potential cost and time implications of a more constrained issuance process.

While the authority exceeds conventional thresholds, the Company confirms that any such issuance will be considered carefully by the Board, and that pre-emption rights will only be disapplied in circumstances where it is considered appropriate, proportionate, and in the best interests of Shareholders as a whole. The Board remains mindful of Shareholder expectations and corporate governance best practices and will use this authority prudently.

For information, as at 31 October 2025 (being the latest practicable date before the publication of this notice ("**Latest Practicable Date**")), the Company had 617,316,176 Ordinary Shares with voting rights in issue and held no treasury shares. The authority conferred pursuant to Resolution 2 will expire on the earlier of the date which is 15 months from the date of the passing of Resolution 2 or, the conclusion of the next annual general meeting of the Company to be held in 2026.

Resolution 2

To facilitate the delivery of 500,000,000 Conversion Shares to Mr. Louis Ching in connection with the CLN Instrument, the Company is seeking authority to allot shares up to a maximum nominal amount of £50,000.00 to facilitate the issue of Conversion Shares in connection with the conversion of the CLN Instrument.

Furthermore, to facilitate the delivery of the 64,836,034 Fee Shares to Directors, the Company is seeking authority to allot shares up to a maximum nominal amount of £6,483.60.

Disapplication of pre-emption rights – Resolutions 3 and 4

These are special resolutions authorising the Directors to issue equity securities wholly for cash on a non-pre-emptive basis (pursuant to the authority conferred by Resolutions 1 and 2 above).

Section 561 of the Companies Act 2006 (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 Resolutions 1 and 2 and as noted therein, the proposed Resolutions 3 and 4 provide for the dis-application of statutory pre-emption rights for allotments of equity securities for cash.

With respect to Resolution 3, this provides for the allotment of equity securities for cash, but limits this authority to the allotment of equity securities up to an aggregate nominal value of £61,731.62 (representing 100% of the Company's issued ordinary share capital as at the Latest Practicable Date).

The wording of Resolutions 2 and 3 is a departure from the strict wording of the Investment Association share capital management guidelines, however, Shareholders should note that this should not be taken to indicate that they are being disregarded, but rather that the proposed Resolutions 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.

Resolution 4 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 with respect to the issue of the Conversion Shares and the Fee Shares.

6. Basis of voting

In accordance with the Articles, all Shareholders entitled to vote and be present by proxy at the General Meeting have one vote in respect of every Ordinary Share held.

In this way all proxy votes will count towards the voting on the Resolutions.

The results of the General Meeting will be announced via RIS and posted to the Company's website www.gemresources.co.uk on the day of the General Meeting. The full poll results will also be published on this website at the same time.

7. Action to be taken

Shareholders will find enclosed a Form of Proxy for use in connection with the General Meeting. Whether or not Shareholders propose to attend the General Meeting, they are requested to complete, sign and return the Form of Proxy as soon as possible, in accordance with the instructions printed on it.

To be valid, the enclosed Form of Proxy must be lodged with the Scrutineer at GEMR@orrick.com as soon as possible and, in any event, so as to arrive by no later than 11.00 a.m. on 18 November 2025.

8. Recommendation

The Board considers the passing of the Resolutions to be in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote or procure votes in favour of the Resolutions, as the Directors who hold Ordinary Shares have irrevocably undertaken to do in respect of their own beneficial holdings (and the beneficial holdings which are under

their control and those of their close relatives), which amount to 393,252,316 Ordinary Shares (in aggregate), representing approximately 63.70% of the issued share capital of the Company (as at 31 October 2025, being the latest practicable date before this document was published ("**Latest Practicable Date**").

Yours faithfully,

Louis Ching

Chairman

3 November 2025

Notice of General Meeting



Gem Resources plc

(Incorporated and registered in England & Wales with company number 05329401)

NOTICE IS HEREBY GIVEN that a General Meeting of Gem Resources plc (the "**Company**") will be held at 11.00 a.m. on 20 November 2025 at the offices of Orrick, Herrington & Sutcliffe (UK) LLP at 9th Floor, 107 Cheapside, London EC2V 6DN, United Kingdom to consider and, if thought fit, pass the following Resolutions.

Capitalised terms used but not defined in this Notice of General Meeting shall have the meanings given in the Company's circular dated 3 November 2025.

The Board considers that Resolutions 1 to 4 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 and 2 will be proposed as ordinary resolutions and Resolutions 3 and 4 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. **THAT** the directors of the Company are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**"), in addition to any existing authorisations, to exercise all the powers of the Company to allot ordinary shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company or convert any security into, shares in the Company ("**Rights**") up to an aggregate nominal amount of £61,731.62, provided that this authorisation shall, unless previously revoked by resolution of the Company, expire at the close of business on the date falling 15 months from the date of this General Meeting or, if earlier, at the conclusion of the next annual general meeting of the Company. The Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement as if this authorisation had not expired.
2. **THAT** in addition to any authority granted under Resolution 1, the Directors are generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot ordinary shares in the Company and to grant Rights:
 - (a) up to an aggregate nominal amount of £50,000.00 in connection with the issue of the Conversion Shares; and
 - (b) up to an aggregate nominal amount of £6,483.60 in connection with the issue of the Fee Shares,

provided that this authorisation shall, unless previously revoked by resolution of the Company, expire at the close of business on the date falling 15 months from the date of this General Meeting or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2026. The Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the

Directors may allot shares or grant Rights in pursuance of any such offer or agreement as if this authorisation had not expired.

SPECIAL RESOLUTIONS

3. **THAT**, subject to the passing of Resolution 1 above, the Directors are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined by section 560 of the Act) for cash pursuant to the authority conferred by Resolution 1 as if section 561 of the Act did not apply to any such allotment, provided that such authority shall be limited to the allotment of equity securities up to an aggregate nominal amount of £61,731.62 (representing the aggregate nominal value of approximately 100% of the number of Ordinary Shares in issue as at 31 October 2025) and subject to the continuance of the authority conferred by this Resolution 3, expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on the date falling 15 months from the date of this General Meeting) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the authority expires and the Directors may be entitled to issue or sell from treasury the equity securities pursuant to any such offer or agreement after that expiry date and provided further that the Directors may sell, as they think fit, any equity securities from treasury.
4. **THAT**, in addition to any authority granted under Resolution 3 above and subject to the passing of Resolution 2 above, the Directors are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined by section 560 of the Act) for cash pursuant to the authority conferred by Resolution 2 as if section 561 of the Act did not apply to any such allotment, provided that such authority shall be limited to:
 - (a) up to an aggregate nominal amount of £50,000.00 in connection with the issue of the Conversion Shares; and
 - (b) up to an aggregate nominal amount of £6,483.60 in connection with the issue of the Fee Shares,

such authority to expire at the end of the annual general meeting of the Company to be held in 2026 (or, if earlier, at the close of business on the date falling 15 months from the date of this General Meeting) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the authority expires and the Directors may allot equity securities under any such offer or agreement as if the authority had not expired.

By order of the Board

OHS Secretaries Limited
Company Secretary

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 18 November 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 GM will commence at 11am on 20 November 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 18 November 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 18 November 2025.

The meeting

Where and when will the meeting be held?

The General 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 11 a.m. so please allow plenty of time to travel to the meeting. The meeting room will be available from 10.30 a.m.

Is the meeting at the same location as the Company's AGM?

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 8. 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 8). 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 General Meeting. 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 General Meeting 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 General Meeting.

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 General Meeting. Poll cards will also be available at registration. After opening the General Meeting, the Chairman will put the Resolutions to the General Meeting 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 General Meeting ends.

How are the votes counted?

Voting on the 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 as soon as possible on 20 November 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 GM 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 the Company, 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 the Company is exercising one of its powers under the Act and writes to you directly for a response.

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 General Meeting, 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 31 October 2025, (being the latest practicable date prior to the publication of this Notice) the issued share capital of the Company consisted of 617,316,176 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 31 October 2025 were 617,316,176.

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.

