

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 (as amended) 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 0.01 pence each ("**Ordinary Shares**") in Gem Resources plc (the "Company"), please send this document, together with the accompanying form of proxy ("**Form of Proxy**"), as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward 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**").



Gem Resources plc

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

Notice of Annual General Meeting

Notice of the annual general meeting of the Company ("**AGM**") to be held at 11.00 a.m. on 23 June 2026 at the offices of Orrick, Herrington & Sutcliffe (UK) LLP, 9th Floor, 107 Cheapside, London EC2V 6DN, United Kingdom is set out at the end of this document.

All voting on the resolutions (each, a "Resolution", and together, the "Resolutions") at the AGM 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 AGM formally concludes. To be valid, the Form of Proxy accompanying this document must be completed and returned, in accordance with the instructions printed on it, so as to be received by the Company's Company Secretary at 107 Cheapside, London, EC2V 6DN, United Kingdom as soon as possible, but in any event not later than 11.00 a.m. on 19 June 2026.

This document should be read in conjunction with the accompanying Form of Proxy and the definitions set out in this document. The whole of this document should be read and, in particular, your attention is drawn to the letter from the Executive Chair on pages 4 to 5 of this document.

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.

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Key times and dates

Dispatch of this document	1 June 2026
Annual General Meeting	11.00 a.m. on 23 June 2026
Latest time for receipt of proxies	11.00 a.m. on 19 June 2026

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. If you do not have a Proxy Form and believe that you should have one, or if you require additional forms, please contact GEMR@orrick.com. The Form of Proxy must be received by 11.00 a.m. on 19 June 2026.

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 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 Company Secretary 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@gemresources.co.uk with the subject line "AGM Question".

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

1 June 2026

Dear Shareholder,

Notice of AGM

I look forward to welcoming you at the AGM of the Company at the offices of Orrick, Herrington & Sutcliffe (UK) LLP, 107 Cheapside, London EC2V 6DN. The AGM is scheduled to take place at 11.00 a.m. on 23 June 2026.

As with our AGM in 2025, we will again be holding an in-person AGM for 2026. The Board recognises the value of shareholder engagement and looks forward to the opportunity to engage with Shareholders face-to-face. I must stress that we strongly encourage all Shareholder feedback, should you feel uncomfortable raising a question in a live forum, please do not hesitate to email us in advance and we will do our best to ensure that the matter is addressed at the AGM.

Business of the AGM

The business of the AGM comprises resolutions that public companies regularly bring to Shareholders together with special business. The formal notice of the AGM is set out on pages 7 to 11 of this document.

Resolutions 1 to 9 are proposed as ordinary resolutions. The proposed ordinary resolutions will be passed if more than 50% of the votes cast are in their favour. Resolutions 10 and 11 are proposed as special resolutions. The proposed special resolutions will be passed if at least 75% of the votes cast are in their favour.

Process for the AGM

Before the AGM

We ask and encourage Shareholders to vote for the Resolutions by appointing the Chair of the AGM as a Shareholder's proxy. Appointment of a proxy will not prevent you from attending, speaking and voting in person at the AGM, should you wish to do so. Whilst all Shareholders are entitled and welcome to attend and vote on all resolutions at the AGM, we would ask any Shareholder who wishes to attend in person, to register their interest to do so by emailing the Company team at GEMR@orrick.com by 11.00 a.m. on 19 June 2026.

Accordingly, Shareholders are encouraged to complete the enclosed Form of Proxy and return it by post to the Company Secretary at 107 Cheapside, London, EC2V 6DN, United Kingdom.

To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by 11.00 a.m. on 19 June 2026 (or, in the event of any adjournment, 11.00 a.m. on the date which is 2 business days before the time of the adjourned meeting).

In accordance with our Articles, all of the voting at an AGM will be conducted on a poll and there will be no show of hands. This means that your votes will all be counted for all of the Ordinary Shares that you vote.

We will continue to offer shareholders the opportunity to ask questions relating to the business of the AGM by email. Please remember to submit any questions in advance in accordance with the instructions on page 2 of this document by email to info@gemresources.co.uk with the subject line "AGM Question".

On the day of the AGM

The AGM is scheduled to take place at 11.00 a.m. on 23 June 2026.

The results of the meeting will be announced by regulatory news service 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.

Recommendation

The Directors consider that all the Resolutions set out in the Notice of Annual General Meeting are in the best interests of the Company and its Shareholders as a whole and unanimously recommend that you vote in favour of each of these Resolutions, as each of the Directors intends to do in respect of his own beneficial holding of shares in the Company, which amount, in aggregate to 338,478,983 Ordinary Shares representing approximately 54.8% of the issued ordinary share capital of the Company.

Yours faithfully,

Louis Ching

Executive Chairman

1 June 2026

Notice of General Meeting



Gem Resources plc

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

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Gem Resources plc (the "**Company**") will be held at 11.00 a.m. on 23 June 2026 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 29 May 2026.

The Board considers that Resolutions 1 to 11 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 10 will be proposed as Ordinary Resolutions and Resolution 11 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 2025 ("**2025 Accounts**").

Resolution 2

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

Resolution 7

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

Resolution 8

To re-appoint PKF Littlejohn LLP of 30 Churchill Place, London, E14 5RE, as auditors of the Company ("**Auditors**") from the conclusion of the AGM until the conclusion of the next AGM before which accounts are laid and to authorise the Directors to fix the auditors' remuneration.

Resolution 9

Directors' authority to allot shares

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 substitution for 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 £61,732 (representing 100% of the aggregate nominal value of the Ordinary Shares in the capital of the Company as at 29 May 2026), provided that such authorities, unless renewed, varied or revoked by the Company, shall expire at the earlier of the date which is 15 months from the date of the passing of this Resolution 9, or, the conclusion of the next annual general meeting of the Company, save that the Company may at any time before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

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 Act) 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) be limited to the allotment of equity securities of up to an aggregate nominal amount of £61,732 (representing the aggregate nominal value of approximately 100% of the number of Ordinary Shares in issue as at 29 May 2026); and
- (b) subject to the continuance of the authority conferred by this Resolution 10, expire at the conclusion of the Company's AGM in 2027 or, if earlier, the date that is 15 months after the date of the passing of this Resolution 10, save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted or granted after such expiry and the Directors may allot equity securities in the capital of the Company in pursuance of any such offers or agreements notwithstanding that the authority conferred by this Resolution 10 has expired, and the Directors shall 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.

Resolution 11

To authorise the Directors to call a general meeting of the Company, other than an annual general meeting, on not less than 14 clear days' notice during the period from the date of the passing of this Resolution 11 until the conclusion of the next Annual General Meeting of the Company.

By order of the Board

OHS SECRETARIES LIMITED

Company Secretary

29 May 2026

Registered office:

9th Floor 107 Cheapside, London, United Kingdom, EC2V 6DN

Notes to Resolutions

Notes to Resolution 1

Reports and accounts

The Board will present the 2025 Accounts to Shareholders. The 2025 Accounts contains the financial statements for the period ended 31 December 2025 as available on the Company's website www.gemresources.co.uk/investors/.

Notes to Resolution 2

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

Mr. Louis Ching is an experienced investor, entrepreneur, and corporate executive with expertise in international markets, commodity trading, and strategic financing. He has a strong track record in business development across Asia and Africa and currently serves as Chairman and Managing Director of PT International Development Corporation Limited, a company listed on the Hong Kong Stock Exchange.

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 Bezant 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, Edward Nealon, who retires in accordance with Article 83 of the Articles and offers himself for re-election.

Edward Nealon is a geologist with 48 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 co-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 7

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

Mr. Hans Wong is a corporate finance and investment professional with over 30 years' experience in international capital markets. As an investor-operator, he specialises in strategic capital deployment and business guidance across multiple sectors. He has a diverse track record, including ventures in fintech, entertainment, and hospitality, and brings extensive knowledge of corporate restructuring and cross-border transactions.

Notes to Resolution 8

To re-appoint PKF Littlejohn LLP as the Auditor from the conclusion of the AGM until the conclusion of the next general meeting before which accounts are laid and to authorise the Directors to determine the Auditor's remuneration.

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 PKF Littlejohn LLP be reappointed as the Auditor. Resolution 8 also authorises the Directors to agree the auditors' remuneration.

Notes to Resolution 9

Directors' authority to allot shares

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 29 May 2026. It is 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. 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. 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 29 May 2026 (being the latest practicable date before the publication of this notice), the Company had 617,316,176 Ordinary Shares with voting rights in issue and held no treasury shares. The authority conferred pursuant to Resolution 9 will expire on the earlier of the date which is 15 months from the date of the passing of Resolution 9 or, the conclusion of the next annual general meeting of the Company to be held in 2027.

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.

Disapplication of pre-emption rights – Resolution 10

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 10 and as noted therein, the proposed Resolution 10 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 maximum nominal amount equal to 100% of the Company's issued Ordinary Share capital as at 29 May 2026.

The above departures in Resolutions 9 and 10 from the strict wording of the Investment Association share capital management guidelines 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.

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 2027, whichever is the earlier to occur.

Notes to Resolution 11

Notice of Meetings other than Annual General Meetings

The Directors wish to obtain the flexibility and benefit from the ability to call general meetings on 14 clear days' notice and this Resolution, which is proposed as a special resolution, seeks authority from Shareholders for this flexibility. Such approval will not affect annual general meetings, which will continue to be held on at least 21 clear days' notice. In the event that this authority is to be exercised, the Directors will ensure that it is not used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage to Shareholders as a whole. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

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 11.00 a.m. on 19 June 2026. 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 11.00 a.m. on 23 June 2026.

By when do I have to submit my vote?

Proxy appointments and voting instructions, including any amendments, must be received by the Company Secretary by

email at GEMR@orrick.com by 11.00 am. on 19 June 2026. 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 Form of Proxy only. You must ensure that the power of attorney and the proxy card have been deposited by email to the Company Secretary at GEMR@orrick.com by 11.00 am on 19 June 2026.

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 11.00 a.m. so please allow plenty of time to travel to the meeting.

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?

As Shareholders exit the AGM, they will have the option to submit a poll card to record their vote. If you (a) have already submitted a proxy instruction and do not wish to change your vote, or (b) do not wish to vote, you can merely skip this step.

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 1.00 p.m. on 23 June 2026.

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 Companies 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 Companies 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 Ordinary 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 Ordinary Shares as to the exercise of voting rights.

If you have been so nominated to receive general Shareholder communications direct from the Company, 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 AGM, 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 Companies Act and writes to you directly for a response.

Statements related to the audit

Members satisfying the thresholds in section 527 of the Companies 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; and
- (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting,

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 auditor 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 Companies 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 AGM; and
- b. to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may properly be included in the business at the AGM, 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 AGM or if later the time at which notice is given of the AGM.

Total voting rights and Ordinary Share capital

As at 29 May 2026 (the latest practicable date before the publication of this notice), the issued Ordinary Share capital of the Company comprised 617,316,176 Ordinary Shares, each with one vote. The total number of voting rights in the Company is 617,316,176.

Updates to this number are released via the Regulatory News Service of London Stock Exchange plc and can be viewed online at:

<https://www.londonstockexchange.com/stock/GEMR/gem-resources-plc/analysis>

Documents on display

The following documents, which are ordinarily available for inspection during business hours at the Registered Office of the Company on any weekday (public holidays excluded), will also be available for inspection by those able to attend at the place of the General Meeting from 9.45 a.m. on the day of the General Meeting until the conclusion of the General Meeting:

- (a) the Articles;
- (b) printed copies of the Notice of Annual General Meeting and the documentation made available to shareholders using electronic communication;
- (c) copies of the Service Contract for each of the Directors of the Company standing for re-election.

