

## IMPORTANT DISCLAIMER

RECOMMENDED ACQUISITION (**ACQUISITION**) OF GEORGINA ENERGY PLC (THE **TARGET**) BY MINING, MINERALS & METALS PLC (THE **COMPANY**); THE PLACING OF 40,000,000 PLACING SHARES AT A PRICE OF £0.125 EACH; AND THE RE-ADMISSION OF THE EXISTING ORDINARY SHARES AND ADMISSION OF THE NEW ORDINARY SHARES TO THE OFFICIAL LIST EQUITY SHARES (TRANSITION CATEGORY UNDER CHAPTER 22 OF THE UKLR AND TO TRADING ON THE LONDON STOCK EXCHANGE PLC'S MAIN MARKET FOR LISTED SECURITIES.

ACCESS TO THIS AREA OF THE WEBSITE (**MICROSITE**) MAY BE RESTRICTED UNDER SECURITIES LAWS OR REGULATIONS IN CERTAIN JURISDICTIONS. THIS NOTICE REQUIRES YOU TO CONFIRM CERTAIN MATTERS (INCLUDING THAT YOU ARE NOT RESIDENT IN SUCH A JURISDICTION), BEFORE YOU MAY OBTAIN ACCESS TO THE INFORMATION ON THIS MICROSITE. THESE MATERIALS ARE NOT DIRECTED AT OR INTENDED TO BE ACCESSIBLE BY PERSONS RESIDENT IN ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION OR WOULD RESULT IN A REQUIREMENT TO OBTAIN A CONSENT OR COMPLY WITH ANY OTHER FORMALITY WHICH THE COMPANY REGARDS AS UNDULY ONEROUS (A **RESTRICTED JURISDICTION**).

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Please read this notice carefully – it applies to all persons who view the Information contained in this Microsite and, depending upon who you are and where you are located, it may affect your rights or responsibilities. Please note that, as the Acquisition progresses, the Information on the Microsite as well as the terms of this disclaimer may be altered or updated. You should read the full text of this disclaimer each time you visit the Microsite.

To allow you to view the Information about the Acquisition, you have to read the following then click "I ACCEPT". If you are unable to agree, you should click "I DECLINE" and you will not be able to view any Information about the Acquisition.

The Information contained in this Microsite does not constitute an offer to sell or otherwise dispose of or an invitation or solicitation of any offer to purchase or subscribe for any securities pursuant to the Acquisition or otherwise. The Acquisition, Placing, Admission and Re-Admission are contingent on shareholder approval, details of which resolutions can be found in the Notice of General Meeting posted on this website to shareholders on 12 July.

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This Microsite contains Information that has been prepared for the purposes of complying with English law and the Takeover Code and the Information disclosed may not be the same as that which would have been disclosed if this Information had been prepared in accordance with the laws and regulations of any jurisdiction outside of England and Wales.

It is your responsibility to satisfy yourself as to the full observance of any relevant laws and regulatory requirements. If you are not permitted to view the Information on this Microsite, or are in any doubt as to whether you are permitted to view the Information, please exit this Microsite.

#### *Additional U.S. information*

*The Acquisition relates to the shares of a Guernsey company and is subject to Guernsey and UK procedural and disclosure requirements that are different from those of the United States. Any financial statements or other financial information included in this Microsite may have been prepared in accordance with non-US accounting standards that may not be comparable to the financial statements of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. It may be difficult for US holders of shares to enforce their rights and any claims they may have arising under the US federal securities laws in connection with the Acquisition, since the Company is located in a country other than the United States, and some or all of its officers and directors may be residents of countries other than the United States. US holders of shares may not be able to sue the Company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel the Company and its affiliates to subject themselves to the jurisdiction or judgment of a US court.*

You should be aware that the Target or Target Group may purchase or arrange to purchase Company shares otherwise than under any offer related to the Acquisition, such as in the open market or privately negotiated purchases.

### **3. FORWARD-LOOKING STATEMENTS**

This Microsite and the Information contained in it may contain statements about the Target and the Company that are or may be deemed to be forward looking statements.

All statements other than statements of historical facts may be forward looking statements. Without limitation, any statements preceded or followed by or that include the words “anticipate”, “target”, “expect”, “estimate”, “forecast”, “intend”, “plan”, “budget”, “scheduled”, “goal”, “believe”, “hope”, “aims”, “continue”, “will”, “may”, “should”, “would”, “could” or words or terms of similar substance or the negative thereof, are forward looking statements. Forward looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of the Bidder's or the Company's operations and potential synergies resulting from the Acquisition; and (iii) the effects of government regulation on the Target's/Target Group's or the Company's business.

These forward-looking statements are not guarantees of future performance. Such forward-looking statements involve known and unknown risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward-looking statements. These factors include, but are not limited to, the satisfaction of the conditions to the Acquisition, as well as additional factors, such as changes in political and economic conditions, changes in the level of capital investment, retention of key employees, changes in customer habits, success of business and operating initiatives

and restructuring objectives, impact of any acquisitions or similar transactions, changes in customers' strategies and stability, competitive product and pricing measures, changes in the regulatory environment, fluctuations of interest and exchange rates, the outcome of any litigation. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the document within which the statement is contained. All subsequent oral or written forward-looking statements attributable to the Target, Target Group or the Company or any of their respective members, directors, officers or employees or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. The Target and the Company disclaim any obligation to update any forward-looking or other statements contained in this Microsite, except to the extent required by applicable law or regulation, including the Takeover Code, the rules made by the Financial Conduct Authority under Part VI of the Financial Services and Markets Act 2000 and the Rules of the London Stock Exchange.

#### **4. NO PROFIT FORECAST**

Save as otherwise expressly stated in any relevant information, no statement in any document contained in this Microsite is intended as a profit forecast or a profit estimate for any period and no statement in any document contained in this Microsite should be interpreted to mean that the earnings or earnings per share of the Company or any of its affiliates for current or future financial years will necessarily match or exceed the historical published earnings per share for the Company.

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The directors of each of the Company, any member of the Company's Group, the Target and any member of the Target Group have not reviewed, and no such person is or shall be responsible for or accepts any liability in respect of, any information contained on any other website which may be linked to or from this Microsite.

#### **6. OTHER**

Tavira Financial Limited and Oak Securities (a trading name of Merlin Partners LLP), together the Joint Brokers, are authorised and regulated by the Financial Conduct Authority (**FCA**) and are acting for the Company and for no one else in connection with the Acquisition, Placing, Re-Admission and Admission and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for providing advice in relation to the Acquisition, the contents of this Microsite or any other matters referred to in the Information.

If you are in any doubt about the contents of this Microsite or the action you should take, you should seek your own financial advice from an independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) or, if you are located outside the UK, from an appropriately authorised independent financial adviser.

This notice shall be governed by and construed in accordance with English law.

#### **7. CONFIRMATION OF UNDERSTANDING AND ACCEPTANCE OF DISCLAIMER**

**BY CLICKING ON THE "I ACCEPT" BUTTON BELOW, YOU CERTIFY THAT:**

- i. you have read and understood the notice set out above and agree to be bound by its terms;**
- ii. you are not (nor do you act on behalf of someone who is) resident in any country that renders the accessing of the materials on this Microsite or parts of it illegal;**
- iii. you will not forward, transfer or distribute (by any means including by electronic transmission) any of the materials on this Microsite to any other person at any time; and**
- iv. you represent and warrant to the Company that you intend to access this Microsite for information purposes only.**

**If you are not able to give these confirmations, you should click on I DECLINE below.**