

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have recently sold or transferred all of your shares in Mining, Minerals & Metals Plc, please send this notice and the accompanying documents as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

**LETTER FROM THE CHAIRMAN**

# **Mining, Minerals & Metals PLC**

(Incorporated in England and Wales under the Companies Act 2006 with Registered Number 08377465)

*(the “Company”)*

**Registered Office:**

1 King Street  
Office 3.05  
London  
EC2V 8AU

**Directors:**

Roy Aubrey Pitchford (Non-Executive Chairman)  
Kay Asare-Bediako (Non-Executive Director)  
Mike Stewart (Non-Executive Director)  
Johnny Martin Smith (Non-Executive Director)

10 June 2022

Dear Shareholder,

I am writing to advise you that the Annual General Meeting (“AGM”) of the Company will be held at 11:00 a.m. on 6 July 2022 at 1 King Street, London EC2V 8AU.

The Notice of the Annual General Meeting is contained in pages 3 to 4 of this document and the Company's annual report and accounts for the year ended 31 January 2022 is available on the Documents section of the Company website at <https://www.mmmplc.com/mmmplc-news-and-documents>.

Shareholders will find enclosed with this document a Form of Proxy for use in relation to the AGM.

Shareholders are requested to complete, sign and return the Form of Proxy to the Company's Registrars, Neville Registrars, at Neville House, Steelpark Road, Halesowen B62 8HD or by email to Neville Registrars at [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk).


The Form of Proxy must be returned as soon as possible but, in any event, so as to arrive no later than 11:00 a.m. on 4 July 2022.

**Recommendation**

The directors of the Company consider that all the proposals to be considered at the AGM are in the best interests of the Company and its shareholders as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

The results of the voting on all resolutions will be announced via the Regulatory News Service and published on our website as soon as practicable following the conclusion of the AGM.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'R Pitchford', with a stylized flourish at the end.

**Roy Pitchford**  
*Non-Executive Chairman*

# Mining, Minerals & Metals PLC

(Incorporated in England and Wales under the Companies Act 2006 with Registered Number 08377465)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 2022 Annual General Meeting of the Shareholders ("**AGM**") of Mining, Minerals & Metals PLC (the "**Company**") will be held at 11:00 a.m. on 6 July 2022 at 1 King Street, London EC2V 8AU to consider, and, if thought fit, pass resolutions 1 to 5 which will be proposed as ordinary resolutions and resolution 6 which will be proposed as a special resolution:

### ORDINARY RESOLUTIONS

1. To receive and adopt the annual accounts for the year ended 31 January 2022, together with the reports of the directors and auditors.
2. That Kay Asare-Bediako be re-elected as a director of the Company.
3. That Crowe U.K LLP be re-appointed as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
4. That the directors be authorised to determine the auditors' remuneration.
5. That in accordance with section 551 of the Companies Act 2006 as amended (the "**2006 Act**"), the directors be generally and unconditionally authorised to exercise all the powers of the Company to allot Ordinary Shares or grant rights to subscribe for, or to convert any security into, Ordinary Shares, up to an aggregate nominal value of £320,000, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting expire at the conclusion of the next annual general meeting or at the close of business on 6 October 2023, whichever is the earlier, save that the Company may at any time before such expiry make an offer or agreement which might require Ordinary Shares to be allotted after such expiry and the directors may allot Ordinary Shares notwithstanding that the authority hereby conferred has expired. This resolution revokes and replaces all unexercised authorities previously granted to the directors of the Company in accordance with section 551 of the 2006 Act but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

In resolutions 5 and 6, "**Ordinary Shares**" means ordinary shares of 1p each in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company.

### SPECIAL RESOLUTION

6. That, subject to resolution 5 above being duly passed, the directors be generally empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) as if section 561(1) of the 2006 Act did not apply to any such allotment pursuant to the general authority conferred on them by resolution 5 above (as varied from time to time by the Company in general meeting) provided that power is limited to:
  - 6.1. the allotment of equity securities in connection with a rights issue or any other offer to 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 other arrangements

as the directors of the Company may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or exchange; and

6.2. the allotment of up to 32,000,000 Ordinary Shares issued for cash (otherwise than pursuant to paragraph 6.1 above); and the power hereby conferred shall, unless renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting or on 6 October 2023, save that the Company may, 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 offer or agreement notwithstanding that the powers conferred by this resolution have expired.

*Registered Office:*  
1 King Street  
Office 3.05  
London  
EC2V 8AU

**By Order of the Board**

*Silvertree Partners LLP*  
*Company Secretary*

10 June 2022

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

### Entitlement to attend and vote

- i. Only those shareholders registered in the Company's register of members at:
  - 11:00 am on 4 July 2022; or
  - if this meeting is adjourned, at 11:00 am on the day two days before the adjourned meeting,shall be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### Information regarding the meeting available on website

- ii. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at [www.mmmplc.com](http://www.mmmplc.com).

### Attending the meeting

- iii. If you wish to attend the meeting in person, please bring the Attendance Card enclosed with the Form of Proxy with you.

### Appointment of proxies

- iv. As a member of the Company entitled to attend and vote at the AGM, you are entitled to appoint any one or more persons, including the Chairman of the meeting, as your proxy and, on a poll, to vote on your behalf. Please note that a proxy need not be a member of the Company but must attend the AGM to represent you.
- v. You can only appoint a proxy using a Form of Proxy, which is enclosed with this Notice for use in connection with the business set out above. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with the Company's Registrars, Neville Registrars, at Neville House, Steelpark Road, Halesowen B62 8HD not later than 48 hours (excluding non-working days) prior to the time fixed for the AGM.
- vi. As an alternative to returning this form by post, you can return your completed Form of Proxy by email to Neville Registrars Limited at [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk). For a proxy appointment to be valid, your appointment must be received by Neville Registrars Limited by 11:00 a.m. on 4 July 2022 or, not less than 48 hours (excluding any UK non-working days) before the time appointed for the adjourned meeting at which it is to be used.
- vii. In the case of joint holders of Ordinary Shares, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
- viii. You may appoint more than one proxy, provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. To appoint more than one proxy, please use the Form of Proxy. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by you will result in the proxy appointment being invalid. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

### Termination of proxy appointment

- ix. A shareholder may terminate a proxy instruction, but to do so you will need to inform the Company in writing by either:
- sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars, at Neville House, Steelpark Road, Halesowen B62 8HD not later than 48 hours (excluding non-working days) prior to the time fixed for the AGM. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
  - sending an email to Neville Registrars Limited at [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk) with the subject titled "Termination of proxy appointment – [insert name of member]". In the case of a corporate member, the email must be sent by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is sent by email (or a duly certified copy of such power or authority) must be attached in the email.

In either case, the revocation notice must be received by Neville Registrars no later than 11:00am on 4 July 2022.

- x. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.
- xi. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

### **Corporate representatives**

- xii. A corporation that is a member can, by resolution of its directors or other governing body, authorise such person or persons as it thinks fit to act as its representative or representatives at the AGM.
- xiii. The representative(s) of a member corporation may be required to produce a certified copy of the resolution so authorising him/her or such other evidence of his authority reasonably satisfactory to a director or company secretary of the Company before permitting him/her to exercise its powers.

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

- xiv. As at 5pm on 9 June 2022 (the latest practicable date before publication of this notice), the Company's issued share capital consists of 32,049,999 ordinary shares of 1p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5pm on 9 June 2022 is 32,049,999 ordinary shares.
- xv. The Company's website includes information on the number of shares and voting rights at <https://www.mmmpc.com/mmmpc-major-shareholdings>.

### **Communication**

- xvi. Members who have general enquiries about the AGM should contact Neville Registrars:
- by letter at Neville House, Steelpark Road, Halesowen B62 8HD; or

- by email at [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk).

xvii. Members may not use any electronic address provided either:

- in this notice; or
- in any related documents (including the annual report for the year ended 31 January 2022 and proxy form),

to communicate with the Company for any purposes other than those expressly stated.