

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains the Resolution to be voted on at the General Meeting of Xtract Resources plc (“Xtract” or the “Company”) to be held on 13 February 2024. If you are in any doubt about the action you should take, you are recommended immediately to seek advice from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

The Directors of Xtract, whose names appear on page 10 of this document, accept responsibility for the information contained in this document. To the best of the knowledge of the Directors (who have taken reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

If you have sold or otherwise transferred all of your ordinary shares of 0.02p each in the capital of the Company (“Ordinary Shares”), please immediately forward this document 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. However, this document should not be distributed, forwarded or transmitted in or into the United States, Canada, Australia, Japan, New Zealand, Russia, or the Republic of South Africa or any other jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares you should retain this document, and immediately consult the stockbroker, bank or other agent through whom the sale or transfer was effected. **This document should be read in conjunction with the Notice of General Meeting as set out at the end of this document. The whole text of this document should be read.**



XTRACT RESOURCES PLC

(Incorporated in England and Wales with registered number 5267047)

Proposed Disposal of Manica Gold Project and Notice of General Meeting

Notice of a General Meeting of Xtract to be held at the at the offices of Fladgate LLP at 16 Great Queen Street, London, WC2B 5DG at 10.00 a.m. on 13 February 2024 is set out at the end of this document. Unless you request it as described below, you will not receive a hard copy form of proxy for the General Meeting in the post. Instead, you will be able to vote electronically at <https://www.signalshares.com>. You will need to log into your Signal Shares account or register if you have not previously done so. To register you will need your Investor Code, this is detailed on your share certificate or available from our Registrar, Link Group. You may request a hard copy form of proxy directly from the Registrars, Link Group, by emailing shareholderenquiries@linkgroup.co.uk or calling 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable

international rate. Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.

Proxies (whether submitted electronically or a hard copy submitted by post) must be received by Link Group in accordance with instructions provided for the relevant method of submitting a proxy by no later than 10.00 a.m. on 9 February 2024. If it is necessary to alter the arrangements for the General Meeting shareholders will be notified promptly via RNS and the Company's website.

Beaumont Cornish Limited ("Beaumont Cornish"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser to the Company in connection with the proposals described in this document. Beaumont Cornish will not regard any other person as its client and will not be responsible to anyone else for providing the protections afforded to the clients of Beaumont Cornish or for providing advice in relation to such proposals. Beaumont Cornish has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Beaumont Cornish for the accuracy of any information or opinions contained in this document or for the omission of any information. Beaumont Cornish as nominated adviser to the Company owes certain responsibilities to the London Stock Exchange which are not owed to the Company, the Directors, Shareholders or any other person.

The distribution of this document in certain jurisdictions may be restricted by law. No action has been taken by the Company or Beaumont Cornish that would permit possession or distribution of this document in any jurisdiction where action for that purpose is required. Persons into whose possession this document comes are required by the Company and Beaumont Cornish to inform themselves about and to observe any such restrictions.

This document does not constitute an offer of securities and accordingly is not a prospectus, neither does it constitute an admission document drawn up in accordance with the AIM Rules.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the official list of the United Kingdom's Financial Conduct Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange has not itself examined or approved the contents of this document. Neither the London Stock Exchange nor the Financial Conduct Authority have examined or approved the contents of this document.

Forward Looking Statements

This document includes "forward-looking statements" which include all statements other than statements of historical facts, including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or "similar" expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless it is required to do so by applicable law or the AIM Rules.

Qualified Persons

Information in this document relating to exploration has been reviewed by Edward (Ed) Slowey, BSc, PGeo, a consultant to Xtract. Mr Slowey is a graduate geologist with more than 40 years' relevant experience in

mineral exploration and mining, a founder member of the Institute of Geologists of Ireland and is a Qualified Person under the AIM rules. Mr Slowey has reviewed and approved the geological content of this document.

In accordance with AIM Note for Mining and Oil & Gas Companies, June 2009 (“Guidance Note”), Colin Bird, CC.ENG, FIMMM, South African and UK Certified Mine Manager and a Director of Xtract Resources plc, with more than 40 years’ experience mainly in hard rock mining, is the qualified person as defined in the Guidance Note of the London Stock Exchange, who has reviewed the technical information contained in this document.

Mineral Reserves and Resources

The Company estimates and discloses mineral reserves and resources using the definitions adopted by JORC. Further details are available at www.jorc.org. See the “Glossary of Geological and Mining Terms” for complete definitions of mineral reserves and mineral resources.

About Mineral Resources

Mineral resources are not mineral reserves and do not have demonstrated economic viability but do have reasonable prospect for economic extraction. They fall into three categories: measured, indicated, and inferred. The reported mineral resources are stated inclusive of mineral reserves. Measured and indicated mineral resources are sufficiently well-defined to allow geological and grade continuity to be reasonably assumed and permit the application of technical and economic parameters in assessing the economic viability of the mineral resource. Inferred mineral resources are estimated on limited information not sufficient to verify geological and grade continuity or to allow technical and economic parameters to be applied. Inferred mineral resources are too speculative geologically to have economic considerations applied to them. There is no certainty that mineral resources of any category will be upgraded to mineral reserves.

Important Information about Mineral Reserve and Resource Estimates

Whilst the Company takes all reasonable care in the preparation and verification of the mineral reserve and resource figures, the figures are estimates based in part on forward-looking information. Estimates are based on management’s knowledge, mining experience, analysis of drilling results, the quality of available data and management’s best judgment. They are, however, imprecise by nature, may change over time, and include many variables and assumptions including geological interpretation, commodity prices and currency exchange rates, recovery rates, and operating and capital costs. There is no assurance that the indicated levels of metal will be produced, and the Company may have to re-estimate the mineral reserves based on actual production experience. Changes in the metal price, production costs or recovery rates could make it unprofitable to operate or develop a particular deposit for a period of time.

Copies of this document are available free of charge on the Company’s website: www.xtractresources.com

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DEFINITIONS

“Act”	the Companies Act 2006 (as amended);
“Share Purchase Agreement”	the conditional share purchase agreement entered into between Xtract and among others the Buyers dated 24 January 2024;
“AIM Rules”	the AIM Rules for Companies, as published and amended from time to time by the London Stock Exchange;
“Board” or “Directors”	the directors of the Company as at the date of this announcement;
“Beaumont Cornish”	Beaumont Cornish Limited, the Company’s nominated adviser and joint broker pursuant to the AIM Rules;
“Business Day”	any day (other than a Saturday or Sunday) upon which commercial banks are open for business in London, UK;
“Buyers”	MMP and Tatoonie;
“Chinhamapere Licence”	the Mozambique mining concession known as 7569L and issued to Chinhamapere Mining on 18 June 2018 for which a renewal application has been submitted;
“Chinhamapere Mining”	Chinhamapere Mining Services Limitada, a company incorporated in Mozambique (company No. 101329399) whose registered office is at Manica Province, Manica District, Josina Machel Neighborhood, Road Josina Machel, House number 41, Mozambique;
“Company”, “Group” or “Xtract”	Xtract Resources plc or (as the case may be) Xtract Resources plc and its subsidiaries;
“Consideration”	all amounts due under the Share Purchase Agreement of up to US\$15 million comprising: (i) the base consideration of US\$12 million, of which US\$9 million is to be paid in quarterly instalments of US\$0.75 million commencing on 1 March 2024, with the last payment due on 1 December 2026; (ii) a further US\$3 million to be paid on or before 1 March 2027; and (iii) deferred consideration of up to a further US\$3 million.
“CREST”	the relevant system for the paperless settlement of trades and the holding of uncertificated securities operated by Euroclear in accordance with the CREST Regulations;
“CREST member”	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations);
“Deferred Consideration”	US\$3 million, further details of which are set out in paragraph 4 of Part I of this document
“Disposal”	the sale by Xtract of the Manica Gold Project (by way of a sale of the entire issued share capital of Mistral) pursuant to the Share Purchase Agreement;
“Euroclear”	Euroclear UK & International Limited, the operator of CREST;

“Existing Ordinary Shares”	the 856,375,115 Ordinary Shares in issue as at the date of this document;
“Explorator”	Explorator Limitada, a company incorporated and registered in Mozambique (company No. 101512657) whose registered office is at Manica Province, Manica District, Josina Machel Neighbourhood, Block Sixty-Seven “U”, House Number 165, Mozambique;
“FCA”	the Financial Conduct Authority;
“FSMA”	the Financial Services and Markets Act 2000 (as amended);
“General Meeting” or “GM”	the general meeting of Shareholders to be held notice of which is set out in this document (or any adjournment thereof);
“Guarantees”	the guarantees to be given by the Guarantors pursuant to the Share Purchase Agreement;
“Guarantors”	Horizon, Hussein Zeineddine and Meteor, being shareholders of the Buyers;
“Horizon”	Horizon Corporation Limited, a company incorporated and registered in Guernsey (registered number 12505) whose registered office is at Level 5 Mill Court, La Charroterie, St. Peter Port, GY1 1EJ, Guernsey;
“Increased Price Election”	up until 31 October 2024, the Buyers’ option to elect to increase the Price by US\$1 million to US\$13 million, further details of which are set out in paragraph 4 of Part I of this document;
“Long Stop Date”	15 February 2024 or such later date agreed to by the parties to the MMP Agreements;
“Link” or “Link Group”	a trading name of Link Market Services Limited, registrar to the Company;
“London Stock Exchange”	London Stock Exchange plc;
“Macequece”	Macequece Mining Services Limitada, a company incorporated in Mozambique (company No. 101329380) whose registered office is at Manica Province, Manica District, Josina Machel Neighborhood, Road Josina Machel, House number 41, Mozambique;
“Manica Gold Project”	the development, construction, operation, and maintenance of gold mining operations at the Manica Mining Licence;
“Meteor”	Meteor Global Investment (FZE), a company incorporated and registered at Sharjah Airport Int’l Free Zone, United Arab Emirates (licence/approval number 20533) whose registered office is at Saif Desk Q1-07-145/B, P.O.Box 124778 Shariah – U.A.E;
“Mining Collaboration Agreement”	the mining collaboration agreement entered into between MMP, Meteor, Horizon, Xtract and Explorator on or around 28 May 2019 and varied by a first addendum dated on or around 16 March 2020;

“Manica Mining Licence”	the Mozambique mining concession known as 3990C and issued to Explorator on 3 March 2011 and the Chinhamapere Licence;
“Mistral”	Mistral Resource Development Corporation Limited, a company incorporated in the British Virgin Islands (company No. 552594) whose registered office is at Jayla Place, Wickhams Cat 1, Road Town, Tortola, British Virgin Islands;
“MMP”	Mutapa Mining and Processing LDA, a company incorporated and registered in Maputo, Mozambique (company No. 101144364) whose registered office address is at Bairro Djuba, Parcela 13485, Matola, Mozambique;
“MMP Agreements”	the Share Purchase Agreement and the Settlement and Restructuring Agreement;
“MMP Parties”	MMP, Meteor and Horizon;
“MMP Plant”	the existing ore processing plant owned by MMP and used by MMP for processing the ore mined by MMP under the Mining Collaboration Agreement;
“Notice of General Meeting”	the notice of General Meeting to set out in the Circular;
“Ordinary Shares”	the ordinary shares of 0.02p each in the capital of the Company;
“Price”	US\$12 million, further details of which are set out in paragraph 4 of Part I of this document;
“Registrars”	Link Group;
“Resolution”	the resolution set out in the Notice of General Meeting to be proposed at the General Meeting;
“Restricted Jurisdiction”	each and any of the United States of America, Australia, Canada, Japan, New Zealand, Russia, and the Republic of South Africa and any other jurisdiction where distribution of this document would breach any applicable law or regulations;
“Sale Shares”	all of the issued share capital of Mistral and the shares held directly by Xtract in Explorator, Chinhamapere Mining and Macequece, being the shares being bought and sold pursuant to the Share Purchase Agreement;
“Settlement and Restructuring Agreement”	the Settlement & Restructuring Agreement in relation to the Mining Collaboration Agreement entered into between MMP, Meteor, Horizon, Xtract and Explorator dated 24 January 2024;
“Shareholder(s)”	holder(s) of Existing Ordinary Shares;
“sterling”, “pounds sterling”, and “£”, “pence” or “p”	the lawful currency of the United Kingdom;
“Sulphide Plant”	means a sulphide plant which could have the capability to process Sulphides from the Manica Project;
“Sulphides”	means ore from the Manica Project which when, or if, tested demonstrates that there would likely be a less than 85% recovery of contained gold from the ore if it were processed by the existing MMP Plant;

"Tatooine"	Tatooine Limited, a company incorporated and registered in Mauritius (company No. 155805) whose registered office address is at Workshop 17 Les Fascines Building Vivéa Business Park Rue des Fascines Moka Mauritius;
"US Securities Act"	the United States Securities Act of 1933 (as amended);
"Xtract Loan"	the loan(s) made by Xtract to Mistral, Explorator, Chinhamapere and Macequece as at completion, if any, which are to be assigned to the Buyers at face value at completion of the Share Purchase Agreement;
"Xtract Parties"	Xtract and Explorator.

TECHNICAL GLOSSARY

The following is a summary of technical terms:

"Ag"	Silver;
"Au"	Gold;
"Cu"	Copper;
"CuEq"	Copper equivalent grade, calculated using assumed metal prices for copper, gold, and other metals;
"Indicated Mineral Resource"	That part of a Mineral Resource for which quantity, grade (or quality), densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of Modifying Factors in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. Geological evidence is derived from adequately detailed and reliable exploration, sampling and testing gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings, and drill holes, and is sufficient to assume geological and grade (or quality) continuity between points of observation where data and samples are gathered. (JORC 2012);
"Inferred Mineral Resource"	That part of a Mineral Resource for which quantity and grade (or quality) are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade (or quality) continuity. It is based on exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings, and drill holes. (JORC 2012);
"mineralisation"	Process of formation and concentration of elements and their chemical compounds within a mass or body of rock;
"NPV"	Post-tax net present value;
"porphyry"	A deposit of disseminated copper minerals in or around a large body of intrusive rock;
"Pseudoflow"	The Pseudoflow algorithm is used to outline the ultimate pit limit by finding the maximum net value of the blocks extracted;
"Mt"	Million tonnes;
"Mtpa"	Million tonnes per annum.

DIRECTORS, COMPANY SECRETARY AND ADVISERS

Directors	Colin Bird (<i>Executive Chairman</i>) Joel Silberstein (<i>Finance Director</i>) Alastair Ford (<i>Non-executive director</i>) Kjeld Thygesen (<i>Non-executive director</i>)
Registered Office	Xtract Resources PLC 7/8 Kendrick Mews London SW7 3HG
Company Secretary	Lion Mining Finance Limited
Nominated Adviser and Joint Broker	Beaumont Cornish Limited Building 3 566 Chiswick High Road London, W4 5YA
Joint Broker to the Company	NOVUM Securities Limited 8-10 Grosvenor Gardens London, SW1W 0DH
English Legal Advisers to the Company	Fladgate LLP 16 Great Queen Street London, WC2B 5DG
Registrars	Link Group 65 Gresham Street London, EC2V 7NQ

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of the Disposal	24 January 2024
Circular published and sent to Shareholders	24 January 2024
Latest time and date for receipt of voting instruction for the General Meeting	10.00 a.m. on 9 February 2024
General Meeting	10.00 a.m. on 13 February 2024
Result of General Meeting announced	13 February 2024

Note:

Each of the dates in the above timetable is subject to change at the absolute discretion of the Company. If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to shareholders by announcement through a Regulatory Information Service. References to time in this Circular are to London time except when otherwise stated.

PART I
LETTER FROM THE CHAIRMAN OF XTRACT RESOURCES PLC

XTRACT RESOURCES PLC

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 05267047)

Directors:

Colin Bird (*Executive Chairman*)
Joel Silberstein (*Finance Director*)
Alastair Ford (*Non-executive Director*)
Kjeld Thygesen (*Non-executive Director*)

Registered office:

7/8 Kendrick Mews
London
SW7 3HG

24 January 2024

To all holders of Existing Ordinary Shares (and, for information only, holders of options and warrants to subscribe for Ordinary Shares)

Dear Shareholder

**Proposed disposal of the Manica Gold Project and
Notice of General Meeting**

1. Introduction

As announced on 24 January 2024, the Company has entered into the conditional MMP Agreements with its Mozambique partner, MMP, and parties related to MMP. The MMP Agreements comprise:

- (i) the Share Purchase Agreement in relation to the sale by Xtract of its entire interests in the Manica Gold Project pursuant to which, *inter alia*, Xtract has agreed to sell Xtract's 23% net profit share interest in the Manica Gold Project (by way of a sale of the entire issued share capital of Mistral) to the Buyers for a consideration of up to US\$15 million in cash in regular staged payments by the Buyers over the period to 1 March 2027; and
- (ii) the Settlement and Restructuring Agreement in relation to the termination of Xtract's mining collaboration agreement with MMP dated 28 May 2019 in relation to the Manica Gold Project under which the Xtract Parties are to be paid US\$3.325 million in cash to settle all monies due under the Mining Collaboration Agreement from MMP to Xtract and Explorator, Xtract's local Mozambique subsidiary, of which US\$2 million has already been paid; and to terminate the Mining Collaboration Agreement.

The proposed Disposal would constitute a fundamental change of business of the Company under Rule 15 of the AIM Rules and is therefore conditional on, *inter alia*, the passing of the Resolution at the General Meeting. The MMP Agreements are also conditional on Mozambique regulatory approval and other conditions customary for agreements of this nature. On completion of the Disposal, the Company will however, remain an operating minerals company under the AIM Rules given its remaining material minerals interests in the Bushranger copper Project in Australia, and the Company's interest in two larger scale early-stage exploration copper projects in Northeast Zambia.

Shareholder approval of the Disposal is being sought at a General Meeting of the Company to be held at 10.00am on 13 February 2024. The Notice convening the General Meeting and setting out the Resolution to be considered is set out at the end of this document. A summary of the action you should take is set out in paragraph 8 of this letter.

Further details of the Disposal are set out below.

The purpose of this document is to give you the background to and further details of the proposed Disposal, including why the Directors consider the Disposal to be in the best interests of the Company and its Shareholders, and recommend that you vote in favour of the Resolution to be proposed at the General Meeting of the Company to be held at the offices of Fladgate LLP at 16 Great Queen Street, London, WC2B 5DG at 10.00 a.m. on 13 February 2024.

2. Background to and reasons for the Disposal

The Company's Manica Gold Project in Mozambique is held by the Company's wholly owned subsidiary, Explorator and comprises gold deposits (both hard rock and alluvial) which the Company has been progressing towards production since June 2015.

The Company initially appointed a number of independent contractors in 2017 to exploit the alluvial deposits and, as recently reported, the gold mined from these alluvial deposits has now been scaled down as the alluvial mineable resource has been significantly reduced. Production at the Manica Gold Project is now dominated by the Fair Bride hard rock deposit.

In May 2019, the Company's wholly owned subsidiary, Explorator, entered into the Mining Collaboration Agreement with MMP pursuant to which it appointed MMP as the independent mineral processing contractor to provide a technical solution to conduct hard rock mining on the Manica Gold Project permitted area, and to process the mined ore for the recovery of gold for a period of 10 years with an option to extend. MMP agreed to contribute its hard rock processing plant and committed to the purchase and commission of suitable Carbon in Leach plant.

Under the terms of the Mining Collaboration Agreement, MMP receive 77% of all the operating profit produced from the permitted area through the performance of the contract by MMP when the prevailing price of gold is greater than US\$1,250 per ounce. MMP's entitlement increases to 78.5% at a prevailing gold price less than US\$1,250 and more than US\$1,175 per ounce, and to 80% when the prevailing price of gold is less than US\$1,175 per ounce. Profit is defined as revenue on sale less deductible costs (excluding non-cash items) and corporation tax. At the current gold price per ounce the Company is due 23% of operating profit of gold produced.

MMP commenced mining operations in May 2022, and the plant was commissioned and produced the first gold from Fair Bride during July 2022. Production increased steadily through commissioning, with just over 110kg of gold produced by December 2022. Production increased at the beginning of 2023 (further details are set out in paragraph 3 below). Known oxide and weathered transitional ore within the Fair Bride concession were expected to provide up to approximately two years of mine life for the current processing plant configuration and, as previously reported, the Company intended to work with MMP to decide on the strategy around extending oxide mine life and how and when best to exploit the deeper underlying sulphide resource.

The Board of Xtract has assessed the potential transition of the Manica Gold Project to the more complex sulphide ore phase, which has not yet been fully scoped or technically and financially modelled, and has concluded that it does not want to be exposed to this risk. Whilst Xtract is confident in the Manica Gold Project, Xtract is in effect a minority participant (with a net 23 per cent. operating profit share as described above) and has limited influence over decision making where there is short to medium-term uncertainty. Management control of the Manica operation is vested in MMP, a private unlisted Mozambique company and associated management, while Xtract, as the holder of the Manica Licence, indirectly assumes responsibility and potential liability without sufficient measure of control or influence over operating plans and procedures.

Given continuing difficult market conditions for junior exploration companies, the Disposal consideration of up to US\$15 million would provide a significant boost to the Company's treasury over the next 3 years, and the current intention is to allocate additional funding to accelerate the Company's highly prospective existing copper projects in Zambia, and provide additional funding to take advantage of new opportunities in Southern Africa where they offer considerable upside in those metals in which Xtract is focused. The

Company will also continue to support Xtract's development of its Bushranger project in Australia in a way that optimises value for shareholders.

3. Manica Gold Project

The Fair Bride gold deposit is within the Manica Gold Project situated 270km NW of the city of Beira within Licence 3990C in the Odzi-Mutare-Manica Greenstone Belt of Mozambique.

The registered owner of Licence 3990C, which was issued in March 2011, is Explorator, which is 98 per cent. owned by Xtract's wholly owned subsidiary Mistral, with the balance of 2 per cent. held directly by Xtract. The registered owner of Licence 7569L, an alluvial licence which is effectively mined out and which was issued in June 2018, is Chinhamapere, which is also 98 per cent. owned by Mistral with the balance held directly by Xtract.

In February 2017, Xtract announced the results of a definitive Feasibility Study for the open pit operation of the Fair Bride deposit of the Manica Gold Project which had been completed by Minxcon (Pty) Ltd and which was based on a SAMREC-compliant open pit resource of 13.95Mt at 1.76g/t Au for 789Koz Au and an underground resource of 5.66Mt at 2.6g/t Au for 473Koz Au. The Mineral Resource was classified into Measured, Indicated and Inferred Mineral Resource categories as defined in the SAMREC Code. The Mineral Resource estimation for the Fair Bride open pit was declared to a depth of 280m with a resource cut-off of 0.5 g/t. The open pit contains predominantly Measured and Indicated Mineral Resources.

Gold mined from the alluvial deposits has now been significantly scaled down as the alluvial mineable resource has been significantly reduced, grades have declined and production at the Manica Gold Project is now dominated by the Fair Bride hard rock deposit. As set out above, in May 2019, the Company's wholly owned subsidiary, Explorator, entered into the Mining Collaboration Agreement with MMP pursuant to which it appointed MMP as the independent mineral processing contractor and the plant was commissioned and produced its first gold during July 2022. Table 1 below sets out shows the quarterly gold production and sales prices for the three-month periods ended 30 September 2023 for the Fair Bride project and year to date figures for 2023.

Table 1: Operator's Report – Total Gold production and sales prices – Fair Bride (Xtract 23% share of net profit)

	Q3 ended 30 September 2023	Q2 ended 30 June 2023	Q1 ended 31 March 2023	Aggregate amounts for the 9 months to 30 September 2023
Tonnes Mined & Processed (tons)	129,876	124,523	107,023	361,422
Average grade (g/t)	2.01	1.74	1.51	–
Au Production (ounces)	7,511	6,456	4,522	18,489
Au recovery (%)	90.41	89.05	87.70	–
Average sales price per ounce in US\$	1,926	1,989	1,859	–
Cost per oz of Au (US\$)	1,070	1,215	1,185	–

Note: Source – The production statistics for Fair Bride are provided by contract miner, MMP

Gross monthly mine production from Fair Bride has increased month-on-month as the operation has bedded down and post-commissioning issues have been resolved, with an increase reported in fine gold poured, as set out in table 2 below while ore processed reduced in September 2023 as set out in Table 3 below:

Table 2: Fine Gold Poured Q3 2022 to Q3 2023

Quarter end	Fine Gold Poured (kg)
September 2022	28.70
December 2022	36.20
March 2023	50.99
June 2023	62.60
September 2023	86.99

Note: Source – The fine gold statistics for Fair Bride are provided by contract miner, MMP

Table 3: Ore Tonnes Processed Q4 2022 to Q3 2023

Quarter end	Ore Processed (tpm)
December 2022	28,200
March 2023	40,800
June 2023	42,000
September 2023	37,700

Note: Source – The ore processed statistics for Fair Bride are provided by contract miner, MMP

4. MMP Agreements

On 24 January 2024, the Company entered into the conditional MMP Agreements with MMP, and parties related to MMP. The MMP Agreements comprise:

- i) the Share Purchase Agreement in relation to the sale by Xtract of its entire interests in the Manica Gold Project pursuant to which, *inter alia*, Xtract has agreed to sell Xtract's 23% net profit share interest in the Manica Gold Project (by way of a sale of the entire issued share capital of Mistral) to the Buyers for a consideration of up to US\$15 million in cash in regular staged payments by the Buyer over the period to 1 March 2027; and
- ii) the Settlement and Restructuring Agreement in relation to the termination of Xtract's mining collaboration agreement with MMP dated 28 May 2019 in relation to the Manica Gold Project under which the Xtract Parties are to be paid US\$3.325 million in cash: to settle all monies due under the Mining Collaboration Agreement from MMP to Xtract and Explorator, Xtract's local Mozambique subsidiary, of which US\$2 million has already been paid; and to terminate the Mining Collaboration Agreement

The MMP Agreements are both subject to the laws of England and Wales and a summary of the agreements is set out below.

Share Purchase Agreement

The Share Purchase Agreement was entered into between the (i) the Buyers and the Guarantors; and (ii) Xtract on 24 January 2024, pursuant to which Xtract has agreed to sell all the share capital of Mistral, together with any shares in the subsidiaries of Mistral owned directly by Xtract, and to assign the Xtract Loans, to the Buyers.

The Buyers have agreed to pay the Price of US\$12 million, of which US\$9 million is to be paid in 12 quarterly instalments of US\$0.75 million commencing on 1 March 2024, with the last payment due on 1 December 2026, and a further US\$3 million to be paid on or before 1 March 2027. In addition, the Buyers have also agreed to pay the Deferred Consideration of up to a further US\$3 million on the following basis:

- (i) If by 28 February 2025 MMP has not notified Xtract in writing that it has made a decision to build a Sulphide Plant, then Deferred Consideration is payable as follows;
 - US\$1 million by 7 March 2025;
 - US\$1 million by 31 August 2025; and
 - US\$1 million by 31 December 2025.

- (ii) If by 28 February 2025 MMP has notified the Seller in writing that it has made a decision to build a Sulphide Plant then Deferred Consideration is payable as follows:
- US\$1 million within 14 days of the decision to build Sulphide Plant;
 - US\$1 million within the earlier of: (a) 14 days of commencement of dry commissioning of the Sulphide Plant; and (b) 1 December 2025; and
 - US\$1 million within the earlier of: (a) 14 days of the Sulphide Plant achieving commercial production defined as processing 30,000 tonnes in any 30-day period; and (b) 1 February 2026.
- (iii) If MMP or any of the Buyers or any of their associates enters into an agreement to sell the rights to any of the Sulphides at the Manica Project or give any other party the right to build or finance a Sulphide Plant or use any other party's sulphide plant to process ore from the Manica Project, then the Deferred Consideration automatically becomes immediately payable in full with no further action or notice required to be given by Xtract.

Up until 31 October 2024, the Buyers have the option to avoid paying the Deferred Consideration by electing to pay the Increased Price Election by increasing the Price by US\$1 million to US\$13 million provided that all amounts due beforehand pursuant to the MMP Agreements have been paid by their due date and the Buyers pay in full any unpaid amount of the increased Price of US\$13M and any unpaid amounts still due under the Settlement and Restructuring Agreement within 14 days.

In aggregate, the Price and the Deferred Consideration amount to between US\$13 million (the minimum) and US\$15 million (the maximum).

The Guarantors have jointly and severally guaranteed all amounts due to Xtract under the Share Purchase Agreement and the Settlement and Restructuring Agreement.

The Buyers are responsible for obtaining any approvals required from the Mozambique Ministry of Mineral Resources and Energy, registering the change of control with the Mozambique National Directorate of Mines and for paying any transfer costs payable in relation to this approval and registration. The Share Purchase Agreement is conditional on completion on or before the Long Stop Date or such other date agreed to in writing and, *inter alia*, (i) Shareholder approval; and on completion (ii) proof that the Mozambique Ministry of Mineral Resources and Energy consent has been obtained or a legal opinion that it is not required; and (iii) proof that the Mozambique National Directorate of Mines has approved the registering of the sale of the Mining Licence has been obtained or a legal opinion that it is not required and or can be obtained after the completion date.

The Buyers have warranted and undertaken that until the Price and the Deferred Consideration are fully paid in accordance with this agreement they will, amongst other undertakings:

- a) not sell or assign or enter into any agreement to sell or assign any of the Sale Shares; or
- b) not create any Security Interest over or enter into any agreement to create a Security Interest over any of the Sale Shares; or
- c) will not sell or enter into any agreement to sell any direct or indirect interest in the Manica Project; or
- d) will not make any distributions or payments to their shareholders unless:
 - i) the Guarantees are in place and valid and the Seller has not made any claim against a Guarantor under any of the Guarantees; and
 - ii) all monies due to be paid by the MMP Parties under the Settlement and Restructuring Agreement have been paid to the Xtract Parties
- e) will ensure Explorator does not sell or assign or relinquish the Mining Licence or enter into any agreement to sell, assign, or relinquish the Mining Licence.

If there is any breach of these security provisions or the late payment of any of the amounts due to be paid by the Buyers under the MMP Agreements that is not rectified within 14 days, then: (i) all outstanding amounts will become due and payable; (ii) interest will from the date of the breach accrue on all unpaid amounts at the rate of 2% per cent per month compounded monthly on the last day of each calendar month; and (iii) the Buyers irrevocably grant to the Seller (or its nominated representative) an option to acquire the Mining Licence and / or all the issued shares of Explorator for US\$1 such option to remain valid until all amounts including accrued interest due under the MMP Agreements have been paid in full.

Xtract has provided customary warranties and undertakings in respect of Mistral and its subsidiaries, subject to a *de minimis* of US\$50,000 per claim and overall cap on Xtract's liability under all warranty claims of US\$1.5 million.

Settlement and Restructuring Agreement

The Settlement & Restructuring Agreement, entered into between (i) MMP and its related parties, Meteor and Horizon ("MMP Parties"); and (ii) Xtract and Explorator ("Xtract Parties") on 24 January 2024, settles all monies due and conditionally terminates the Mining Collaboration Agreement.

Under the terms of the Settlement and Restructuring Agreement, Explorator's agreed net profit share due in respect of the nine-month period ended 30 September 2023 under the Mining Collaboration Agreement, amounts to US\$3 million, of which US\$2 million has been paid since 30 September 2023, and the balance of US\$1 million is payable to Xtract as to US\$0.5 million by 30 January 2024 and the balance by 28 February 2024. The MMP Parties have provided warranties and indemnities to the Xtract Parties, in consideration for which the Xtract Parties have agreed to forgo any net profit share due for the three-month period ended 31 December 2023.

The Settlement and Restructuring Agreement is conditional *inter alia* on completion of the Share Purchase Agreement on or before the Long Stop Date or such other date agreed to in writing between the MMP Parties and the Xtract Parties. If the Long Stop Date is extended beyond 15 February 2024 and at the date of the extension of the Long Stop Date either: (i) the MMP Parties are in default of their obligations under the Settlement and Restructuring Agreement; and / or (ii) the Buyers under the Share Purchase Agreement have not met all their obligations due to be met on or by the completion date of the Share Purchase Agreement, then for every month or part thereof that the Long Stop Date is later than 15 February 2024, a payment will be due from the MMP Parties of US\$0.5 million (if the average LME spot gold price is less than US\$1,950 per oz) or US\$0.65 million (if the average LME spot gold price is equal to or greater than US\$1,950 per oz). The parties have agreed that US\$0.325 million is now due to Xtract in respect of the Long Stop Date of 15 February 2024.

With effect from execution of the Settlement and Restructuring Agreement, the MMP Parties have assumed full liability for ongoing compliance with all applicable Mozambique mining environmental, tax and other applicable laws and regulations relating to mining activities at the Mining Licence area and have jointly and severally indemnified Xtract and Explorator for any liabilities which they directly or indirectly become liable for as a result of (i) any of the mining or other activities performed or due to before performed by the MMP Parties; and/or (ii) the MMP Parties not meeting any of their obligations under the Settlement & Restructuring Agreement.

5. Use of proceeds & strategy

On completion of the Disposal, Xtract will continue to retain its advanced exploration and development projects in both Zambia and Australia – the capitalised exploration value of these projects amounted to £8.7 million as at 30 June 2023, the date of the last published balance sheet.

The Board intends to use the Disposal consideration of up to US\$15 million to fund the exploration programmes on the Company's existing copper projects in Zambia, and to take advantage of new opportunities in Southern Africa offering considerable upside in those metals in which Xtract is focused. The consideration will also continue to support Xtract's development of its Bushranger project in Australia.

Zambia

The Board believes that the demand for copper will continue to grow with in the medium-term, a potential shortfall in supply. Consequently, the Company will continue to seek additional small to larger scale copper mining projects in Zambia and Southern Africa consistent with its current policy.

As announced in August 2023, Xtract entered into a joint venture agreement with Cooperlemon Consultancy Limited in relation to the exploration for copper at large scale exploration licenses 29123-HQ-LEL and 30459-HQ-LEL in Northwest Zambia. The two exploration licences are located within the Western Foreland geological district that hosts the Kamoia – Kakula deposit and the Central Fold and Thrust Belt in Northwest Zambia and in aggregate cover 107,000 hectares in a highly prospective part of Northwest Zambia where competition for exploration licences is acute.

The Company believes that the two licences are well situated within the Western Foreland geological district that hosts potential Kamoia style mineralisation as confirmed by recent exploration and drilling on nearby licences. As previously notified, Xtract intends to spend an initial US\$2 million over a two-year exploration period, starting with surface exploration works with a view to defining potential drill targets for 2024.

Australia

The Bushranger copper gold exploration project has been the Company's principal focus over the last three years. Xtract completed an extensive drilling campaign of over 32,000 meters at the Bushranger project and published in November 2022 a JORC compliant Mineral Resource for the Racecourse Prospect of 512Mt @ 0.22% CuEq, at a cut-off grade of 0.1% CuEq, containing 1.1Mt of copper equivalent metal and classified as Inferred and Indicated in accordance with JORC (2012).

In November 2023, Xtract published the results of the Pit Optimisation & Financial Modelling Study to examine the economics of open pit extraction. Xtract had engaged independent consultants, Optimal Mining Solutions (Pty) Ltd of Australia to investigate the economics of a 5Mtpa, 20Mtpa or 25Mtpa open pit mining operation, focussed on the extraction of shallow higher-grade mineralisation from the Bushranger Project.

As previously reported, the Company believes that the final results from the Bushranger Pit Optimisation & Financial Modelling Study show that the currently defined Mineral Resources on the Bushranger Project have the potential to be the basis of a large scale, economic mining operation.

The Board identified key further work that may benefit shareholder value being metallurgical studies that could in turn lead to improvements in both capital and operating cost. The Company is continuing with these studies working towards the ultimate mine and operating plan to identify the best scenario for development of the Bushranger resource.

6. Financial effects of the Disposal

The Company's interest in the Manica project is recognised as an intangible asset in the Group's accounts and at 31 December 2022 had a carrying value of £11.439 million compared to the aggregate proceeds under the Share Purchase Agreement of up to US\$15 million (approximately £11.8 million at the current exchange rate of £1: US\$1.266).

In the year ended 31 December 2022, the Company recognised a net loss of £0.235 million attributable to the Manica Gold Project (comprising a mine development loss of £0.357 million and gold mining profit of £0.122 million).

The Manica Gold Project will be treated in the Company's 2023 accounts as an asset held for sale provided Shareholders approve the Resolution at the General Meeting. Xtract anticipates that the disposal of its interest in the Manica Gold Project will record a profit on disposal in Xtract's accounts for the relevant reporting period, which will be determined at that time.

Unaudited proforma financial information

The unaudited pro forma statement of net assets of the Group has been prepared based on the unaudited balance sheet of the Group as at 30 June 2023 to illustrate the effect on the net assets of the Group as if the Disposal had taken place on 30 June 2023.

The unaudited pro forma statement of net assets has been prepared for illustrative purposes only and, because of its nature, addresses a hypothetical situation and does not, therefore, represent the Group's actual financial position or results. The unaudited pro forma statement of net assets has been prepared in a manner consistent with the accounting policies and presentation adopted by the Group in preparing its unaudited interim financial statements for the six-month period ended 30 June 2023 and on the basis of the notes set out below. The unaudited pro forma statement of net assets set out below does not constitute statutory accounts within the meaning of section 434 of the Companies Act 2006.

Unaudited pro forma net assets of the Group as at 30 June 2023

	Unaudited Group as at 30 June 2023 Note 1 £'000	Manica Gold Project as at 30 June 2023 Note 2 £'000	Consideration for the Manica Gold Project Note 3 £'000	Pro forma net assets of the Group as at 30 June 2023 £'000
Non-current assets				
Intangible Assets	18,608	10,491	–	8,117
Property, plant & equipment	75	30	–	45
Other financial assets	–	–	–	–
Other receivables	–	–	9,471	9,471
	<u>18,683</u>	<u>10,521</u>	<u>9,471</u>	<u>17,633</u>
Current assets				
Trade and other receivables	2,556	391	2,368	4,533
Inventories	119	119	–	–
Cash and cash equivalents	375	220	–	155
	<u>3,050</u>	<u>730</u>	<u>2,368</u>	<u>4,688</u>
Total assets	<u>21,733</u>	<u>11,251</u>	<u>11,839</u>	<u>22,321</u>
Current liabilities				
Trade and other payables	1,473	1,009	–	464
Other loans	50	–	–	50
Current tax payable	297	297	758	758
	<u>1,820</u>	<u>1,306</u>	<u>758</u>	<u>1,272</u>
Non-current liabilities				
Environmental rehabilitation provision	326	326	–	–
	<u>326</u>	<u>326</u>	<u>–</u>	<u>–</u>
Total liabilities	<u>2,146</u>	<u>1,632</u>	<u>758</u>	<u>1,272</u>
Net current assets/(liabilities)	<u>1,230</u>	<u>– 576</u>	<u>1,610</u>	<u>3,416</u>
Net assets	<u>19,587</u>	<u>9,619</u>	<u>11,081</u>	<u>21,049</u>

Notes to the unaudited net assets statement:

1. The net assets of Xtract as at 30 June 2023 have been extracted, without adjustment, from the consolidated unaudited interim financial statements of Xtract for the six-month period ended 30 June 2023.
2. The net assets of the Manica Gold Project as at 30 June 2023 have been extracted, without adjustment, from the consolidated unaudited interim financial statements of Xtract for the six-month period ended 30 June 2023.
3. The maximum consideration of US\$15 million has been converted to pounds sterling at the period end exchange rate at 30 June 2023 of \$1.267:£1.00.
4. No account has been taken of costs relating to the Disposal.
5. No account has been taken of the financial performance of Xtract or the Manica Gold Project since 30 June 2023, nor the monies due under the Settlement and Restructuring Agreement any other events save as disclosed above.

7. General Meeting

A notice convening a General Meeting of the Company, to be held at the offices of Fladgate LLP at 16 Great Queen Street, London, WC2B 5DG at 10.00 a.m. on 13 February 2024 is set out at the end of this Circular. At the General Meeting, the following Resolution will be proposed as an ordinary resolution:

That the Disposal and the Company entering into the MMP Agreements (all as defined in the circular to the Company's shareholders dated 24 January 2024 of which this notice forms part) be and is hereby approved, confirmed and ratified and that the directors of the Company are hereby authorised for and on behalf of the Company to approve the signature of any document and/or taking of any action they deem necessary or appropriate in relation to affecting or facilitating the transactions contemplated by the MMP agreements.

8. Action to be taken by Shareholders

Whether or not you intend to be present at the General Meeting, you are requested to complete the Form of Proxy in accordance with the instructions printed on it and to return it as soon as possible and, in any case, so as to be received by the Company's registrars, Link Group at 65 Gresham Street, London EC2V 7NQ no later than 10 a.m. on 9 February 2024.

You can submit your proxy electronically through the website of our registrar, Link Group, at www.signalshares.com. The electronic submission of proxy must be received by no later than 10.00 a.m. on 9 February 2024. To vote online you will need to log in to your share portal account or register for the share portal if you have not already done so and you will require your investor code. Once registered, you will be able to vote immediately. Voting by proxy prior to the General Meeting does not affect your right to attend the General Meeting and vote in person should you so wish. **Further information regarding the appointment of proxies and online voting can be found in the notes to the Notice of General Meeting.**

Instructions for voting by proxy through CREST are set out in paragraph 9 of the notes to the Notice of General Meeting.

In the case of the beneficial owners of Ordinary Shares who receive these materials through their broker or other intermediary, the beneficial owner should complete and send a letter of direction in accordance with the instructions provided by their broker or other intermediary.

The return of the form of proxy or transmission of a CREST Proxy Instruction will not prevent you from attending the meeting and voting in person if you wish.

9. Directors' Recommendation

The Board of Xtract considers the Disposal and the entering into the MMP Agreements to be in the best interests of the Company and its Shareholders as a whole and therefore the Directors will be unanimously recommending at the General Meeting that Shareholders vote in favour of the Resolution as they intend to do in respect of their own shareholdings of, in aggregate, 17,472,415 Ordinary Shares (representing approximately 2.05 per cent. of the Existing Ordinary Shares).

Yours faithfully,

Colin Bird
Executive Chairman

PART II
XTRACT RESOURCES PLC

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered no. 05267047)

NOTICE OF GENERAL MEETING

NOTICE IS GIVEN that a General Meeting of Xtract Resources plc (“**Xtract**” or the “**Company**”) will be held at the offices of Fladgate LLP at 16 Great Queen Street, London, WC2B 5DG at 10.00 a.m. on 13 February 2024 for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as an ordinary resolution.

ORDINARY RESOLUTION

That the Disposal and the Company entering into the MMP Agreements (all as defined in the circular to the Company’s shareholders dated 24 January 2024 of which this notice forms part) be and is hereby approved, confirmed and ratified and that the directors of the Company are hereby authorised for and on behalf of the Company to approve the signature of any document and/or taking of any action they deem necessary or appropriate in relation to affecting or facilitating the transactions contemplated by the MMP agreements

By order of the Board of Directors,

Lion Mining Finance Limited

Company Secretary

24 January 2024

Registered Office:
7/8 Kendrick Mews
South Kensington
London
SW7 3HG

Notes to the notice of General Meeting

The following notes explain your general rights as a shareholder and your right to attend and vote at this meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 9 February 2024. 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 General Meeting.
2. Shareholders, or their proxies, intending to attend the General Meeting in person are requested, if possible, to arrive at the General Meeting venue at least 30 minutes prior to the commencement of the General Meeting at 10.00 a.m. (UK time) on 13 February 2024 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the General Meeting. A shareholder may appoint more than one proxy in relation to the General Meeting 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 shareholder of the Company.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
6. You can vote either:
 - by logging on to www.signalshares.com and following the instructions;
 - you may request a hard copy form of proxy directly from the registrars, Link Group, by emailing shareholderenquiries@linkgroup.co.uk or on 0371 664 0391 if calling from the United Kingdom, or +44(0)371 664 0391 if calling from outside the United Kingdom. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in notes 9 to 11 below) will not prevent a shareholder from attending the General Meeting and voting in person if he/she wishes to do so.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting (and any adjournment of the General Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com) CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
10. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent

(ID RA10) by 10.00 a.m. 9 February 2024. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as adopted in the United Kingdom and amended by the European Union (Withdrawal) Act 2018).
12. Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
13. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
14. As at 23 January 2024 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 856,375,115 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 23 January 2024 are 856,375,115.
15. Any shareholder attending the General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the General Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.
16. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.xtractresources.com

