

CAERUS MINERAL RESOURCES PLC

Eccleston Yards, 25 Eccleston Place, London SW1W 9NF

THE COMPANIES ACT 2006

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the action to be taken, you should immediately consult your bank manager, stockbroker, solicitor, accountant or other independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000, as amended, if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are outside the United Kingdom.

If you have sold or otherwise transferred all of your Ordinary Shares in the Company, or will have sold or transferred all of your Ordinary Shares prior to this meeting, to be held at the Company's registered offices at 11 am on Wednesday 1st June 2022, please send this document and accompanying Form of Proxy, as soon as possible, to the purchaser or transferee or to the stockbroker, independent financial adviser or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only some of your Ordinary Shares you should retain this document and consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

CAERUS MINERAL RESOURCES PLC

(Registered in England and Wales with registered number 11043077)

Notice of Annual General Meeting

Notice is hereby given of the Annual General Meeting ("AGM") of Caerus Mineral Resources Plc, to be held at the office of Caerus's Company Secretary, Orana Corporate LLP, Eccleston Place, 25 Eccleston Yards, London, SW1W 9NF, on Wednesday 1st June 2022 at 11 am.

As Covid-19 restrictions have now been lifted, the Company will be holding its first physical shareholder meeting in two years and welcome the opportunity to meet its shareholders and answer their questions. This meeting will also be a hybrid meeting and therefore shareholders will be able to join the meeting virtually. The link, with details how to register for access, for the AGM will be posted on the Company's website at least 48 hours before the meeting.

Chair of the Annual General Meeting as his or her proxy.

To be valid, the Form of Proxy accompanying this document for the AGM (and the Power of Attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority) should be returned not less than 48 hours (excluding weekends and public holidays) before the time and date for which the AGM is convened, being 11 am on Wednesday, 1st June 2022, either by post or by hand (during normal business hours only) to

Share Registrars Ltd, 3 Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX or by email to Voting@shareregistrars.uk.com.

The Articles of Association of the Company and existing permissions allow communications to Shareholders in electronic form and, in addition, they permit the Company to take advantage of provisions relating to website communications. The Company will be supplying the audited financial statements of the Company to you via our website www.caerusmineralresources.com.

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

- 1 To receive the report of the Directors and the audited financial statements of the Company for the year ended 31 December 2021.
- 2 To re-elect Brian Rowbotham, who retires by rotation, having been appointed since the last annual general meeting, as Director of the Company, and, being eligible, offers himself up for re-election.
- 3 To re-elect Charles Long who retires by rotation, having been appointed since the last annual general meeting, as Director of the Company, and, being eligible, offers himself up for re-election.
- 4 To re-elect Richard Hawken who retires by rotation, having been appointed since the last annual general meeting, as Director of the Company, and, being eligible, offers himself up for re-election.
- 5 To re-appoint PKF Littlejohn LLP as auditors of the Company to act until the conclusion of the next Annual General Meeting and to authorise the Directors to determine the remuneration of the auditors.
- 6 That in substitution for all existing and unexercised authorities, the Directors of the Company be and are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 ("the Act") to exercise all or any of the powers of the Company to allot Relevant Securities (as defined in this Resolution) up to a maximum nominal amount of £1,000,000 provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire on the earlier of the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this Resolution, unless renewed or extended prior to such time except that the Directors of the Company may before the expiry of such period make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the Directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. In this Resolution, "Relevant Securities" means any shares 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 ("Shares") but does not include the allotment of Shares or the grant of a right to subscribe for Shares in pursuance of an employee's share scheme or the allotment of Shares pursuant to any right to subscribe for, or to convert any security into, Shares.

SPECIAL RESOLUTIONS

To consider and, if thought fit, pass the following resolutions as special resolutions:

- 7 That in substitution for all existing and unexercised authorities and subject to the passing of the preceding Resolution, the Directors of the Company be and are hereby empowered, pursuant to section 570 of the Act, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred upon them by the preceding Resolution as if section 561(1) of the Act did not apply to any such allotment provided that the power conferred by this Resolution, unless previously revoked or varied by special resolution of the Company in general meeting, shall be limited to:
- (a) the allotment of ordinary shares of 1p each in the capital of the Company (“Ordinary Shares”) arising from the exercise of options and warrants outstanding at the date of this Resolution;
 - (b) the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all such shareholders are proportionate (as nearly as may be) to the respective numbers of the ordinary shares held by them subject only to such exclusions or other arrangements as the Directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory; and
 - (c) the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal amount of £1,000,000;
- and shall expire on the earlier of the date of the next Annual General Meeting of the Company or 15 months from the date of the passing of this Resolution 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 as if the power conferred hereby had not expired.
- 8 That the Company’s existing articles of association be replaced in their entirety and substituted with new articles of association in the form which will be available for inspection prior to, and during, the meeting and a copy of which will be placed on the company’s website, www.caerusmineralresources.com. The following amendments are drawn to the shareholders attention:
- a) **Amendment to allow for virtual and/or hybrid meetings – (43.6)**
That the Company’s articles of association be amended to permit the Company to hold virtual and/or hybrid shareholder meetings including AGMs, allowing for greater shareholder engagement in a way that is more convenient for all parties. Holding virtual and/or hybrid shareholder meetings including AGMs allows the Company to meet its legal obligations to hold shareholder meetings irrespective of any legislation or government guidance preventing physical meetings taking place or limiting the number of people who may attend a physical meeting.
 - b) **Electronic communication via the Company’s website – (109)**
That the Company be authorised generally and unconditionally to send or supply documents and information to its members by making them available on its website in accordance with the provisions of the Companies Act 2006.

Registered office:

Eccleston Yards
25 Eccleston Place
London SW1W 9NF

By order of the Board



Orana Corporate LLP
Company Secretary

9th May 2022

CAERUS MINERAL RESOURCES PLC
(Registered in England and Wales with company number 11043077)

Form of Proxy for use at the Annual General Meeting

I,, a Member of **CAERUS MINERAL RESOURCES plc** (hereinafter referred to as “the Company”) and entitled to vote, hereby appoint the Chairman as my proxy to attend and vote for me and on my behalf at the Annual General Meeting of the Company to be held on 1st June 2022 at 11 am, and at any adjournment thereof.

(Please indicate below how you wish your votes to be cast. If the Form of Proxy is returned without any indication as to how the proxy should vote on any particular matter, the proxy will vote as they think fit.)

	Ordinary resolutions	FOR	AGAINST	WITHHELD
1	To receive the report of the Directors and the audited financial statements of the Company for the year ended 31 December 2021.			
2	To re-elect Brian Rowbotham as a Director.			
3	To re-elect Charles Long as a Director.			
4	To re-elect Richard Hawken as a Director.			
5	To re-appoint PKF Littlejohn LLP as auditors of the Company and to authorise the Directors to determine their remuneration.			
6	To authorise the Directors to allot relevant securities up to a maximum nominal amount of £1,000,000.			
	Special resolutions			
7	To dis-apply pre-emption rights up to a maximum aggregate nominal amount of £1,000,000.			
8	To adopt the new Articles of Association of the Company			

Signature
Date
Full name
Address

NOTES

- 1** Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend and vote at the Meeting. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to attend and vote on his/her behalf.
- 2** You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the registrars of the Company, Share Registrars Limited, on 01252 821 390.
- 3** If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please insert his/her name and delete “the Chairman of the Meeting or”.
- 4** Please indicate how you wish your proxy to vote by marking an ‘x’ in the appropriate box. Unless otherwise instructed, the person appointed a proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution as he/she thinks fit.
- 5** A corporation must seal this Form of Proxy or have it signed by an officer or attorney or other person authorised to sign on its behalf. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with this Proxy Form.
- 6** CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Share Registrars Limited (Participant ID 7RA36) by 11:00am on Monday 30th May 2022.
- 7** In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- 8** Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the Meeting if they are registered on the Company’s register of members 48 hours before the time appointed for the meeting or any adjournment thereof.
- 9** To be valid, this Form of Proxy must reach Share Registrars Limited, 3 Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, by post or by email to Voting@shareregistrars.uk.com, not later than 48 hours (excluding non-business days) before the time of the Meeting. Lodgement of a Form of Proxy does not preclude a member from attending the Meeting and voting in person.