

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.**

If you have sold or otherwise transferred all of your Class A ordinary shares in the Company, please send this document as soon as possible to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some (but not all) of your Class A ordinary shares in the Company, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

# ACG Metals Limited

*(incorporated in the British Virgin Islands (the "BVI") in accordance with the laws of the BVI with number 2067083)*

## Notice of Annual General Meeting

On 23 October 2025 at 2 p.m. (WEST; BST)

This document should be read as a whole. Your attention is drawn to the letter from the CEO and Chairman of the Company set out on pages 2 to 5 of this document, which contains the recommendation by the Directors of the Company to shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting ("**AGM**").

**Notice of the AGM (the "AGM Notice"), which will take place at Fieldfisher LLP, Avenida Miguel Bombarda, 4, 1º Piso, Lisboa, 1000-208, Portugal and virtually via an electronic meeting platform on 23 October 2025 at 2 p.m. (WEST; BST), is set out on pages 6 and 14 of this document.**

If you are unable to attend the AGM, either in person or virtually, please complete and submit a form of proxy electronically at [www.signalshares.com](http://www.signalshares.com), via the VOTE+ app, through the Proxymity platform or complete the appointment through the CREST electronic proxy appointment service (for CREST members only), in accordance with the instructions set out in the explanatory notes to this document set out on pages 9 and 10 of this document. Appointment of a proxy will not preclude shareholders from attending and voting at the AGM should they choose to do so.

## ACG METALS LIMITED

*(incorporated in the BVI in accordance with the laws of the BVI with number 2067083)*

### *Directors:*

Artem Volynets  
Fiona Paulus  
Hendrik Faul  
Mark Cutis  
Mustafa Aksoy  
Maarten Terlouw  
Mike Pompeo

### *Registered Office:*

ACG Metals Limited  
Craigmuir Chambers  
PO Box 71  
Road Town Tortola  
British Virgin Islands

26 September 2025

Dear Shareholder

### **Notice of Annual General Meeting**

I have pleasure in sending you notice convening the Annual General Meeting ("**AGM**") of ACG Metals Limited (the "**Company**"). The meeting will be held on Thursday 23 October 2025 at 2 p.m (WEST; BST) at Fieldfisher LLP, Avenida Miguel Bombarda, 4, 1º Piso, Lisboa, 1000-208, Portugal and virtually via <https://meetings.lumiconnect.com/100-257-544-679>. As you will see from the formal AGM Notice which follows this letter, there are a number of items of business to be considered and the purpose of each resolution to be proposed is set out in the Explanatory Notes to the Resolutions starting on page 14.

### ***Financial update***

On 15 September 2025, the Company announced the release of its Interim Financial Statements and Report for the period ended 30 June 2025. A copy of the relevant announcement is available at <https://www.londonstockexchange.com/news-article/ACG/acg-h1-2025-interim-results/17229882>. As is evident from the announcement, the first half of 2025 was a strong period of strategic progress for the Company, strengthening its foundations as a business and advancing its long-term growth plans

### **Director Changes**

In January 2025, the Company was pleased to announce the appointment of Mr Michael R. Pompeo, former U.S Secretary of State, as a Non-Executive Director. Mr. Pompeo brings unrivalled geopolitical expertise and a strong global network to the Company, having served as the 70th Secretary of State in the United States from 2018 to 2021.

Mr Pompeo joins as part of a strategic partnership the Company has signed with Impact Investments LLC ("**Impact Investments**"), where he is Executive Chairman. Impact Investments is a US based strategic and financial advisory and investment firm, which advises some of the world's leading companies across a range of industries and geographies. As part of this partnership, Impact Investments is advising and assisting the Company as it pursues its ambitious plan to become a leading global copper company serving U.S and Western industrial supply chains.

### **Action to be Taken and Recommendation**

#### ***Attending and Voting at the AGM***

The AGM will take place on Thursday 23 October 2025 at 2 p.m. (WEST; BST) at Fieldfisher LLP, Avenida Miguel Bombarda, 4, 1º Piso, Lisboa, 1000-208, Portugal and online via the Lumi platform. The AGM is

an important event in the Company's corporate calendar and provides a valuable opportunity for shareholders to engage directly with the Board, whether in person or online, via the Lumi platform.

All shareholders (and Depositary Interest Holders) are encouraged to vote on the resolutions to be proposed at the AGM. Votes can be cast:

1. in person, at the AGM;
2. via the Lumi platform (available on the day of the AGM);
3. via [www.signalshares.com](http://www.signalshares.com) or by using the VOTE+ app;
4. by completing and returning a paper 'Form of Proxy' (if you are a shareholder) or a paper 'Form of Direction' (if you are a depositary interest holder); or
5. if you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform or if you are a CREST member, via the CREST electronic proxy appointment service.

Please refer to the Notes to the AGM Notice starting on page 9 for detailed instructions.

### **In Person or by Proxy**

#### ***Shareholder***

Should you wish to attend the AGM in person or by proxy, the AGM begins at 2 p.m. (WEST; BST) and registration commences at 1:30 p.m. (WEST; BST).

Shareholders who wish to appoint a proxy should refer to notes 7 to 21 to the AGM Notice on pages 9 to 11, and this should be filed no later than 2 p.m. (WEST; BST) on 21 October 2025 or 48 hours before any adjourned meeting.

#### ***Depositary Interest Holders***

Depositary Interests Holders wishing to attend the meeting, in person or by proxy, should contact at MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by emailing [Nominee.Enquiries@cm.mpms.mufg.com](mailto:Nominee.Enquiries@cm.mpms.mufg.com), in order to request a letter of representation by no later than 2 p.m (WEST; BST) on 20 October 2025 or 72 hours before any adjourned meeting.

Alternatively, a Depositary Interests Holder may wish to instruct MUFG Corporate Markets Trustees (Nominees) Limited to vote in respect of the holder's interest, and they should either request a Form of Direction (if they have not received one) or do this through the CREST electronic proxy appointment service, if the Depositary Interests Holder is a CREST member. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform. The completed Form of Direction must be returned to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL so as to be received no later than 2 p.m (WEST; BST) on 20 October 2025.

### **Online**

Should you wish to attend and vote at the AGM online, the Company is pleased to offer remote meeting technology provided by Lumi. Lumi enables you to attend the AGM remotely, watch and hear the proceedings via a live broadcast, ask questions during the AGM and vote on the business of the AGM.

#### ***Shareholder***

Shareholders can participate online via <https://meetings.lumiconnect.com/100-257-544-679>. The Lumi AGM website can be accessed using most internet browsers such as Edge, Chrome, Firefox and Safari on a PC, laptop or internet enable device such as a tablet or smartphone. You will be prompted to enter your unique 11-digit Investor Code (IVC) including any leading zeros and 'PIN'. Your PIN is the last 4 digits of your IVC. This will authenticate you as a shareholder.

Your IVC can be found on your share certificate. You can also obtain this by contacting MUFG Corporate Markets, our Registrar, by calling +44 (0) 371 277 1020\*.

Duly appointed proxies or corporate representatives should refer to note 24 for details of how to obtain their unique username and password.

If you are joining the meeting in person, please help the Board manage capacity by registering in advance by emailing [mandy.li@acgcorp.co](mailto:mandy.li@acgcorp.co) with your name and IVC. As the meeting will be broadcast live, shareholders in attendance may be included in the broadcast. By attending the meeting, you are consenting to being filmed.

### ***Depository Interest Holder***

Depository interest holders wishing to attend the meeting online should contact the Depository at MUFG Corporate Markets Trustees (Nominees) Limited, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by emailing [Nominee.Enquiries@cm.mpms.mufg.com](mailto:Nominee.Enquiries@cm.mpms.mufg.com) by no later than 2 p.m. (WEST; BST) on 20 October 2025 or 72 hours before any adjourned meeting. Please specify that you require a unique login and PIN to join the meeting online.

If your shares are held with a nominee (as a Depository Interest holder) and you wish to attend the meeting online, you will need to contact your nominee immediately. Your nominee will need to have completed a letter of representation and presented this to MUFG Corporate Markets as outlined in the procedure above, by no later than 2 p.m. (WEST; BST) on 20 October 2025 or 72 hours before any adjourned meeting.

### ***Poll***

In line with best practice, all resolutions for consideration at the AGM will be decided on a poll, rather than on a show of hands. We believe that a poll is the best way of representing the views of as many shareholders as possible in the voting process, including all votes of shareholders who are unable to attend the AGM, but who appoint a proxy for the AGM. This means that a shareholder has one vote for every share held.

To vote in person, polling cards will be available on request for shareholders attending the meeting in person.

To vote virtually, select the 'Voting' tab then click the option that corresponds with the way you wish to vote: "For", "Against" or "Withheld". Simply select a different option if the wrong choice is selected. Please note that a vote "Withheld" is not a vote in law and will not be included in the calculation of votes "For" and "Against" each resolution.

The results of the poll will be announced through RNS and will be made available on the Company's website as soon as practicable and shall also be notified to the Financial Conduct Authority, following the closing of the AGM.

### ***Questions***

The Board recognises the opportunity that the AGM provides for shareholders to ask questions that they have relating to the Company. Therefore, the Board encourages shareholders to send their questions by

email to [mandy.li@acgcorp.co](mailto:mandy.li@acgcorp.co) in advance of the AGM and we will endeavour to respond to your questions before the proxy voting deadline.

To raise a question of the Board virtually, please use the "Messaging" feature on the Lumi AGM website. If you attend in person, you will have the opportunity to submit a question upon arrival and registration.

### **Recommendations**

**Your directors consider that the resolutions to be proposed will promote the success of the Company for the benefit of its shareholders as a whole. Accordingly, your directors unanimously recommend that shareholders vote in favour of all of the resolutions, as they intend to do in respect of their own beneficial holdings.**

**I look forward to seeing you at the Annual General Meeting and thank you for your continued support.**

Yours faithfully

**Artem Volynets**

*Chairman and CEO*

## ACG METALS LIMITED

*(incorporated in the BVI in accordance with the laws of the BVI with number 2067083)*

### NOTICE OF ANNUAL GENERAL MEETING

("AGM Notice")

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of ACG Metals plc (the "**Company**") will be held on Thursday 23 October 2025 at 2 p.m. (WEST; BST) at Fieldfisher LLP, Avenida Miguel Bombarda, 4, 1º Piso, Lisboa, 1000-208, Portugal and virtually via <https://meetings.lumiconnect.com/100-257-544-679>. The business of the meeting will be to consider and, if thought fit, to pass the following resolutions:

#### RESOLUTIONS OF SHAREHOLDERS

1. To receive the audited financial statements of the Company, the directors' report and the auditor's report for the financial year ended 31 December 2024 ("**2024 Accounts**").
2. To reappoint Artem Volynets, who retires and offers himself for reappointment in accordance with the Company's memorandum and articles of association ("**M&A**"), as a director of the Company.
3. To reappoint Fiona Paulus, who retires and offers herself for re-election in accordance with the M&A, as a director of the Company.
4. To reappoint Hendrik Faul, who retires and offers himself for re-election in accordance with the M&A, as a director of the Company.
5. To reappoint Mark Cutis, who retires and offers himself for re-election in accordance with the M&A, as a director of the Company.
6. **THAT** Mustafa Aksoy, a non-executive director of the Company having been appointed by the board of directors of the Company (the "**Board**") since the Effective Date (as defined in the M&A) and submitting himself for election, be elected as a director of the Company
7. **THAT** Maarten Terlouw, a non-executive director of the Company having been appointed by the Board since the Effective Date (as defined in the M&A) and submitting himself for election, be elected as a director of the Company.
8. **THAT** Mike Pompeo, a non-executive director of the Company having been appointed by the Board since the Effective Date (as defined in the M&A) and submitting himself for election, be elected as a director of the Company.
9. To approve the directors' remuneration report set out on pages 44 to 45 of the 2024 Accounts.
10. To reappoint RSM UK Audit LLP as auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which audited financial statements of the Company are laid before the Company.
11. To authorise the audit committee of the Company to determine the remuneration of the Company's auditors.

#### RESERVED MATTER SHAREHOLDER RESOLUTIONS

12. **THAT:**

- (a) the directors of the Company (the "**Directors**") be authorised to allot and issue equity securities (as defined in the M&A), including without limitation the sale of equity securities out of treasury, as if the pre-emption rights contained in Regulation 3.1 of the M&A did not apply to the allotment but this power shall be limited to:
  - (i) the allotment of 2,165,914 equity securities (being equal to approximately 10 per cent. of the existing issued share capital);
  - (ii) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (i) of this Resolution) to any person up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (i), such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this AGM Notice;
- (b) such authority to expire at the conclusion of the next AGM of the Company, or if earlier on 23 January 2027; and
- (c) the Company may before this power expires make an offer or enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

13. **THAT:**

- (a) the Directors be authorised to allot and issue equity securities (as defined in the M&A), including without limitation the sale of equity securities (as defined in the M&A) out of treasury, as if the pre-emption rights contained in Regulation 3.1 of the M&A did not apply to the allotment but this power shall be:
  - (i) limited to the allotment of equity securities or sale of treasury shares up to 2,165,914 equity securities (being equal to approximately 10 per cent. of the existing issued share capital (excluding treasury shares)) such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this AGM Notice;
  - (ii) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) of this Resolution) up to a nominal amount equal to 20 per cent. of any allotment of equity securities or sale of treasury shares from time to time under paragraph (i), such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this AGM Notice;
- (b) such authority to expire at the conclusion of the next AGM of the Company, or if earlier on 23 January 2027; and

- (c) the Company may before this power expires make an offer or enter into agreements, which would, or might, require equity securities (and treasury shares to be sold) to be allotted after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

BY ORDER OF THE BOARD

**Artem Volynets**

**Chairman and CEO**

26 September 2025

**Registered office:**

ACG Metals Limited  
Craigmuir Chambers  
PO Box 71  
Road Town Tortola  
British Virgin Islands

## Notes to the AGM Notice:

### *Entitlement to attend and vote*

1. Pursuant to Clause 6.1 of the Company's memorandum of association and Regulation 8.8 of the Company's articles of association, each Class A ordinary shareholder shall be entitled to attend and vote at the meeting in respect of the number of Class A ordinary shares of the Company registered in their name on the Company's register of members at 6 p.m. (WEST; BST) on 21 October 2025 (being 2 business days prior to 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.
2. A shareholder, their validly appointed proxy and their validly appointed depositary proxy is entitled to attend the meeting in person or via the Lumi AGM website <https://meetings.lumiconnect.com/100-257-544-679>. Your IVC and PIN will be required to access the virtual meeting link.

### *Poll voting in line with best practice*

3. Voting at the Annual General Meeting will be on a poll rather than on a show of hands. Each shareholder present at the meeting will be entitled to one vote for every Class A ordinary share registered in their name and each corporate representative or proxy will be entitled to one vote for each share which they represent. Shareholders who appoint the Chair as their proxy, but who attend the meeting in person, need not complete a poll card unless they wish to change their vote. The results of the voting will be announced through RNS and will be published on the Company's website <https://acgmetals.com/> after the Annual General Meeting on 23 October 2025 or as soon as reasonably practicable after the Annual General Meeting.
4. If you would like to cast your vote on the Lumi AGM website, you can do so by selecting the 'Voting' tab.
5. A shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote at the meeting pursuant to Regulation 8.11 of the memorandum and articles of association (the "**M&A**"). A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
6. The appointment of a proxy will not preclude a shareholder from attending in person at the meeting and voting if he or she wishes to do so.

### *Appointment of proxy online or requesting a proxy form*

7. To be effective, the proxy vote must be submitted at [www.signalshares.com](http://www.signalshares.com) so as to have been received by the Company's registrars not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. By registering on the Signal Shares portal at [www.signalshares.com](http://www.signalshares.com), you can manage your shareholding, including:
  - cast your vote
  - change your dividend payment instruction
  - update your address
  - select your communication preference.
8. Alternatively, you can vote via VOTE+, a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It offers shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their shareholding records. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

| Apple App Store                                                                     | GooglePlay                                                                           |
|-------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|
|  |  |

9. A proxy form may be requested from MUFG Corporate Markets by emailing at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com) or by calling on 0371 664 0391. 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 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. To appoint more than one proxy, please photocopy the form. Please state each proxy's name and the number of shares in relation to which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) in the boxes indicated on the form. Please also indicate if the proxy form is one of multiple forms being returned. All proxy forms must be signed and should be returned together in the same envelope.
10. To be valid, a duly completed proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered by hand or sent by post to the offices of the Company's registrars, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, so as to be received not less than 48 hours (excluding non-business days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be). Unless otherwise indicated on the Form of Proxy or any other electronic voting instruction, the proxy will vote as they think fit, or at their discretion, withhold from voting.

#### *Appointment of proxy through CREST and Proximity*

11. If you are a holder of Depositary Interests, your shares are held on your behalf in the name of MUFG Corporate Markets Trustees (Nominees) Limited, who are the registered shareholder. Unless you have requested to do so, you will not receive a form of direction for the meeting in the post, but you can tell them how you want the votes in respect of your shares to be cast at the meeting and any adjournment(s) thereof, by utilising the CREST electronic proxy appointment service as per the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting 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.
12. In order for an instruction made using the CREST service 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 instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes a new instruction or is an amendment to the instruction given previously must, in order to be valid, be transmitted so as to be received by the Company's registrars (ID: RA10) 2 p.m. (WEST; BST) on 20 October 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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 through CREST should be communicated to the Depositary through other means.
13. 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 messages. 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings ([www.euroclear.com](http://www.euroclear.com)).
14. 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 amended).
15. If you are an institutional investor you may also be able to submit an instruction electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your instruction must be lodged by 2 p.m. (WEST; BST) on 20 October 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 72 hours before the time of the adjourned meeting. Before you can submit an instruction via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic submission of your instruction. An electronic instruction submitted via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your submission.
16. If you require a paper form of direction, please contact our Registrar, MUFG Corporate Markets by email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com), or you may call on 0371 664 0391. 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 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.
17. To be effective, a valid form of direction (and any power of attorney or other authority under which it is signed) must be received electronically or delivered to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, by no later than 2 p.m. (WEST; BST) on 20 October 2025 or 72 hours before any adjourned meeting. You must be registered as holder of the Depositary Interests as at close of business on 20 October 2025 (or 72 hours before any adjourned meeting) for your form of direction to be valid.
18. The Depositary will appoint the Chair of the meeting as its proxy to cast its votes. The Chair of the meeting may also vote or abstain from voting as they think fit on any other business (including amendments to resolutions) which may properly come before the meeting. The 'Vote Withheld' option is provided to enable you to abstain from voting on the resolutions.

However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

19. Depository interest holders wishing to attend the meeting should contact the Depository at MUFG Corporate Markets Trustees (Nominees) Limited, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by emailing [Nominee.Enquiries@cm.mpms.mufg.com](mailto:Nominee.Enquiries@cm.mpms.mufg.com) by no later than 2 p.m. (WEST; BST) on 20 October 2025 or 72 hours before any adjourned meeting.

#### *Changing proxy instructions*

20. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.

#### *Termination of proxy appointments*

21. In order to revoke a proxy appointment you must notify the Company of the termination at least 48 hours before the commencement of the meeting.

#### *Joint shareholders*

22. In the case of joint shareholders, each of the joint shareholders shall be entitled to attend the meeting (or nominate a proxy to attend). If only one of the joint shareholders is present, either in person or by proxy, they shall be entitled to vote on behalf of all joint shareholders in respect of those shares. If two or more joint shareholders are present, either in person or by proxy, the joint shareholders must vote as one in respect of the shares jointly owned pursuant to Regulation 8.14 of the M&A.

#### *Corporate representatives*

23. A corporation which is a shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative at the meeting. Corporate representatives should bring with them to the meeting: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the shareholder's letterhead, signed by an authorised signatory, confirming that they are so authorised.
24. If your shares are held within a nominee and you wish to attend the electronic meeting, you will need to contact your nominee as soon as possible. Your nominee will need to present a corporate letter of representation to MUFG Corporate Markets, our registrar, as soon as possible and at least 72 hours (excluding non-business days) before the meeting, in order that they can obtain for you your unique IVC and PIN to enable you to attend the electronic meeting

#### *Documents on display*

25. Copies of the following documents are available for inspection at the registered office of the Company, Craigmuir Chambers, PO Box 71, Road Town Tortola, British Virgin Islands, during normal business hours on any weekday from the date of this AGM Notice until the close of the Annual General Meeting (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the Annual General Meeting convened for that day from at least 15 minutes before the appointed time for the meeting until the meeting is concluded or adjourned:

- (a) copies of the Executive Directors' service agreements and
- (b) copies of the letters of appointment of Non-Executive Directors.

26. For those shareholders attending virtually, the documents will be available for inspection via the 'Documents' tab via the Lumi AGM website.

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

27. As at the date of this AGM Notice, the Company's issued share capital comprised 21,659,146 Class A Ordinary Shares of no par value. The Company does not hold any shares in treasury. Each Class A Ordinary Share (other than treasury shares) 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 the date of this AGM Notice is 21,659,146.

#### *Communication*

28. Shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):

- (a) calling MUFG Corporate Markets' shareholder helpline on 0371 664 0391(calls are charged at the standard geographic rate and will vary by provider) or from overseas on +44 (0) 371 664 0391 (charged at the applicable international rates). Lines are open from 9.00 a.m. to 5.30 p.m. on business days (i.e. Monday to Friday but excluding public holidays); or
  - (b) in writing to the Company by email to [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com).
29. You may not use any electronic address provided in this AGM Notice or in any related documents to communicate with the Company for any purposes other than those expressly stated.

## **Explanatory Notes to the Resolutions**

An explanation of each of the resolutions contained in the AGM Notice is set out below.

Resolutions 1 to 11 (inclusive) will be proposed as resolutions of shareholders. For a resolution of shareholders to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 12 to 13 will be proposed as reserved matter shareholders resolution. For a reserved matter shareholders resolution to be passed, at least seventy five (75%) of the votes cast must be in favour of the resolution.

The quorum for the meeting is not less than thirty percent (30%) of the votes of the shares entitled to vote on Resolutions to be considered at the Annual General Meeting (present in person or by proxy).

### **Resolution 1: Annual financial statements and reports**

The directors of the Company ("**Directors**") lay before the Company in general meeting copies of its audited financial statements, the strategic report, the Directors' report and the auditor's report for the financial year ended 31 December 2024.

### **Resolutions 2 and 8: Re-election of Directors**

The Company's memorandum and articles of association ("**M&A**") provide that each Director is to retire at the first annual general meeting following the Effective Date (as defined in the M&A) and submit for re-election.

Brief biographical details of the Directors submitting for re-election are set out on pages 15 to 17 of the AGM Notice.

### **Resolution 9: Approval of Directors' remuneration report**

Resolution 9 is an advisory vote to approve the Annual Report on Directors' Remuneration (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2024, which is set out as the Directors' Remuneration Report on pages 44 to 45 of the 2024 Accounts. As this vote is an advisory vote, no entitlement of a director to remuneration is conditional on it.

### **Resolution 10 and 11: Reappointment and remuneration of auditors**

This resolution seeks shareholder approval to appoint an auditor to hold office until the next such meeting. RSM UK Group LLP is willing to continue in office and resolution 10 will reappoint them. Resolution 11 will authorise the Company's audit committee to determine the auditor's remuneration.

### **Resolutions 12 and 13: Disapplication of pre-emption rights**

Resolution 12 disapplies the pre-emption rights under the M&A which would otherwise apply on an allotment and issue of equity securities, or sale of treasury shares, for an aggregate amount up to 10% of the Company's total shares in issue (plus a further authority of up to 2 per cent. of issued share capital to be used only for the purposes of making a follow-on offer of the kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group Statement of Principles).

The Pre-Emption Group Statement of Principles supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities (and sales of treasury shares for cash) representing no more than an additional 10 per cent. of issued ordinary share capital (exclusive of treasury shares) (with a further authority of up to 2 per cent. of issued share capital to be used only for the purposes

of making a follow-on offer of the kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group Statement of Principles), to be used only in connection with an acquisition or specified capital investment. The Pre-Emption Group Statement of Principles defines 'specified capital investment' as meaning one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and in line with the template resolutions published by the Pre-Emption Group, Resolution 13 seeks to authorise Directors to allot new shares and other equity securities, or sell treasury shares, for cash up to 2,165,914 equity securities, being approximately 10 per cent. of the total issued ordinary share capital of the Company as at 25 September 2025, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue. Resolution 13 also provides for a further authority for no more than 2 per cent. of issued share capital to be used only for the purposes of making a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group Statement of Principles.

If the authority given in Resolution 13 is used, the Company will publish details of the placing in its next Annual Report.

If these resolutions are passed, the authorities will expire at the end of the next AGM or on 23 January 2027, whichever is the earlier.

The Board considers the authorities in Resolutions 12 and 13 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions.

The Directors confirm that they intend to follow the shareholder protections contained in Part 2B of the Pre-Emption Principles in connection with any non-pre-emptive offering.

## **Directors' Biographies**

### **ARTEM VOLYNETS**

#### **Executive Director, Chief Executive Officer and Chairman**

Mr. Volynets has 25 years of experience in mergers and acquisitions, capital markets, and senior corporate management roles. He has led multiple private and public transactions in the metals and mining industry.

Mr. Volynets established ACG Mining in 2014, as an advisory and investment management firm registered in BVI, through which he worked on a number of cross border transactions in the mining and metals sector in Eurasian emerging markets. These transactions utilised his extensive experience of M&A-led sector consolidation, his local knowledge and networks, and his global industry and investor connections.

Board Committee(s): N/A

### **MICHAEL R. POMPEO**

#### **Non-Executive Director**

Mr. Pompeo brings geopolitical expertise and a strong global network to the Group, having served as the 70th Secretary of State in the United States from 2018 to 2021. He was also the sixth Director of the Central Intelligence Agency from 2017 to 2018. He started his career as a lawyer, graduating from Harvard Law School with a juris doctor, before building a successful aircraft parts manufacturing company, Thayer Aerospace.

Mr. Pompeo served as the U.S. House of Representatives member from Kansas's 4th district between 2011 and 2017.

Mr. Pompeo is part of a strategic partnership between ACG Metals and Impact Investments LLC ("**Impact Investments**"), where he is Executive Chairman. Impact Investments is a US based strategic and financial advisory and investment firm, which advises some of the world's leading companies across a range of industries and geographies. As part of this partnership, Impact Investments advises and assists the Group as it pursues its vision to become a leading global copper company serving U.S. and Western industrial supply chains.

Board Committee(s): N/A

### **MUSTAFA AKSOY**

#### **Non-Executive Director**

Mr. Aksoy joined Çalık Group in 2004 and currently serves as General Manager and Board Member of Lidya Mines. Before becoming the founder CEO of Lidya in 2010, Mr. Aksoy worked in various sectors and departments of the Group in sales-marketing, corporate finance, business development and M&A.

Lidya's parent company Çalık Holding, established over 40 years ago, is a leading Turkish conglomerate that operates in the fields of energy, construction, mining, textiles, and finance in 34 countries spanning Central Asia, the Balkans, Middle East and Africa regions. The group started in textiles but expanded into EPC business for energy and infrastructure, renewable investments, power distribution, mining and financial services. Mr. Aksoy serves on the Board of Çalık Energy and Investment Committee of Çalık Holding as well as various other JV companies.

Mr. Aksoy, who worked as an auditor at Egebank and Garanti Bank in Turkey, completed his MBA at the University of Antwerp, Belgium and graduated from Dokuz Eylül University, Turkey, Department of Public Administration.

Board Committee(s): Audit Committee

## **MAARTEN TERLOUW**

### **Non-Executive Director**

Mr. Terlouw currently serves as President and Co-Chief Investment Officer at New York headquartered investment fund Argentem Creek Partners where he is responsible for co-leading the management of the firm and the fund's investments.

Prior to joining Argentem Creek in 2023, Mr. Terlouw spent over 25 years at ABN AMRO Bank, where he served as Regional Chief Executive Officer responsible for all activities of ABN AMRO in North and South America. In addition, he was appointed Chief Sustainability Officer for ABN AMRO Bank Group in January 2022. During his long tenure at the firm, he held various senior executive positions in corporate and investment banking and advisory across sectors including Industrials, Natural Resources, Trade and Commodity Finance, Global Transportation and Logistics in New York, London and Amsterdam.

Through these leadership positions, Mr. Terlouw has managed numerous global teams, and business lines and developed a deep and broad understanding of various facets of banking, ranging from design and implementation of risk and compliance programs, regulatory matters, design and execution of growth and deceleration strategies. As a business leader and practitioner, Mr. Terlouw has experience in various sectors in Corporate Finance, M&A advisory, Leveraged and Structured Finance and large and complex fund-raising exercises, in many parts of the world across different industries.

Board Committee(s): N/A

## **FIONA PAULUS**

### **Senior Independent Non-Executive Director**

Ms. Paulus has extensive global investment banking experience, having held senior management roles with several leading international investment banks including CIBC, Royal Bank of Scotland (RBS), ABN AMRO Bank, JP Morgan and Citigroup. Additionally, Ms. Paulus has advised companies and private equity firms on strategic initiatives in the energy and resources sectors across more than 70 countries. She is a Senior Adviser in the Metals & Mining business at Gleacher Shacklock and is a Non-Executive Director at Interpipe Group, JSW Steel, and Nostrum Oil & Gas.

Board Committee(s): Audit Committee, Sustainability and Technical Committee, Remuneration and Nomination Committee

## **MARK CUTIS**

### **Independent Non-Executive Director**

Mr. Cutis is a seasoned banking and capital markets executive with extensive global experience having actively managed portfolios of assets as CIO and CEO on behalf of both private and state-owned capital managers. Mr Cutis has held senior management roles at Bank of America, Morgan Stanley, Merrill Lynch, UniCredit and the European Bank for Reconstruction and Development.

Board Committee(s): Audit Committee, Remuneration and Nomination Committee

## **HENDRIK JOHANNES FAUL**

### **Independent Non-Executive Director**

Mr. Faul has over 30 years of mining industry experience as both a qualified mining engineer and as a senior corporate manager, with demonstrated ESG leadership experience as well as operational and project execution experience across 5 continents.

Mr. Faul is a Non-Executive Director of London-listed gold company Centamin, a position he has held since July 2020. He has also been a Non-Executive Director of Johannesburg-listed Master Drilling Group since June 2020. Mr. Faul was Chairman of the International Copper Association from 2016 to 2018.

Board Committee(s): Audit Committee, Sustainability and Technical Committee, Remuneration and Nomination Committee