ACG METALS LIMITED

Incorporated in the British Virgin Islands

Company Number 2067083

(the "Company")

Written Resolutions of the Shareholders

In accordance with Regulation 8.26 of the Company's memorandum and articles of association ("**M&A**"), the following resolutions of the shareholders of the Company were duly passed as written resolutions on 28 February 2025. Capitalised terms used but not defined in these resolutions have the same meaning given to them in the M&A.

Reserved Matter Shareholder Resolution

1. **THAT** the pre-emption rights in Regulation 3 of the M&A are disapplied in connection with the allotment and issue of 2,689,942 Equity Securities in connection with amongst other matters the tender offer announced on 28 January 2025 ("**Disapplication**") and that such Disapplication be in addition and supplemental to any existing authorities conferred on the directors of the Company in the M&A or otherwise.

Resolutions of Shareholders

2. **THAT** the Articles be amended as follows:

    a. by deleting Regulation 8.2 and replacing it with the following words:

    *Notwithstanding Regulation 8.1, the annual general meeting of the Company shall be held in each year commencing after the Effective Date, at such time and place as the Board shall appoint ("**Annual General Meeting**").*

3. **THAT** to the extent necessary and to the fullest extent possible under law, the non-holding of an Annual General Meeting in 2024 is ratified, confirmed and approved.

Dated: 28 February 2025

Signed by:

Artem Volynets

E042AA1324BA427...

……………………………………

Director

For and on behalf of the Company