

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor or other professional adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you sell or have recently sold or transferred all of your ordinary shares in Golden Rock Global Plc, please forward this Notice at once to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass this document to the person who now holds the shares. If you sell or have sold only part of your holding of ordinary shares in Golden Rock Global Plc, please consult the person through whom the sale or transfer was effected. However, this Notice should not be forwarded to or sent in or into any jurisdiction in which to do so would constitute a breach of the relevant laws of such jurisdiction.

Golden Rock Global Plc

(incorporated in Jersey, Channel Islands, company number 121560)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting ("**AGM**") of Golden Rock Global Plc (the "**Company**") to be held at the offices of Troutman Pepper Locke UK LLP, 201 Bishopsgate, London, EC2M 3AB at 10 a.m. London local time on 16 October 2025 is set out in pages 3 to 4 of this document.

Please be aware that we will not be sending paper proxy forms in respect of the AGM.

Golden Rock Global Plc
(incorporated in Jersey, Channel Islands, company number 121560)

Registered Office
36 Hilgrove Street, St Helier, Jersey, JE2 4SL

22 September 2025

To the holders of shares in Golden Rock Global Plc

Notice of Annual General Meeting

Dear Shareholder

Details of Meeting

I am pleased to be writing to you with details of our Annual General Meeting ("**AGM**") which we are holding at 10 a.m. London local time on 16 October 2025 at the offices of Troutman Pepper Locke UK LLP, 201 Bishopsgate, London, EC2M 3AB.

You will find enclosed with this notice a copy of the new articles of association proposed to be adopted by the Company.

The formal notice of AGM is set out on pages 3 to 4 of this document. The notes to the notice of AGM are set out on pages 5 to 6 and the explanatory notes to the special resolutions 7 to 13 proposed in the notice of AGM are set out on page 7 of this document. A copy of this notice and the Company's annual report and accounts for the years ended 31 December 2023 and 31 December 2024 can also be viewed on our website at www.grglondon.com.

The AGM provides an opportunity for your directors to meet with you, provide our thoughts on the development of the Company and answer your questions. If you would like to vote on the resolutions but cannot come to the AGM, you can vote by proxy either by post or via the Investor Centre app or at <https://uk.investorcentre.mpms.mufg.com/> (Further information on how to vote in paragraph 3 of the notes). You will no longer receive a hard copy form of proxy for the AGM but may request a hard copy from the Registrar if you so choose (details below).

The Registrar, MUFG Corporate Markets, telephone 0371 664 0391 or by email - shareholderenquiries@cm.mpms.mufg.com. 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. The Registrar is open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

Recommendation

The directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your board will be voting in favour of them and unanimously recommend that you vote in favour of them.

The board thanks you for your support.

Yours faithfully

John Croft
Chairman

NOTICE is hereby given that the Annual General Meeting of Golden Rock Global Plc (the "**Company**") will be held at the offices of Troutman Pepper Locke UK LLP at 10 a.m. London local time on 16 October 2025 to consider and, if thought fit, pass the following resolutions which will be proposed as indicated.

All information provided in this letter is correct at time of printing, but we would strongly advise that you check the company website or Regulatory News Service ("**RNS**") for any changes that may affect how you wish your votes to be counted.

ORDINARY RESOLUTIONS

1. To receive and consider the audited Statement of Accounts for the Company for the years ended 31 December 2023 and 31 December 2024.
2. To re-elect John Croft as a director.
3. To re-elect Paul Carroll as a director.
4. To reappoint PKF Littlejohn LLP as auditors of the Company and to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.
5. To authorise the directors to determine the auditors' remuneration.
6. To approve the directors' remuneration policy set out on page 11 in the annual accounts and reports for the year ended 31 December 2024.

SPECIAL RESOLUTIONS

7. That the authorised share capital of the Company be increased from £480,000 divided into 48,000,000 ordinary shares of £0.01 each to £3,000,000 divided into 300,000,000 ordinary shares of £0.01 each and that the Company alter its memorandum of association by deleting paragraph six in its entirety and replacing it with the following: "The authorised share capital of the Company is £3,000,000 divided into 300,000,000 ordinary shares of £0.01 each".
8. That pursuant to Articles 2.16 and 2.17 of the Articles of Association of the Company (the "**Articles**") (notwithstanding the provisions of Articles 2.8 to 2.15 of the Articles) the directors have the specific authority to allot up to 100,000,000 Ordinary Shares of £0.01 par value each in the capital of the Company for the purposes of a proposed fundraise and at an issue price to be determined by the directors of the Company at the time of such fundraise.
9. That pursuant to Articles 2.16 and 2.17 of the Articles of the Company (notwithstanding the provisions of Articles 2.8 to 2.15 of the Articles) the directors have the specific authority to allot an amount equal to £500,000 of Ordinary Shares of £0.01 par value each at a conversion price per Ordinary Share of either (i) VWAP; or (ii) by reference to the overall market capitalisation of the Company being £500,000, to NE10 Vodka Ltd on a conversion of the convertible loan notes constituted pursuant to a convertible loan note instrument dated 4 June 2025, as amended and restated on 22 July 2025.
10. That pursuant to Articles 2.16 and 2.17 of the Articles of the Company (notwithstanding the provisions of Articles 2.8 to 2.15 of the Articles) the directors have the specific authority to allot up to 22,750,000 Ordinary Shares of £0.01 par value each in the capital of the Company to Leon Hogan at an exercise price of £0.00021978 per Ordinary Share on the exercise of warrants constituted pursuant to a warrant instrument dated 4 June 2025.
11. That pursuant to Articles 2.16 and 2.17 of the Articles of the Company (notwithstanding the provisions of Articles 2.8 to 2.15 of the Articles) the directors have the specific authority to allot up to 3,340,000 Ordinary Shares of £0.01 par value each in the capital of the Company to John Croft and Paul Carroll at an exercise price of £0.003 per Ordinary Share on the exercise of warrants constituted pursuant to a warrant instrument dated 22 July 2025.
12. That pursuant to Articles 2.16 and 2.17 of the Articles of the Company (notwithstanding the provisions of Articles 2.8 to 2.15 of the Articles) the directors have the specific authority to allot up to 25,505,000 Ordinary Shares of £0.01 par value each in the capital of the Company.

13. That, pursuant to Article 2.16 of the Articles of the Company (notwithstanding the provisions of Articles 2.8 to 2.15 of the Articles) the directors have the general authority to allot any authorised (including but not limited to the allotment of shares to be authorised pursuant to resolutions 8, 9, 10, 11 and 12 above) but unissued Ordinary Shares of £0.01 par value each in the capital of the Company such that Article 2.8 of the Articles shall not apply.
14. To adopt new articles of association of the Company. That, with effect from the conclusion of the AGM, the amended articles of association of the Company produced to the meeting be adopted as the articles of association of the Company, in substitution for, and to the exclusion of, the existing articles of association.

By Order of the Board

John Croft

Chairman

Dated: 22 September 2025

Registered Office: 36 Hilgrove Street, St Helier, Jersey, JE2 4SL

Notes:

1. As a member of the Company you are entitled to appoint one or more proxies to vote in your place provided that each proxy is appointed to exercise rights attached to a different share or shares held by you. A proxy need not be a member of the Company but the directors would recommend that any shareholder appointing a proxy appoints the Chairman of the Company as its proxy.
2. In the case of joint holders, the vote of the senior who tenders a vote by proxy will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
3. Shareholders can vote either in person or by appointing a proxy by post or electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the Company's Registrar). It allows you to securely manage and monitor your shareholdings in real time, submit your proxy in relation to voting at the meeting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.



You will need to log into your Investor Centre account or register if you have not previously done so. To register, you will need your Investor Code, which is detailed on your share certificate or available from the Company's Registrar, MUFG Corporate Markets. To be valid proxies must be submitted not less than 48 working hours before the time set for the meeting or adjourned meeting (as the case may be). If a paper proxy form has been requested this must be deposited at the offices of the Company's registrars, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL not less than 48 working hours before the time set for the meeting or adjourned meeting (as the case may be).

4. If you need help with the submission of your proxy electronically, or require a paper proxy form, please contact our Registrar, MUFG Corporate Markets by email at 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.
5. Only those members entered on the register of members of the Company by no later than 10 a.m UK time on 14 October 2025, or in the event that this meeting is adjourned, in the register of members as at the close of business in Jersey on the day two days before the date of any adjourned meeting, shall be entitled to vote at the meeting in respect of the number of Ordinary Shares in their names at that time. Changes to the entries on the register of members after the close of business in Jersey on 14 October 2025 or, in the event that this meeting is adjourned, in the register of members before the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to vote at the meeting.
6. As at 17 September 2025 (being the last practicable date prior to publication of this notice) the Company's issued share capital consisted of 27,525,000 ordinary shares of £0.01 each. Each ordinary share carries the right to vote at a general meeting of the Company, and therefore, the total number of voting rights in the Company as at 17 September 2025 is 27,525,000.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. 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.

In order for a proxy appointment or 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). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's registrars (ID: RA10) so that it is received by no later than 10 a.m. UK time on 14 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 to proxies appointed through CREST should be communicated to the appointee through other means.

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).

8. 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).
9. Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
10. A copy of this notice and other information can also be found at www.grglondon.com.

Explanatory Notes to Special Resolutions 7 to 13:*Resolution 7*

Resolution 6 proposes that the Company increase its share capital to £3,000,000 divided into 300,000,000 Ordinary Shares of £0.01 each by amending its memorandum of association. The purpose of this resolution is to increase the Company's share capital to provide the Company with sufficient headroom to, inter alia, allot the shares proposed at resolutions 8 to 12.

Resolution 8

Resolution 8 proposes that the directors be authorised to allot up to 100,000,000 Ordinary Shares of £0.01 GBP par value each in the capital of the Company for the purposes of a fundraising.

The Company expects to publish a simplified prospectus during Q4 2025. The prospectus is being published for the purposes of the proposed fundraising. The fundraising is expected to take place following the publication of the prospectus and is likely to take place in tranches. The Company is aiming to seek out an acquisition target and intends to use the proceeds of such fundraising to pursue an acquisition.

On that basis, the directors intend to raise approximately £1,000,000 at a fundraising price to be determined by the directors at the time of the proposed fundraising, which will likely be determined based on the Company's share price at the time and investor appetite.

Resolution 9

Resolution 9 proposes that the directors be authorised to allot an amount equal to £500,000 of Ordinary Shares of £0.01 GBP par value each at a conversion price per Ordinary Share of either (i) VWAP or (ii) by reference to the overall market capitalisation of the Company being £500,000 to NE10 Vodka Ltd on the conversion of the convertible loan notes constituted pursuant to a convertible loan note instrument dated 4 June 2025, as amended and restated on 22 July 2025.

NE10 Vodka Ltd provided a loan of up to £500,000 to the Company for the purpose of re-financing ("**Re-Financing**") the Company to, amongst other things, enable it to complete its audits and lift the suspension on trading on the London Stock Exchange. The conversion price of the CLNs was set as specified above as a result of commercial negotiation in order for the Company to obtain the urgent and necessary financing required.

Resolution 10

Resolution 10 proposes that the directors be authorised to allot up to 22,750,000 Ordinary Shares of £0.01 GBP par value each in the capital of the Company to Leon Hogan at an exercise price of £0.00021978 per Ordinary Share on the exercise of warrants constituted pursuant to a warrant instrument dated 4 June 2025.

The warrants were granted to Mr Hogan as part of the Re-Financing of the Company. The exercise price of the warrants was set at £0.00021978 per Ordinary Share as a result of commercial negotiation to undertake the Re-Financing, as explained further in the explanatory notes to Resolution 9 above.

Resolution 11

Resolution 11 proposes that the directors be authorised to allot up to 3,340,000 Ordinary Shares of £0.01 GBP par value each in the capital of the Company to the directors, John Croft and Paul Carroll, at an exercise price of £0.003 per Ordinary Share on the exercise of warrants constituted pursuant to a warrant instrument dated 22 July 2025.

The warrants were granted to the directors and the exercise price was set at £0.003 to provide the Directors with an incentive to deliver a suitable transaction for the Company in light of their fees remaining low in comparison to market norms.

Resolution 12

Resolution 12 proposes that the directors be authorised to allot up to 25,505,000 Ordinary Shares of £0.01 GBP par value each in the capital of the Company.

Resolution 13

Resolution 13 proposes to disapply pre-emption rights on the allotment of shares proposed pursuant to resolutions 8 to 12.

