

HORIZONTE MINERALS PLC

**NOTICE OF MEETING
AND
MANAGEMENT INFORMATION CIRCULAR
WITH RESPECT TO
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON 24 MAY 2022
Dated 11 April 2022**

NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the annual general meeting (the '**Meeting**') of the shareholders of Horizonte Minerals PLC (the '**Company**') will be held at the offices of Horizonte Minerals plc, Rex House, 4-12 Regent St, London, SW1Y 4RG, United Kingdom, on 24 May 2022 at 2:30 p.m. (London time). The business of the meeting will be to consider and if thought fit pass the following resolutions:

Ordinary resolutions

1. to receive and adopt the Directors' Report and Accounts for the year ended 31 December 2021, together with the Auditor's Report thereon;
2. to re-elect Dr Owen Bavinton as a director of the Company for the period between the date of this meeting and the date of the next Annual General Meeting;
3. to elect Mr Vincent Benoit as a director of the Company for the period between the date of this meeting and the date of the next Annual General Meeting;
4. to elect Dr Gillian Davidson as a director of the Company for the period between the date of this meeting and the date of the next Annual General Meeting;
5. to re-elect Mr William Fisher as a director of the Company for the period between the date of this meeting and the date of the next Annual General Meeting;
6. to re-elect Mr Jeremy Martin as a director of the Company for the period between the date of this meeting and the date of the next Annual General Meeting;
7. to appoint BDO LLP as auditor of the Company for the ensuing year and to authorise the Directors to fix their remuneration;
8. THAT every 20 ordinary shares of £0.01 each in the capital of the Company (the '**Existing Ordinary Shares**') in issue at 5:30 p.m. on 30 May 2022 (or such later date as the Directors may determine) be and are hereby consolidated into one ordinary share of £0.20 each in the capital of the Company (each a '**New Ordinary Share**'), such New Ordinary Shares having the same rights and being subject to the same restrictions (save as to nominal value) as the Existing Ordinary Shares in the capital of the Company as set out in the Company's Articles of Association provided that where such consolidation results in any entitlement to fractions of New Consolidated Ordinary Shares, such fractions shall be dealt with by the Directors of the Company as they see fit pursuant to the powers under the Articles of Association of the Company.
9. THAT the rules of the 2006 Share Option Scheme (adopted by the Company by ordinary resolution on 19 March 2006 and amended by ordinary resolution on 21 April 2016) (the '**2006 Scheme**') be amended as follows, and the Directors of the Company be and are hereby authorised to make various other consequential amendments required to reflect the amendments and deletions described below:
 - A. The definition of the capitalised term "Executive" in clause 2 of the 2006 Scheme rules be amended by adding the words in italics and underlined as set out below:
"Executive" means an employee, consultant or advisor of a Participating Company other than one who is an Executive Director or Non-Executive Director of a Participating Company;"
 - B. Clause 8.3 of the 2006 Scheme which reads as follows:
"No Option shall be exercisable later than six months after the Participant ceases to hold the office or employment by virtue of which he is eligible to participate in the Scheme except in the case of retirement including retirement because of Health Reasons, Dismissal for Redundancy, or death in which event the provisions of clause 10 or 11 hereof shall apply, as the case may be."
be deleted.
10. THAT the Directors of the Company be and are hereby generally and unconditionally authorised and empowered in accordance with Section 551 of the Companies Act 2006 (the '**Act**') to allot shares in the Company and grant rights to subscribe for, or convert any security into shares in the Company ('**Rights**'):
 - A. up to an aggregate nominal amount of £7,600,000 (such amount to be reduced by the nominal amount allotted or granted under paragraph (B) below in excess of such sum); and
 - B. comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £15,200,000 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with an offer by way of a rights issue:
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to expire (unless previously renewed, varied or revoked by the Company in General Meeting) at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution or, if earlier, 15 months after the date of this resolution, save that the Company may prior to such expiry make any offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights pursuant to any such offer or agreement notwithstanding the expiry of the authority given by this resolution. This resolution replaces all previous authorities of the Directors pursuant to Section 551 of the Act and they are hereby revoked but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities, and any director or officer of the Company be, and such director or officer of the Company hereby is authorised, instructed and empowered, acting for, in the name of and on behalf of the Company, to do or to cause to be done all such other acts and things in the opinion of such director or officer of the Company as may be necessary or desirable in order to fulfil the intent of this ordinary resolution.

Special resolutions

11. THAT, subject to and conditional upon the passing of resolution 10, the Directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560(1) of the Act) in the capital of the Company for cash pursuant to the authority conferred on them in accordance with Section 551 of the Act by resolution 10 as if Section 561(1) of the Act did not apply to such allotment provided that this power shall be limited:
- A. to the allotment of equity securities for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of resolution 10, by way of a rights issue only):
- i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities, as required by the rights of those securities or, as the Directors otherwise consider necessary,
- and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- B. to the allotment otherwise than pursuant to paragraph (A) above of equity securities up to an aggregate nominal amount of £7,600,000,
- and shall expire at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution (or, if earlier, 15 months after the date of this resolution), save that the Company may prior to 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, and any director or officer of the Company be, and such director or officer of the Company hereby is authorised, instructed and empowered, acting for, in the name of and on behalf of the Company, to do or to cause to be done all such other acts and things in the opinion of such director or officer of the Company as may be necessary or desirable in order to fulfil the intent of this special resolution.

11 April 2022

By order of the Board of Directors

Jeremy Martin

Chief Executive Officer

Registered Office: Rex House, 4-12 Regent Street, London, SW1Y 4RG United Kingdom

Notes:

A shareholder of the Company (each a 'Shareholder') may attend the Meeting in person or may be represented by one or more proxies provided each proxy is appointed to exercise rights attached to different shares. Members of the Company may not appoint more than one proxy to exercise rights attached to any one share. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to date, sign and return the accompanying Form of Proxy or VIF (as defined later), as applicable, for use at the Meeting or any adjournments or postponements thereof. In the case of a member which is a company, the Proxy Form must be executed under its common seal or signed on its behalf by an officer or attorney duly authorised. A proxy need not be a member of the Company. Completion and return of a Form of Proxy will not prevent a member from attending and voting at the Annual General Meeting in person should they wish to do so.

A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

In the case of joint holders, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members of the Company will be accepted to the exclusion of the other joint holders.

The following documents will be available for inspection at the registered office of the Company from the date of this notice until the time of the Annual General Meeting during normal business hours and at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting until its conclusion:

- (i) copies of the executive directors' service contracts; and
- (ii) copies of the letters of appointment of the non-executive directors.

Within Canada:

The record date for the determination of shareholders within Canada entitled to receive notice of and to vote at the Meeting or any adjournments or postponements thereof is 19 April 2022 (the '**Canadian Record Date**'). Such Canadian shareholders whose names have been entered in the register of members/shareholders at the close of business on the Canadian Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournments or postponements thereof. Such Canadian shareholders who become holders of record of shares of the Company after the Canadian Record Date and who wish to vote at the Meeting must make arrangements with the person(s) from whom they acquired the shares to direct how such shares are to be voted at the Meeting. To be effective, the enclosed Form of Proxy as sent to Registered Holders must be mailed so as to reach or be deposited with Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1. Non-Registered Holders may register their vote either on-line through <http://www.proxyvote.com/> using the 16-digit control number that is indicated on the Voting Instruction Form ('VIF'), or by telephone voting – English 1-800-474-7493 or French 1-800-474-7501, or by mail using the business reply envelope provided. Forms of Proxy from Registered Holders or on-line, telephone or postal voting from Non-Registered Holders must be received not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

Outside of Canada:

Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001, the Company has specified that only the holders of Ordinary Shares registered in the register of members of the Company at 6.00 p.m. on the date which is two days prior to the AGM or any adjournment of it shall be entitled to attend and vote or appoint a proxy or proxies to attend and vote on their behalf at the Annual General Meeting or any adjourned Annual General Meeting. Entries on the register of members after 6.00 p.m. on that date shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

A Form of Proxy is enclosed with this document for use in relation to the Meeting. To be valid, the Form of Proxy must be completed in accordance with the instructions set out in the form and returned as soon as possible to the offices of our Registrars, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, so as to be received no later than 2:30 p.m. (London time) on 19 May 2022.

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GENERAL INFORMATION RESPECTING THE MEETING

Solicitation of Proxies

This management information circular (the 'Circular') is furnished in connection with the solicitation of proxies by the management of Horizonte Minerals PLC (the 'Company') for use at the annual general meeting (the 'Meeting') to be held at 2:30 p.m. (London time) on 24 May 2022 at the offices of Horizonte Minerals plc, Rex House, 4-12 Regent Street, London, SW1Y 4RG, United Kingdom, for the purposes set forth in the accompanying Notice of Meeting. It is expected that the solicitation of proxies will be primarily by mail, however, proxies may also be solicited by the officers, directors and employees of the Company by telephone, electronic mail, facsimile or personally. These persons will receive no compensation for such solicitation other than their regular fees or salaries. The cost of soliciting proxies in connection with the Meeting will be borne directly by the Company.

Notwithstanding the following, the Chair at the Meeting has the discretion to accept Forms of Proxy or VIFs, as applicable, after such deadlines.

In this Circular, references to '£' are to British pounds sterling.

Unless otherwise stated, the information contained in this Circular is correct as of 11 April 2022.

Within Canada:

The board of directors of the Company (the 'Board') has fixed the close of business on 19 April 2022 as the record date (the 'Canadian Record Date'), being the date for the determination of the registered shareholders based in Canada entitled to receive notice of and to vote at the Meeting. Canadian shareholders who become holders of record of shares of the Company after the Canadian Record Date and who wish to vote at the Meeting must make arrangements with the person(s) from whom they acquired the shares to direct how such shares are to be voted at the Meeting.

The Board has resolved that duly completed and executed Forms of Proxy, as sent to Registered Holders, must be received by the Company's registrar and transfer agent, Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 not later than seventy-two (72) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof. Non-Registered Holders may register their vote on-line through www.proxyvote.com using the 16-digit control number that is indicated on the VIF, or by telephone voting – English – 1-800-474-7493 or French 1-800-474-7501, or by mail using the business reply envelope provided. On-line, telephone or postal voting from Non-Registered Holders must be received not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

Outside of Canada:

The Board has resolved that duly completed and executed Forms of Proxy must be returned as soon as possible to the offices of our Registrars, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, so as to be received no later than 2:30 p.m. (London time) on 19 May 2022.

Voting of Proxies

The shares represented by the accompanying Form of Proxy (if same is properly executed and is received in accordance with the instructions set forth herein, prior to the time set for the Meeting or any adjournments or postponements thereof), will be voted at the Meeting, and, where a choice is specified in respect of any matter to be acted upon, will be voted or withheld from voting in accordance with the specification made. **In the absence of such specification, proxies in favour of the Chair of the meeting or management will be voted in favour of all resolutions described below. The enclosed Form of Proxy or VIF, as applicable, confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting.** At the time of printing of this Circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters that are not now known to management should properly come before the Meeting, the Form of Proxy or VIF, as applicable, will be voted on such matters in accordance with the best judgment of the named proxies.

Appointment of Proxies

The persons named in the enclosed Form of Proxy are officers and/or directors of the Company. **A Shareholder desiring to appoint some other person, who need not be a Shareholder, to represent him or her at the Meeting, may do so by inserting such person's name in the blank space provided in the enclosed Form of Proxy or by completing another proper form of proxy and, in either case, depositing the completed and executed proxy in accordance with the instructions set out below.**

Within Canada:

To be effective, the enclosed Form of Proxy completed by a Canadian registered holder must be mailed so as to reach or be deposited with Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

Outside of Canada:

A Form of Proxy is enclosed with this document for use in relation to the Meeting. To be valid, the Form of Proxy must be completed in accordance with the instructions set out in the form and returned as soon as possible to the offices of our Registrars, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, so as to be received no later than 2:30 p.m. (London time) on 19 May 2022.

A Shareholder forwarding the enclosed Form of Proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The shares represented by the Form of Proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the Form of Proxy.

To be valid, a Form of Proxy must be executed by a Shareholder or a Shareholder's attorney duly authorised in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorised officer or attorney.

Revocation of Proxies

A proxy given pursuant to this solicitation may be revoked at any time prior to its use. A Shareholder who has given a proxy may revoke the proxy by:

- a. completing and signing a proxy bearing a later date and depositing it at the offices of Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or if the Shareholder is outside of Canada, at our Registrars, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland;
- b. depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney duly authorised in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorised officer or attorney either with Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 or at our Registrars, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, at any time up to and including the last Business Day preceding the day of the Meeting or any adjournments or postponements thereof or with the Chair of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournments or postponements thereof; or
- c. in any other manner permitted by law.

Such instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to such proxy.

Voting by Non-Registered Shareholders in Canada

Only registered shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Certain shareholders are 'non-registered' shareholders in Canada ('**Non-Registered Shareholders**') because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary ('**Intermediary**') that the Non-Registered Shareholder deals with in respect of the shares; or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant ('**Clearing Agency**'). In accordance with applicable securities law requirements, the Company will have distributed copies of the Notice of Meeting and Management Circular, VIF and a request card for annual and interim materials, as applicable (collectively, the '**Meeting Materials**') to the Clearing Agencies and Intermediaries for distribution to Non-Registered Shareholders.

Intermediaries and Clearing Agencies are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries and Clearing Agencies often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Non-Registered Shareholders who have not waived the right to receive Meeting Materials will be given a VIF **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions which the Intermediary must follow. Typically, the VIF will consist of a one page pre-printed form. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ('**Broadridge**') in Canada. Broadridge typically prepares a machine-readable VIF, mails those forms to Non-Registered Shareholders and asks Non-Registered Shareholders to return the forms to Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. Sometimes, instead of the one page pre-printed form, the VIF will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for this form of proxy to validly constitute a VIF, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company. **A Non-Registered Shareholder who receives a VIF cannot use that form to vote his or her shares at the Meeting.**

The purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the shares they beneficially own. Should a Non-Registered Shareholder who receives a VIF wish to vote at the Meeting, or any adjournments or postponements thereof, (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the VIF and insert the Non-Registered Shareholder or such other person's name in the blank space provided. **Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the VIF is to be delivered.**

A Non-Registered Shareholder may revoke a VIF or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a VIF or of a waiver of the right to receive Meeting Materials and to vote which is not received by the Intermediary at least seven days prior to the Meeting.

Voting Securities and Principal Holders of Voting Securities

As at the date hereof, the Company's issued share capital comprises 3,808,365,590 ordinary shares ('Ordinary Shares') of £0.01 each. Each Ordinary Share carries the right to one vote per share at all meetings of shareholders.

To the knowledge of the directors and executive officers of the Company, no person beneficially owns or exercises control or direction over, directly or indirectly, 10% or more of the outstanding Ordinary Shares as of the date of this Circular, with the exception of those set out in the table below.

Shareholder	Number of Ordinary Shares ⁽¹⁾⁽²⁾	Percentage of issued share capital ⁽¹⁾⁽²⁾
La Mancha	759,128,764	19.96%
Orion Resource Partners	565,845,825	14.88%

Notes:

1. As at 11 April 2022.
2. The information as to Ordinary Shares beneficially owned, controlled or directed, not being within the knowledge of the Company, has been obtained by the Company from publicly disclosed information and/or furnished by the shareholder listed above.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Company's approach to executive compensation has been to provide suitable compensation for executives that is internally equitable, externally competitive and reflects individual achievement. The Company attempts to maintain compensation arrangements that will attract and retain highly qualified individuals who are able and capable of carrying out the objectives of the Company.

The Company's compensation arrangements for the Named Executive Officers (as defined herein) may, in addition to salary, include compensation in the form of bonuses and, over a longer term, benefits arising from the grant of share options. In certain instances, contributions to pension and health benefit plans are also made, although these plans are not managed by the Company. Given the stage of development of the Company and the fact that it has not yet attained commercial production, compensation of the Named Executive Officers to date has emphasized salary and meaningful share option awards to attract and retain Named Executive Officers and to a certain extent, conserve cash. In the event that the Company achieves commercial production in the future, this policy may be re-evaluated to instead emphasize increased base salaries and cash bonuses with a reduced reliance on option awards.

The Named Executive Officers are entitled to receive a basic salary in each financial year. They are also entitled to a fee for their services as a member of the Board, if applicable. In addition, they are entitled to receive a performance related bonus payable subject to achieving certain targets at the discretion of the Remuneration Committee of the Board (the '**Remuneration Committee**'). They are also entitled to receive share options under the 2006 Scheme and/or the EMI Scheme (as defined below), or under standalone share option agreements.

The members of the Remuneration Committee and whether or not each member is independent is set out in the "*Statement of Corporate Governance*" below. The direct experience of the members of the Remuneration Committee in executive compensation is set out in "*Election of Directors*" below.

The compensation program of the Company is designed to reward such matters as mining and exploration success, market success, share performance, and the ability to implement strategic plans. The Remuneration Committee reviews the compensation of the Named Executive Officers on a yearly basis, having regard to such matters as what companies at a similar stage of development to the Company pay other executives occupying similar offices, the time and effort each officer is required to devote to the Company, the officer's success in developing strategic plans for the Company and the results of implementing the plans. The current overall objectives of the Company's compensation strategy are to reward management for their efforts, while seeking to conserve cash given current market conditions. With respect to any bonuses or incentive plan grants which may be awarded to executive officers in the future, the Company has not currently set any objective criteria and will instead rely upon any recommendations of the Remuneration Committee, and discussion at the Board level, with respect to these and any other matters which the Board may consider relevant on a going-forward basis, including the cash position of the Company.

Options are granted to executive officers by the Board, after the recommendation of the Remuneration Committee.

Existing options held by the Named Executive Officers at the time of subsequent option grants are taken into consideration in determining the quantum or terms of any such subsequent option grants. Options have been granted to directors, management, employees and certain service providers as long-term incentives to align the individual's interests with those of the Company. The size of the option awards is in proportion to the deemed ability of the individual to make an impact on the Company's success.

No changes are currently contemplated to the executive compensation arrangements.

Risks Associated with Compensation

In establishing the compensation plan for the Company and in making its recommendations, the Remuneration Committee seeks to mitigate excessive risk-taking by: (i) providing for time-based vesting of share options; and (ii) not having performance objectives related to share price, which could be manipulated by management.

The Company has also adopted an insider trading policy which requires directors and officers to provide prior notice of the intention to carry out a purchase or sale of securities of the Company (or an exercise of any option) and obtain prior approval of such trade, thereby further reducing excessive risk-taking. The Company believes that the programs are balanced and do not motivate unnecessary or excessive risk-taking.

Financial Instruments

The Company does not currently have a policy that restricts directors or Named Executive Officers from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities. However, to the knowledge of the Company as of the date hereof, no director or Named Executive Officer of the Company has participated in the purchase of such financial instruments. In addition, as noted above, the Company has also adopted an insider trading policy which requires directors and officers to provide prior notice of and obtain approval for purchases and sales of securities of the Company (or exercises of any share option).

NAMED EXECUTIVE OFFICERS COMPENSATION

Summary Compensation Table

The following tables provide information for the three most recently completed financial years ended 31 December 2021, 2020 and 2019 regarding compensation earned by each of the following Named Executive Officers of the Company during the financial years indicated the ('Named Executive Officers').

Name and principal position	Year	Salary (£)	Share Awards	Option Awards ⁽²⁾	Non-equity Incentive Plan Compensation (£)		Pension Contributions ⁽³⁾ (£)	All Other Compensation (£)	Total Compensation (£)
					Annual incentive plans	Long-term incentive plans ⁽⁵⁾			
Jeremy Martin ⁽¹⁾	2021	291,461	N/A	N/A	N/A	750,150	N/A	93,240	1,134,851
Chief Executive Officer	2020	252,000	N/A	N/A	N/A	N/A	N/A	181,283	433,283
and Executive Director	2019	231,130	N/A	68,448	N/A	N/A	16,662	200,000	516,240
Simon Retter ⁽⁴⁾	2021	204,750	N/A	N/A	N/A	750,150	N/A	72,150	1,027,050
Chief Financial Officer	2020	195,000	N/A	N/A	N/A	N/A	3,000	139,338	337,338
	2019	115,460	N/A	34,224	N/A	N/A	12,000	134,164	295,848

Notes:

- Included in All Other Compensation awarded to Jeremy Martin for 2021 was a performance-related bonus £93,240. For 2020 there was a £181,283 performance related bonus. For 2019 there was a £200,000 bonus paid under a long term incentive plan related to the successful publication of a Feasibility Study for Araguaia, Pre- Feasibility Study for Vermelho and closure of \$25m royalty funding arrangement with Orion.
- Option Awards comprise non-cash compensation as of the date of this document, as no options had been exercised. Award calculated using the Black-Scholes method, selected as it is a widely used method to determine the fair price of options. Any unexercised options may never be exercised and actual gain, if any, will depend on the value of the Ordinary Shares at the time of exercise.
- Each of Messrs. Martin and Retter participate in a voluntary, personal, defined contribution pension plan. Contributions to Mr Martin's plan by the Company comprised £nil during 2021 and 2020 and £16,662 during 2019. Contributions to Mr Retter's plan by the Company comprised £nil in 2021, £3,000 during 2020, £12,000 during 2019.
- In 2021 Mr Retter received a cash performance related bonus of £72,150, in 2020 a cash performance related bonus of £139,338, and in 2019 a service fee of £44,164 and received a cash bonus of £90,000.
- Each of Messrs. Martin and Retter received a £750,150 bonus paid under a long term incentive plan related to the receipt of credit and securing project financing. The bonus paid during the year represents those due upon the settlement of the equity portion of the project finance as this closed during the financial year.

Incentive Plan Awards

The following table provides information regarding the incentive plan awards for each Named Executive Officer outstanding as of 31 December 2021. Further information on the significant terms of the incentive share options is provided under the heading 'Securities Authorised for Issuance Under Equity Compensation Plans'.

Outstanding Share Awards and Option Awards

Name	Option Awards				Share Awards	
	Number of securities underlying unexercised options	Option exercise price (£)	Option expiration date	Value of unexercised in-the-money options (£) ⁽¹⁾⁽²⁾	Number of shares or units of shares that have not vested ⁽²⁾	Market or payout value of share awards that have not vested (US\$) ⁽²⁾
Jeremy Martin	2,500,000	0.0725	9 May 2024	Nil	Nil	Nil
	2,750,000	0.0400	9 June 2025	£68,200	Nil	Nil
	2,500,000	0.0300	5 September 2026	£87,000	Nil	Nil
	7,000,000	0.032	31 March 2027	£229,600	Nil	Nil
	8,000,000	0.048	30 May 2028	£134,400	Nil	Nil
Simon Retter	3,000,000	0.032	31 March 2027	£98,400	Nil	Nil
	4,000,000	0.048	30 May 2028	£67,200	Nil	Nil

Note:

1. Based on the closing market price of the Company's Ordinary Shares on the AIM Market of the London Stock Exchange ('AIM') on 31 December 2021 of £0.0648 per share.
2. The exercise price of share options is based on the closing price of the Company's shares on the day prior to issue, plus a premium of at least 10.0%. The premium in the case of the options awarded in 2018 was 10%, 2017 was 16% and in 2016 was 47% over the closing price of the Company's shares on the day prior to issue. Share options vest eighteen months after issue and expire 10 years after issue.

The following table provides information regarding the value vested or earned pursuant to the incentive plan awards for the financial year ended 31 December 2021.

Value Vested or Earned During the Year

Name	Option awards – Value vested during the year ⁽¹⁾⁽²⁾ (£)	Share awards – Value vested during the year (£)	Non-equity incentive plan compensation – value earned during the year (£)
Jeremy Martin	Nil	Nil	Nil
Simon Retter	Nil	Nil	Nil

Notes:

- (1) Based on the closing price of the Company's shares at the date of vesting
- (2) The exercise price of share options is based on the closing price of the Company's shares on the day prior to issue, plus a premium of at least 10.0%. Share options vest within eighteen months from issue and expire 10 years after issue.

Termination and Change of Control Benefits

Estimated Incremental Payment on Change of Control or Termination

Name	Total Incremental Payment on termination without cause	Total Incremental Payment on change of control
Mr Jeremy Martin	£264,600	£529,200
Mr Simon Retter	£204,750	£409,500

Employment contracts exist for the Chief Executive Officer and the Chief Financial Officer. The employment contracts cover position, term, notice period, duties and responsibilities, employee obligations, compensation, including base salary and other benefits that may accrue from their employment, holidays and provisions covering termination for cause, without cause and in the event of a change in control, absence due to sickness or injury, confidential information, intellectual property, personal conduct, data protection, grievance and disciplinary procedure, expenses, and health and safety.

If Mr Martin's employment is terminated by the Company without cause, the Company will pay Mr Martin twelve months of his then annual salary. In the situation where there is an amalgamation, reconstruction or change of control, the Company will pay Mr Martin a lump sum of twenty four months of his then annual salary.

If Mr Retter's employment is terminated by the Company without cause, the Company will pay Mr Retter twelve months of his then annual salary. In the situation where there is a termination following an amalgamation, reconstruction or change of control, the Company will pay Mr Retter a lump sum of twenty four months of his then annual salary.

LONG TERM INCENTIVE PLAN

Background

The Company has in place a Long Term Incentive Plan ('LTIP') for the purpose of incentivising, motivating and rewarding certain employees in respect of their contributions to the Company's mid and long-term commercial objectives designed to create value for shareholders.

Eligibility

The Remuneration Committee (made up of a sub-committee of Board members) of the Company has absolute discretion in selecting employees deemed suitable for an award under the plan. Awards will be made by way of a bonus payment, subject to the rules of the plan.

Performance Conditions

The performance conditions are based upon major project milestones delivered across the Company's two projects: Araguaia and Vermelho ('Projects').

The agreements for members include four performance conditions. The amount of any bonus payment shall be determined by the performance conditions set out in the applicable bonus agreement for each individual participant.

The performance conditions are:

1. Completion of a comprehensive bankable feasibility study for each Project ('Feasibility Study');
2. Securing full project finance to construct either Project ('Securing Project Finance');
3. The first commercial production of each Project ('First Commercial Production'); and
4. The sale of any interest in either Project or a sale of an interest in the Company where such interest represents or constitutes a sale of the mining sites comprising either Project ('Sale').

Payment Dates

The payment of the bonuses for senior members in respect of each performance condition shall be (except for the first commercial production) the later of the attainment of each performance condition and 45 days after approval of the payment of the bonus by the Remuneration Committee. With regards to the first commercial production the payment date shall be the later of 30 days after the attainment of the performance condition and 45 days after approval of the payment by the Remuneration Committee.

The payment of the bonuses for other members shall be within 60 days of the board of directors approval of the attainment of the performance condition and payment of the bonus.

Tax Liability

Any payments under the agreements will be subject to the appropriate amount of income tax and National Insurance contributions and will be deducted from the bonus payments.

Alterations of the Plan

The Remuneration Committee may make any alteration or amendment to the LTIP (including such alterations or amendments as may be necessary to take account of any requirements of the UK Listing Authority or other regulatory body) provided that the Remuneration Committee shall not be entitled to make amendments that would have an adverse impact on any participant without the prior written approval of the respective participant (such approval not to be unreasonably withheld or delayed). The Committee shall communicate any amendments to affected participants as soon as reasonably practicable.

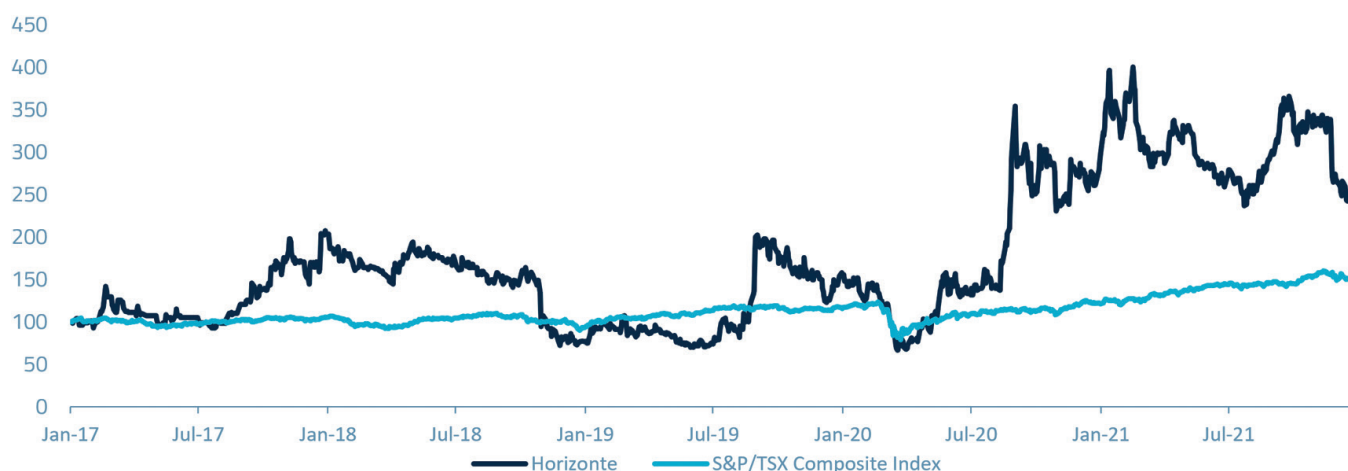
Summary of Key Participants' Entitlements

Both the CEO and the CFO are eligible for certain bonuses upon reaching certain operational milestones which are deemed to be aligned with shareholder value enhancing points in the development pathway of both the Araguaia and Vermelho projects. They are eligible for a fee of 0.475% of gross funds raised in the Project Finance process and a sale bonus of up to 2% of the total gross proceeds should either or both projects be sold.

Performance Graph

The following table compares the year end value of US\$100 invested in the Company's Ordinary Shares from 3 January 2017 to 31 December 2021 as compared to the cumulative total return for the S&P/TSX Composite Index for the same period.

	3-Jan-17	29-Dec-17	31-Dec-18	31-Dec-19	31-Dec-20	31-Dec-21
S&P/TSX Composite Index	100.0	104.69	93.18	115.68	120.84	153.93
Horizonte Minerals Plc	100.0	204.04	76.36	155.56	296.97	261.62



The compensation paid to the executive officers named in this Circular reflects accomplishment of performance goals that reflect a foundation for long-term success of the Company, but given the Company's current stage of development, may not yet be recognized in the market price of the Ordinary Shares.

DIRECTOR COMPENSATION

Director Compensation Table

The following table provides information regarding compensation paid to the Company's directors, other than the Named Executive Officers, during the financial year ended 31 December 2021:

Name ⁽¹⁾	Fees earned (£)	Share awards (£)	Option awards ⁽²⁾ (£)	Non-equity incentive plan compensation (£)	All other compensation (£)	Total (£)
Allan Walker	140,000	Nil	Nil	Nil	Nil	140,000
Sepanta Dorri	Nil	Nil	Nil	Nil	Nil	Nil
Dr Owen Bavinton	136,000	Nil	Nil	Nil	31,295	167,295
David Hall	138,000	Nil	Nil	Nil	Nil	138,000
William Fisher	133,500	Nil	Nil	Nil	Nil	133,500

Notes:

1. Compensation received by Mr Martin in his capacity as a director is included in the "Summary Compensation Table" above.
2. Option Awards comprise non-cash compensation as of the date of this document as no options had been exercised. Award calculated using the Black-Scholes method, selected as it is a widely used method to determine the fair price of options. Any unexercised options may never be exercised and actual gain, if any, will depend on the value of the Ordinary shares at the time of exercise.

In addition to Directors Fees, Dr Owen Bavinton received pension contributions of £31,295.
In total, Mr David Hall allocated 20% of his working time to the Company in 2021.

Incentive Plan Awards

The following table provides information regarding the incentive plan awards for each non-executive director in office during the financial year ended 31 December 2021 and outstanding as at that date. Further information on the significant terms of the incentive share options is provided under the heading 'Securities Authorised for Issuance Under Equity Compensation Plans'.

Outstanding Share Awards and Options Awards

Name	Option Awards				Share Awards	
	Number of securities underlying unexercised options	Option exercise price (£)	Option expiration date	Value of unexercised in-the-money options (£) ⁽¹⁾	Number of shares or units of shares that have not vested	Market or payout value of share awards that have not vested (£)
Allan Walker	1,000,000	0.0725	9 May 2024	Nil	Nil	Nil
	1,000,000	0.040	9 June 2025	£24,800	Nil	Nil
	1,500,000	0.03	5 September 2026	£52,200	Nil	Nil
	4,500,000	0.032	31 March 2027	£147,600	Nil	Nil
	3,500,000	0.048	30 May 2028	£58,800	Nil	Nil
Alexander Christopher	Nil	Nil	Nil	Nil	Nil	Nil
Sepanta Dorri	Nil	Nil	Nil	Nil	Nil	Nil
Dr Owen Bavinton	1,500,000	0.154	23 September 2022	Nil	Nil	Nil
	1,000,000	0.0725	9 May 2024	Nil	Nil	Nil
	1,000,000	0.040	9 June 2025	£24,800	Nil	Nil
	1,500,000	0.03	5 September 2026	£52,200	Nil	Nil
	4,500,000	0.032	31 March 2027	£147,600	Nil	Nil
	3,500,000	0.048	30 May 2028	£58,800	Nil	Nil
William Fisher	1,000,000	0.0725	9 May 2024	Nil	Nil	Nil
	1,000,000	0.040	9 June 2025	£24,800	Nil	Nil
	1,500,000	0.03	5 September 2026	£52,200	Nil	Nil
	4,500,000	0.032	31 March 2027	£147,600	Nil	Nil
	3,500,000	0.048	30 May 2028	£58,800	Nil	Nil
David Hall	1,000,000	0.0725	9 May 2024	Nil	Nil	Nil
	1,000,000	0.040	9 June 2025	£24,800	Nil	Nil
	1,500,000	0.03	5 September 2026	52,200	Nil	Nil
	5,500,000	0.032	31 March 2027	£180,400	Nil	Nil
	4,000,000	0.048	30 May 2028	£67,200	Nil	Nil

Note:

1. Incentive plan awards received by Mr Martin in his capacity as a director are included in the "Incentive Plan Awards" table for Named Executive Officers above
2. Based on the closing market price of the Company's Ordinary Shares on AIM on 31 December 2021 of £0.0648 per share.

The following table provides information regarding the value vested or earned pursuant to the incentive plan awards for each non-executive director in office during the financial year ended 31 December 2021.

Value Vested or Earned During the Year

Name	Option awards – Value vested during the year ⁽¹⁾⁽²⁾ (£)	Share awards – Value vested during the year (£)	Non-equity incentive plan compensation – value earned during the year (£)
Allan Walker	Nil	Nil	Nil
Dr Owen Bavinton	Nil	Nil	Nil
Sepanta Dorri	Nil	Nil	Nil
William Fisher	Nil	Nil	Nil
David Hall	Nil	Nil	Nil

Notes:

1. Value of incentive plan awards vested or earned during the year for Mr Martin in his capacity as a director are included in the “Value Vested or Earned During the Year” table for Named Executive Officers above.
2. Based on the closing price of the Company’s shares on AIM at the date of vesting

Securities Authorised for Issuance Under Equity Compensation Plans

Set forth below is a summary of securities issued and issuable under all equity compensation plans of the Company as at 31 December 2021.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted- average exercise price of outstanding options, warrants and rights	Current Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	33,650,000	0.0427	33,650,000
Plans not approved by security holders	80,650,000	0.0424	346,206,322
Total:	114,300,000	0.0425	379,856,322

The Company has a share option plan called the Horizonte Minerals PLC Share Option Scheme 2006 (the ‘2006 Scheme’) and an enterprise management incentive scheme (‘EMI Scheme’).

The 2006 Scheme

Under the terms of the 2006 Scheme, the Remuneration Committee may grant options to acquire Ordinary Shares to any employees, directors (including non-executive directors) or company officers in the service of the Company or any subsidiary of the Company (within the meaning of Section 1159 of the Act).

Each option shall be personal to the option holder and shall be non-assignable save that if a participant dies at a time when an option is still capable of being exercised by the participant, their personal representative may exercise the option within twelve months from the date of death. The exercise price for each option shall be determined by the Remuneration Committee from time to time by reference to the higher of: (1) the middle market quotation for an Ordinary Share on the dealing day immediately preceding the date upon which the option is granted (or such value as may be determined by the Company’s auditors); or (2) the par value of an Ordinary Share.

Under the terms of reference of the Remuneration Committee, the Remuneration Committee is charged with reviewing all elements of the operation of the 2006 Scheme, including the overall amount of awards to be made to eligible persons under the 2006 Scheme and the quantum of options to be granted on an individual basis. The number of Ordinary Shares for which options to subscribe may be granted under the 2006 Scheme, on any day will not, when added to the number of such options which immediately prior to that day have been granted under the 2006 Scheme within the period of 10 years prior to the date of such grant and which remain outstanding, exceed such number of Ordinary Shares as represents 10 per cent of the ordinary share capital of the Company in issue immediately

prior to that day. Options may be exercised in whole or in part at any time up to 10 years (at the latest) after their date of grant, as determined by the Remuneration Committee. All Ordinary Shares issued under the 2006 Scheme shall rank equally in all respects with the shares of the Company for the time being in issue. Special provisions apply in the event of an offer being made to acquire the whole or a specified proportion of the shares held by each holder of shares. In the event of the Company going into liquidation, all options shall ipso facto cease to be exercisable and Participants (as defined in the 2006 Scheme) shall not be entitled to damages or other compensation of any kind. The Company may at any time by resolution of the Board vary, amend or revoke any provisions of the 2006 Scheme in such manner as the Remuneration Committee may consider necessary provided that: (a) the purpose of the 2006 Scheme is not altered; (b) except with the sanction of the Company in general meeting, no alteration shall be made to the definitions of 'Market Value' and 'Subscription Price' or to the clauses relating to, inter alia, eligibility, limitation of issue, limitation on participation and period for exercise of options; and (c) no such variations, amendments or revocations shall increase the amount payable by any Participant or impose more onerous obligations on any Participant in respect of the exercise of an option which has already been granted. The 2006 Scheme may be terminated at any time by ordinary resolution of the Company or by resolution of the Board. Subsequent to any such termination the Company shall not grant any further options under the 2006 Scheme, but no such termination shall affect or modify any subsisting rights or obligations of, the Participants in relation to the options.

The EMI Scheme

The Company established the EMI Scheme in September 2009 in order to enable employees and executive directors who are employees of the Company to acquire Ordinary Shares. The EMI Scheme is a qualifying scheme under Schedule 5 of the Income Tax (Earnings and Pensions) Act 2003 ('Schedule 5').

The Company may at the discretion of the Board grant options to acquire Ordinary Shares in the Company to any employees (whether or not directors) of the Company and those of its subsidiaries permitted by Schedule 5 who at the date of grant of the option devote at least 25 hours per week or 75 per cent of their working time to the Company. Under the EMI Scheme, the number of Ordinary Shares for which options to subscribe may be granted under the EMI Scheme, on any day will not, when added to the number of such options which immediately prior to that day have been granted under the EMI Scheme within the period of 10 years prior to the date of such grant, exceed such number of Ordinary Shares as represents 10 per cent of the ordinary share capital of the Company in issue immediately prior to that day.

No employee or director may participate if he has a material interest (an interest in 30 per cent. or more of the issued share capital of the Company) on the intended date of grant of an option. Options are personal to the option holder to whom they are granted, and may not be assigned or transferred and will lapse on any attempt by the option holder to do so.

The Company may in its absolute discretion grant options pursuant to these rules of the EMI Scheme by way of an option agreement to any eligible employee at any time following the adoption of the rules of the EMI Scheme.

The Company may in its absolute discretion impose performance conditions on the exercise of an option as it sees fit. Such conditions will be advised to the option holders at the grant of the option.

The exercise price per Ordinary Share is determined by the Company. Options granted pursuant to the EMI Scheme rules are granted under the provisions of the Schedule 5 and, insofar as the market value does not exceed the limits specified in paragraphs 5 and 6 of Schedule 5, are intended to be qualifying options for the purposes of Schedule 5. To the extent that the market value exceeds the limits specified in paragraphs 5 and 6 of Schedule 5 the option concerned shall take effect as an unapproved share option.

In normal circumstances, an option may (to the extent that any performance conditions have been satisfied) be exercised at any time after the date of grant (unless otherwise specified in the particular option agreement) and (except as otherwise provided below) may only be exercised while the option holder is an employee of the Company. Options may not be exercised more than ten years after the date of grant.

If an option holder ceases to be an eligible employee with respect to the Company for the purposes of Schedule 5 where such cessation is for any reason other than death, and the Board determines, in its absolute discretion, that it is appropriate in the circumstances that the option holder should be permitted to exercise the option, the option holder shall be entitled to exercise the option over such number of Ordinary Shares for which such permission is granted by the Board. If the Board does not exercise its discretion within 14 days after such cessation, the option shall lapse and cease to be exercisable. In the case of death, options may normally be exercised within the following twelve months. In all these cases (other than death), options will not normally be exercisable except to the extent that any of the performance conditions set in relation to that option have been satisfied.

If under section 899 of the Companies Act 1985 (the '1985 Act'), the court sanctions a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, options shall lapse six months after the court sanctions the compromise or arrangement. If any person becomes bound or entitled to acquire shares in the Company under sections 979 to 982 of the 1985 Act, the Board shall so notify the option holders and the options shall remain exercisable for so long as that person remains so bound or entitled and thereafter the options shall lapse. In the event of a change of control in the Company as result of a general offer, options may be exercised with six months of the change of control. In the above circumstances, existing options may be released in exchange for options of equivalent value over shares in the acquiring company or another eligible company.

If another company obtains all the Ordinary Shares of the Company as a result of a qualifying exchange of shares, with 'qualifying exchange of shares' for this purpose having the meaning used for the purposes of paragraph 40 of Schedule 5, existing options may be released in exchange for options of equivalent value over shares in the acquiring company or another eligible company. If any person makes an offer which, if accepted would result in a sale of all of the Ordinary Shares, then the Board shall give notice of such offer to the option holders, following which those option holders' rights to exercise their options shall be subject to the Company's right to make such exercise conditional upon the option holders agreeing to sell all shares acquired pursuant to the options to the person who obtains control of the Company on the same date and on the same terms as have been agreed by the other shareholders. If the Board does not give notice to the option holders before completion of a sale of all of the shares of the Company, the options shall remain exercisable for 30 days following the sale (and shall lapse thereafter) provided that the option holder agreed prior to exercise to sell all the shares the option holders acquire on exercise of their options to the purchaser on no less favourable terms than those offered to holders of Ordinary Shares on the sale. In the event of any voluntary winding up of the Company, voluntary arrangement under the Insolvency Act 1986 or administration order, the Board shall so notify the option holders and the options shall lapse immediately after the commencement of the winding-up.

If an increase or variation in the capital of the Company occurs by reason of a capitalisation or rights issue (including an increase or variation having an effect similar to a rights issue) or a sub-division, consolidation or reduction or otherwise, then the Board will make appropriate adjustments to the exercise price and the number of shares under option provided that the Board have been advised by the auditors of the Company in writing that such adjustments are fair and reasonable.

The Board may amend the EMI Scheme from time to time save that no amendment may be made which would result in an EMI option ceasing to be a qualifying option for the purposes of Schedule 5. No option may be granted after the tenth anniversary of the adoption of the EMI Scheme.

PARTICULARS OF MATTERS TO BE ACTED UPON

Financial Statements

Copies of the annual audited consolidated financial statements (the 'Financial Statements') and related management's discussion & analysis ('MD&A') of the Company for the year ended 31 December 2021 have been mailed to all shareholders.

Shareholders will be asked at the Meeting to consider and adopt the Financial Statements and the report of the auditors thereon.

Unless the Shareholder has specifically instructed in the enclosed Form of Proxy or VIF, as applicable, that the Ordinary Shares represented by such proxy or form are to be withheld or voted otherwise, the persons named in the accompanying Form of Proxy or VIF, as applicable, will vote FOR the adoption of the Financial Statements.

Shareholders are able to request to receive copies of the Company's annual and/or interim financial statements and related MD&A by marking the appropriate box on the supplemental mailing card enclosed with this Circular. Copies may also be obtained by shareholders at any time, either in hard or electronic form, upon written request without charge to the Company Secretary at +44 (0)20 3356 2901 or can be found under the Company's corporate profile on SEDAR at www.sedar.com or on the Company's website at www.horizonteminerals.com.

Election of Directors

The Toronto Stock Exchange (the 'TSX') requires that: (i) all TSX-listed companies must elect directors annually, (ii) each director must be elected individually; and (iii) the number of votes received for the election of each director must be disclosed. The requirements also include a provision requiring TSX-listed companies to either adopt a majority voting policy for uncontested director elections or disclose that they have not adopted such a policy and disclose their practices for electing directors and explain why they have not adopted a majority voting policy. The Company has decided not to adopt a majority voting policy as it is unnecessary under English law. Under English law, shareholders are able to vote against resolutions to nominate directors for election. Therefore, if a director does not receive a majority of the votes cast at the meeting in favour of their election, the director will fail to be elected.

All of the Directors (other than Mr David Hall, Mr Allan Walker and Ms Sepanta Dorri, who are standing down at the conclusion of the meeting) being eligible will offer themselves for election or re-election at the AGM. The election or re-election of Directors, if approved, will take effect at the conclusion of the meeting.

Having been appointed as Directors since the last AGM, Dr Gillian Davidson and Mr Vincent Benoit will retire at the AGM and, in accordance with the Articles of Association and being eligible, will offer themselves for election by shareholders.

As indicated above, Mr David Hall, Mr Allan Walker and Ms Sepanta Dorri will be retiring from the Board at the AGM and will not be seeking re-election.

Unless the Shareholder has specifically instructed in the enclosed Form of Proxy or VIF, as applicable, that the Ordinary Shares represented by such proxy or form are to be withheld or voted otherwise, the persons named in the accompanying Form of Proxy or VIF, as applicable, will vote FOR the election of Dr Owen Bavinton, Mr Vincent Benoit, Dr Gillian Davidson, Mr William Fisher and Mr Jeremy Martin to hold office until the close of the first annual meeting of shareholders of the Company following their election or until their successor is duly elected or appointed unless their office is earlier vacated in accordance with applicable law.

The following table, among other things, sets forth in bold, the name of all persons proposed to be nominated for election as directors, their place of residence, position and periods of service held with the Company, or any of its affiliates, their principal occupations and the approximate number of Ordinary Shares beneficially owned, controlled or directed, directly or indirectly by them.

Name, Municipality of Residence and Position with the Company	Director/Officer Since	Principal Occupation	Number of Ordinary Shares Beneficially Owned, Directly or Indirectly or Over Which Control or Direction is Exercised ⁽¹⁾
Dr Owen Bavinton ⁽²⁾ Buckinghamshire, England Director	17 January 2012	Company Director	2,000,000
Vincent Benoit ⁽³⁾ London, England Director	24 March 2022	Company Director	Nil
Dr Gillian Davidson Edinburgh, Scotland Director	24 March 2022	Company Director	Nil
William Fisher ⁽⁴⁾ Toronto, Canada Director	7 June 2011	Company Director	1,975,000
Jeremy Martin ⁽⁵⁾ Kent, England Chief Executive Officer and Director	17 March 2006	Chief Executive Officer of the Company	2,028,908

Notes:

1. The information as to Ordinary Shares beneficially owned or over which any of the directors or executive officers exercises control or direction (directly or indirectly) not being within the knowledge of the Company has been furnished by the respective directors and executive officers individually and is current as at the date hereof.
2. Member of the Audit & Risk Committee and Nomination Committee of the Company.
3. Member of the Nomination Committee of the Company.
4. Member of the Audit & Risk Committee, Remuneration Committee and Nomination Committee of the Company.
5. Member of the Nomination Committee of the Company.

As of the date hereof, the directors and executive officers and any associates and affiliates thereof, as a group, beneficially own, directly or indirectly, or exercise control or direction over, a total of 7,605,022 Ordinary Shares, representing approximately 0.2% of the issued fully paid and non-assessable outstanding Ordinary Shares.

The following is a brief biography of each of the proposed director and officers of the Company, including their principal occupations for the five preceding years:

Owen A. Bavinton, BSc (hons), MSc, DIC, PhD, Non-Executive Director – Dr Bavinton graduated from the University of Queensland in Geology in 1969, holds a Masters Degree in Mineral Exploration from Imperial College, London and a PhD in Economic Geology from ANU, Canberra, Australia. He has over 40 years of varied international experience in the minerals exploration and mining sector in several commodities. After brief periods as a junior consultant and an underground mine geologist on a Witwatersrand gold mine, from 1974 to 1985 he had several positions with Western Mining Corporation, finally as director of WMC's activities in Brazil. From 1986 to 1992 he was Chief Executive Officer of Aredor Guinea SA. In 1992 he joined the Anglo American group where he stayed until his retirement in 2010. Based initially in Turkey and then in Budapest, he was responsible for Anglo American's exploration and project evaluation activities in the Former Soviet Union, Central Europe and the Middle East. He moved to London in 1998, initially as Head of Exploration for Minorco, and later Group Head of Exploration and Geology for the Anglo American Group. In those roles he was responsible for worldwide exploration and geosciences covering a range of exploration projects, through all stages of development, including advanced projects and feasibility studies, as well as providing geoscience input into numerous acquisitions. He is a fellow of the Society of Economic Geologists, the Association of Applied Geochemists and the Institute of Materials, Mining and Metallurgy. Dr Bavinton is currently an independent consultant.

Vincent Benoit, MSc, CA, Non-Executive Director – Mr Benoit holds a MSc from Kedge Business School and is a Chartered Accountant with 30 years of corporate finance, business development and M&A experience in the mining, telecom and energy sectors. He joined La Mancha as Head of Strategy & Business Development in 2012. Between 2013 and 2015, he led La Mancha's portfolio restructuring and contributed to the enhancement of its mines performance in Australia and Africa. Mr Benoit identified and executed the combinations with Evolution and Endeavour, which positioned La Mancha as a leading private investor in the gold mining sector. From 2016 to 2019, Mr Benoit was CFO and EVP Corporate Development at Endeavour where he reshaped the strategy, improved the mine portfolio quality, and enhanced the balance sheet to fund the organic growth. Endeavour's market capitalization was quadrupled by the time he left at the end of 2019. In early 2020, he re-joined La Mancha to oversee investments and fund raising. Previously, Mr Benoit was at Orange (2006-2012) where he served as EVP M&A. He led the development of the group's footprint in Africa and Europe and formed strategic partnerships with key European telecoms players. Prior to this, he held various finance positions including with Orano (ex-Areva), Bull Information Systems and PwC.

Gillian Davidson, MA (hons), PhD, Non-Executive Director – Dr Davidson has an Honours Master of Arts in Geography from the University of Glasgow, a PhD in Development Economics and Geography from the University of Liverpool and is an alumna of the Governor General of Canada's Leadership Conference. She has 25 years of experience as an internal and external advisor to companies and other organisations regarding sustainability, ESG and responsible supply chains. Most recently, Dr Davidson was the Head of Mining and Metals for the World Economic Forum from 2014 to 2017, where she led global and regional engagement and multi-stakeholder initiatives to advance responsible and sustainable mining. From 2008 to 2014, she was Director of Social Responsibility at Teck Resources Limited and prior held roles related to community development, environment and natural resources as a consultant and in government. Dr Davidson is a founding member and Chair of the Global Battery Alliance, an initiative created to drive a sustainable battery value chain. Dr Davidson is also the chair of International Women in Mining and a non-executive director of AIM-quoted Central Asia Metals plc and TSX-listed Lundin Gold Inc (TSX: LUG, Nasdaq Stockholm: LUG) and New Gold Inc. Dr Davidson's principal occupation is as an independent sustainability consultant.

William Fisher, P.Geo, Non-Executive Director – Mr Fisher graduated as a geologist in 1979 and has extensive industry experience which has included a number of residential posts in Africa, Australia, Europe and Canada in both exploration and mining positions. Under his leadership, Karmin Exploration discovered the Aripuanã base metal sulphide deposits in Brazil. From 1997 to 2001 Mr Fisher was Vice President, Exploration for Boliden AB, a major European mining and smelting company where he was responsible for thirty five projects in nine countries. From 2001 to 2008, Bill led GlobeStar Mining Corp. from an exploration company to an emerging base metal producer in the Dominican Republic which developed and operated the Cerro de Maimon mine until it was sold to Perilya for USD 186 million. Mr Fisher was also Chairman of Aurelian Resources which was acquired by Kinross in 2008 for USD 1.2billion after the discovery of the Fruta del Norte gold deposit in Ecuador. Mr Fisher currently serves as Executive Chairman of Goldquest Mining Corp. (TSX: GCQ) and independent director of Treasury Metals Inc. (TSX: TML).

Jeremy J. Martin, MSc, ASCM, Director and Chief Executive Officer – Mr. Martin holds a degree in Mining Geology from the Camborne School of Mines, and a Master's Degree in mineral exploration from the University of Leicester. He has worked in South America, Central America and Europe, where he was responsible for grassroots regional metalliferous exploration programmes through to resources definition and mine development. Mr Martin has established a number of Joint Venture partnerships with major mining companies and has been involved in the formation of four AIM and TSX traded companies. He has served on a number of public company boards and is a member of the Society of Economic Geologists and the Institute of Mining Analysts.

Simon J. Retter, BSc (hons), ACA, Chief Financial Officer and Company Secretary – Mr Retter has a degree in Accounting and Finance from the University of Bristol and is a Chartered Accountant with over 10 years of experience in the mining industry. He has undertaken numerous corporate finance transactions across a broad range of industries including initial public offerings, reverse take overs and secondary fund raisings. He has served as finance director of other AIM and main board LSE listed companies and currently holds the role of Non-Executive Director of HRC World plc and Elixirr International plc. Mr Retter is a fellow of the Institute of Chartered Accountants in England and Wales.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Company, save for the case of Mr William Fisher and Mr Simon Retter no director or executive officer of the Company:

- a. is, as at the date hereof, or has been within 10 years before the date hereof, a director, chief financial officer or chief executive officer of any company (including the Company) that was subject to:
 - i. a cease trade or similar order or an order which denied the relevant company access to any exemption under securities legislation for a period of more than 30 days (an 'Order') that was issued while the individual was acting in such capacity; or
 - ii. an Order after the individual ceased to act in such capacity and which resulted from an event that occurred while the individual was acting in that capacity.
- b. is or within the last 10 years has:
 - i. been a director or executive officer of any company (including the Company) that, while the individual was acting in that capacity or within a year of such individual ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy/insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
 - ii. within the last 10 years become bankrupt, made a proposal under any legislation relating to bankruptcy/insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets (either personally or via a personal holding company).

Mr Simon Retter was a director of I-Med Group International Ltd, a private company incorporated in England & Wales that was engaged in the sale of advanced physiotherapy and beauty treatment devices to clinics. The directors voluntarily appointed liquidators in July 2020 as a result of poor prospects due to the collapse in the market in which it operated following the onset of the Covid-19 pandemic and the inability to sell its assets due to associated restrictions. The estimated outstanding debt of I-Med Group International Ltd. stood at £205,000 and the liquidation process is ongoing.

Mr William (Bill) Fisher was non-Executive Chairman of Rame Energy Plc, a renewables energy company, with operations in UK and Chile, listed on AIM in 2014. Following a failed attempt to raise new equity in the aftermath of the UK Brexit referendum, the directors of Rame Energy Plc were unable to secure sufficient new working capital to allow the business to continue to trade solvently. On 4 August 2016, the directors applied to the court to have an administrator appointed to allow the business to seek a financing solution. On 30 September 2016, the main operations of the group were sold to a group of international investors.

Other than otherwise disclosed herein, no director of the Company is eligible to be elected under any arrangement between the director and any other party.

Penalties or Sanctions

To the knowledge of the Company, no current director or executive officer of the Company or director proposed for re-election has been subject to:

- a. any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- b. any other penalties or sanctions imposed by a court or regulatory body, including a self-regulatory body, that would be likely to be considered important to a reasonable investor or to a reasonable Shareholder making a decision about whether to vote for the re-election of such director.

Appointment of Auditors

BDO LLP, Certified Public Accountants (CY) ('BDO LLP') are the independent registered certified auditors of the Company and have served as the Company's auditor since 2016. The Company proposes to appoint BDO LLP, with its offices in London, as its auditors until the next annual general meeting of shareholders at such remuneration as the directors may determine.

Unless the Shareholder has specifically instructed in the enclosed Form of Proxy or VIF as applicable, that the Ordinary Shares represented by such proxy or form are to be withheld or voted otherwise, the persons named in the accompanying Form of Proxy or VIF, as applicable, will vote FOR the appointment of BDO LLP, as auditors of the Company, to hold office until the next annual meeting of shareholders or until a successor is appointed and to authorise the Board to fix the remuneration of the auditors.

Share Consolidation

Prior to the Share Consolidation (as defined below), the Company's issued share capital totals over 3.8 billion shares, which has an impact on the trading price per share. Accordingly, it is the Directors' view that the share consolidation, on the proposed terms as set out in resolution 8 and below (the '**Share Consolidation**'), will have a positive impact on the liquidity of the shares in issue following the Share Consolidation, by reducing the number of shares in issue and raising the resulting trading price per share. Management believes that the Share Consolidation is in the best interests of shareholders and is necessary in order to provide the Company with a share capital structure that will enhance future growth opportunities.

The effect of the Share Consolidation as proposed in resolution 8 will be that shareholders holding Existing Ordinary Shares on the Company's register of members at 5:30 p.m. BST on 30 May 2022 (the '**Share Consolidation Effective Date**') will, on the implementation of the Share Consolidation, hold:

1 New Ordinary Share of £0.20 each for every 20 Existing Ordinary Shares of £0.01 each

and in that proportion for any other number of Existing Ordinary Shares then held.

Most shareholders will not hold at the Share Consolidation Effective Date a number of Existing Ordinary Shares that is exactly divisible by the consolidation ratio described above. The result of the Share Consolidation, if approved, will be that such shareholders will be left with a fractional entitlement to a resulting New Ordinary Share. Any such fractions as a result of the Share Consolidation will be aggregated and, the Directors will in accordance with the Company's Articles of Association sell the aggregated shares in the market for the benefit of the relevant shareholders.

The proceeds from the sale of the fractional entitlements shall be distributed pro rata amongst the relevant shareholders save that where a Shareholder is entitled to an amount which is less than £3 it will (in accordance with the Company's Articles of Association) not be distributed to such Shareholder but will be donated to charity by the Company.

As all shareholdings in the Company will be consolidated, the number of ordinary shares held by each shareholder will be reduced, but the proportion of the total issued ordinary share capital of the Company held by each shareholder immediately before and following the Share Consolidation will, save for fractional entitlements, remain unchanged.

Shareholders should be aware that any Shareholder holding fewer than 20 Existing Ordinary Shares at the Share Consolidation Effective Date, will not receive any New Ordinary Shares and on completion of the Share Consolidation will no longer be a Shareholder.

The nominal value of the Company's ordinary shares will change from £0.01 per share to £0.20 per share. Apart from having a different nominal value, each New Ordinary Share will carry the same rights as set out in the Company's Articles of Association that currently attach to the Existing Ordinary Shares. The Share Consolidation will not affect the Company's net assets, nor the net assets of the Company's group.

Requests will be made to the London Stock Exchange and the TSX for the New Ordinary Shares to be admitted to trading on the AIM Market and to be listed for trading on the TSX, respectively. The Share Consolidation is also subject to acceptance by the TSX.

The Company expects that the current ISIN in relation to the Existing Ordinary Shares will be disabled and marked for expiry in CREST after market close on 30 May 2022. A new ISIN (GB00BMXLQJ47) in relation to the New Ordinary Shares is expected to come into effect at 8:00 a.m. BST on 31 May 2022. A new CUSIP (G463B6 149) in relation to the New Ordinary Shares is also expected to come into effect shortly thereafter.

New share certificates in respect of the New Ordinary Shares will be issued in certificated form within 10 business days following the Share Consolidation (no later than 14 June 2022) and will be posted to those shareholders who, on the Share Consolidation Effective Date, hold their Existing Ordinary Shares in certificated form. These will replace existing share certificates which should then be destroyed. Pending the receipt of new certificates, the transfer of New Ordinary Shares in certificated form will be certified against the register of members of the Company. As there are no registered shareholders in Canada, no letter of transmittal will need to be circulated.

All Existing Ordinary Shares standing to the credit of CREST accounts are expected to be consolidated into New Ordinary Shares by 12:00 (noon) BST on 31 May 2022.

Resolution 8 must be passed in order for the Share Consolidation to proceed.

Fractional entitlements

The Share Consolidation will replace every 20 Existing Ordinary Shares with one New Ordinary Share. If an individual shareholding is not exactly divisible by 20, the shareholder in question will be left with a fractional entitlement.

Any such fractions as a result of the Share Consolidation will be aggregated and, the Directors will in accordance with the Company's Articles of Association sell the aggregated shares in the market for the benefit of the relevant shareholders.

The proceeds from the sale of the fractional entitlements shall be distributed pro rata amongst the relevant shareholders save that where a Shareholder is entitled to an amount which is less than £3 it will (in accordance with the Company's Articles of Association) not be distributed to such shareholder but will be donated to charity by the Company.

For the purpose of implementing this proposal, any Director shall be authorised to execute one or more instrument(s) of transfer in respect of such fractions of New Ordinary Shares on behalf of the relevant shareholders, and to do all acts and things the Directors consider necessary or desirable to effect such transfer.

Effects of proposal

Following the Share Consolidation and assuming no further shares are issued or repurchased for cancellation between 11 April 2022, being the latest practicable date before the publication of this Notice of AGM, and the Share Consolidation Effective Date, the Company's issued ordinary share capital is expected to comprise 190,418,279 New Ordinary Shares.

Unless the Shareholder has specifically instructed in the enclosed Form of Proxy or VIF as applicable, that the Ordinary Shares represented by such proxy or form are to be withheld or voted otherwise, the persons named in the accompanying Form of Proxy or VIF, as applicable, will vote FOR resolution 8 approving the Share Consolidation.

2006 Share Option Scheme amendment

Under the terms of the 2006 Scheme, the Company may grant options to acquire Ordinary Shares to directors (including non-executive directors), company officers and employees in the service of the Company or any subsidiary of the Company (within the meaning of Section 1159 of the Act).

The purpose of the 2006 Scheme is to give to eligible recipients, as additional compensation, the opportunity to participate in the success of the Company by granting to such individuals options, exercisable over certain period as determined by the Board, to buy Ordinary Shares in the Company at a price set by reference to the higher of: (1) the middle market quotation for an Ordinary Share on the dealing day immediately preceding the date upon which the option is granted (or such value as may be determined by the Company's auditors); or (2) the par value of an Ordinary Share.

However, the 2006 Scheme is not clear as to whether options to purchase shares in the Company may be granted to consultants and advisors who provide key and strategic services to the Company.

The Covid-19 pandemic has brought significant disruption to the workforce, highlighting the need for companies to adapt to the changing landscape. During the pandemic, many skilled and experienced workers have shifted to independent working arrangements, including a broad range of independent contractors, self-employed people and people working through digital platforms. These independent arrangements provide the flexibility that such experienced workers require.

As the share of independent workers grows, companies have been required to change policies to secure benefits for them, including changes to organisational policies and processes to better leverage a flexible workforce and secure independent workers' skills to unlock potential for the business.

Finally, the proposed deletion of Clause 8.3 of the 2006 Scheme would permit the Board to determine the period for exercise of options following termination of employment or contractual relationship by virtue of which the recipient is eligible to participate in the Scheme to better align this aspect of the options with the Company's current state of development (i.e. beginning of construction of the Araguaia Project) and its future transformation into a fully operational and producing mining company.

Management believes that the proposed amendments to the 2006 Scheme give the Company the flexibility it needs to incentivise and attract eligible participants, including certain non-employees with the desired skills to contribute to the future success and prosperity of the Company, thereby enhancing the value of the shares for the benefit of all shareholders. The amendments will also bring the Company into alignment with market practice.

Unless the Shareholder has specifically instructed in the enclosed Form of Proxy or VIF as applicable, that the Ordinary Shares represented by such proxy or form are to be withheld or voted otherwise, the persons named in the accompanying Form of Proxy or VIF, as applicable, will vote FOR the resolution 9 amending the 2006 Scheme.

Resolution Authorising the Directors to Allot Shares

The shareholders will be asked to consider and, if thought appropriate, to authorise and approve empowering the Board to allot Ordinary Shares in the Company and grant rights to subscribe for, or convert any security into shares in the Company ('Share Allotment Resolution'). The following is the text of Share Allotment Resolution which will be put forward to shareholders for approval at the Meeting:

'Be It Resolved As An Ordinary Resolution That:

the Directors of the Company be and are hereby generally and unconditionally authorised and empowered in accordance with Section 551 of the Companies Act 2006 (the 'Act') to allot shares in the Company and grant rights to subscribe for, or convert any security into shares in the Company ('Rights'):

- A. up to an aggregate nominal amount of £7,600,000 (such amount to be reduced by the nominal amount allotted or granted under paragraph (B) below in excess of such sum); and
- B. comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £15,200,000 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with an offer by way of a rights issue:
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; such authorities to expire (unless previously renewed, varied or revoked by the Company in General Meeting) at the conclusion of the next annual general meeting of the Company following the passing of this resolution or, if earlier, 15 months after the date of this resolution, save that the Company may prior to such expiry make any offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights pursuant to any such offer or agreement notwithstanding the expiry of the authority given by this resolution. This resolution replaces all previous authorities of the Directors pursuant to Section 551 of the Act and they are hereby revoked but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities; and any director or officer of the Company be, and such director or officer of the Company hereby is, authorised, instructed and empowered, acting for, in the name of and on behalf of the Company, to do or to cause to be done all such other acts and things in the opinion of such director or officer of the Company as may be necessary or desirable in order to fulfil the intent of this ordinary resolution.'

Unless the Shareholder has specifically instructed in the enclosed Form of Proxy or VIF, as applicable, that the Ordinary Shares represented by such proxy or form are to be voted against the Share Allotment Resolution, the proxies in favour of management nominees will be voted FOR the Share Allotment Resolution.

Approval to allow Directors to Allot Equity Securities without reference to pre-emption rights:

The shareholders will be asked to consider and, if thought appropriate, to authorise and approve empowering the Directors to allot equity securities in the capital of the Company without reference to pre-emption rights ('Pre-emption Disapplication Resolution'). The following is the text of the Pre-emption Disapplication Resolution which will be put forward to shareholders for approval at the Meeting:

'Be It Resolved As A Special Resolution That:

subject to and conditional upon the passing of resolution 10, the Directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560(1) of the Act) in the capital of the Company for cash pursuant to the authority conferred on them in accordance with Section 551 of the Act by resolution 10 as if Section 561(1) of the Act did not apply to such allotment provided that this power shall be limited:

- A. to the allotment of equity securities for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of resolution 10, by way of a rights issue only):
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities, as required by the rights of those securities or, as the Directors otherwise consider necessary;

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- B. to the allotment otherwise than pursuant to paragraph (A) above of equity securities up to an aggregate nominal amount of £7,600,000 and shall expire at the conclusion of the next annual general meeting of the Company following the passing of this resolution (or, if earlier, 15 months after the date of this resolution), save that the Company may prior to 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.'

Unless the Shareholder has specifically instructed in the enclosed Form of Proxy or VIF, as applicable, that the Ordinary Shares represented by such proxy or form are to be voted against the Pre-emption Disapplication Resolution, the proxies in favour of management nominees will be voted FOR the Pre-emption Disapplication Resolution.

Other Matters

Management of the Company knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting accompanying this Circular. However, if any other matter properly comes before the Meeting, the Forms of Proxy or VIF, as applicable, furnished by the Company will be voted on such matters in accordance with the best judgment of the persons voting the proxy or form, as the case may be.

Statement of Corporate Governance

National Policy 58-201 of the Canadian Securities Administrators (the 'CSA') has set out a series of guidelines for effective corporate governance (the 'Guidelines'). The Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of board members. National Instrument 58-101 ('NI 58-101') of the CSA requires the disclosure by each listed corporation of its approach to corporate governance with reference to the Guidelines as it is recognised that the unique characteristics of individual corporations will result in varying degrees of compliance.

Set out below is a description of the Company's approach to corporate governance in relation to the Guidelines.

The Board of Directors

NI 58-101 defines an 'independent director' as a director who has no direct or indirect material relationship with the Company. A 'material relationship' is in turn defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with such member's independent judgement. The proposed election or re-election of Directors is approved, the Board will be comprised of 5 members at the conclusion of the meeting. The Board has determined that Dr Owen Bavinton, Dr Gillian Davidson and Mr William Fisher are each an 'independent director' within the meaning of NI 58-101, and Mr Vincent Benoit and Mr Jeremy Martin are 'non-independent directors'.

Dr Owen Bavinton, Dr Gillian Davidson and Mr William Fisher are each considered an independent director since they are each independent of management and free from any material relationship with the Company. The basis for this determination is that, since 17 January 2012, Dr Owen Bavinton has not worked for the Company, received remuneration from the Company or had material contracts with or material interests in the Company which could interfere with his ability to act with a view to the best interests of the Company. The same applies for Mr William Fisher since his appointment to the Board on 7 June 2011. Dr Gillian Davidson was appointed to the Board on 24 March 2022 and has no direct or indirect material relationship with the Company.

Each of Messrs Vincent Benoit and Jeremy Martin are considered to be non-independent directors as a result of their respective relationship with the Company.

The Board maintains the exercise of independent supervision over management by encouraging open and candid discussion from its independent directors. In addition, although Mr Vincent Benoit is not considered to be independent, the Board does not view this relationship as impairing the ability of the Board to act independently of management.

As at 31 December 2021, the Chair of the Board was Mr David Hall, who was not considered to be an independent director for the purposes of NI 58-101.

Directorships

Persons proposed to be nominated for election as directors also sit on the boards of other reporting issuer corporations (or equivalent) as follows:

Name of Director	Name of Issuer
Owen Bavinton	None
Vincent Benoit	La Mancha Capital Advisory Limited Liability Partnership La Mancha Services UK Ltd SC Amaré SCI A.B. Gestion
Gillian Davidson	Cobalt Institute Global Battery Alliance International Women in Mining C.I.C. Lundin Mining Inc New Gold Inc. Wild Mountain Consulting Limited
William Fisher	Goldquest Inc. Treasury Metals Inc.
Jeremy Martin	None

In carrying out its mandate, the Board met fourteen times during the year ended 31 December 2021. The following table sets out attendance by the Directors of the Company during those meetings of the Board.

Board Meeting Date	David Hall	Jeremy Martin	Allan Walker	Sepanta Dorri	Owen Bavinton	William Fisher
	Present					
8 February 2021	Y	Y	Y	Y	Y	Y
18 February 2021	Y	Y	Y	N	Y	Y
26 February 2021	Y	Y	Y	Y	Y	Y
11 March 2021	Y	Y	Y	Y	Y	Y
22 April 2021	Y	Y	Y	Y	Y	Y
12 May 2021	Y	Y	Y	Y	Y	Y
17 May 2021 (AGM)	N	Y	N	N	Y	N
1 July 2021	Y	Y	Y	Y	Y	Y
11 August 2021	Y	Y	Y	Y	Y	Y
26 August 2021	Y	Y	Y	Y	Y	Y
27 September 2021	Y	Y	Y	Y	Y	Y
28 October 2021	Y	Y	Y	Y	N	Y
4 November 2021	Y	Y	Y	Y	Y	Y
23 November 2021	Y	Y	N	Y	N	N

The Board does not meet in the absence of members of management; however, the non-independent directors, if and when necessary, may excuse such persons from all or a portion of any meeting where a potential conflict of interest arises or where otherwise appropriate.

Given the size and constitution of the Board, and the current stage of development of the Company, the Board believes that the meetings held by the independent directors are not required in order to adequately facilitate open and candid discussion amongst the independent directors during the year.

As stated above, at 31 December 2021, the Chair of the Board was Mr David Hall. Mr Hall will be retiring from the Board at the AGM and will not be seeking re-election. Upon the election or re-election of Directors taking effect at the conclusion of the meeting, the Directors intend to appoint Mr William Fisher to be the interim Chair of the Board.

Board Mandate

The Board has not adopted a written mandate.

The Board currently delineates its responsibilities between the executive directors of the Company, who are responsible for the day-to-day operations of the business, and the non-executive directors, who attend Board meetings and are responsible for having an overview of the Company's strategy and operations.

The Board conducts itself at all times in accordance with the requirements of English legislation as to the roles and responsibilities of directors and good practice for the board of directors of a company whose shares trade on AIM and the TSX.

Position Descriptions

Given the current size of the Company and its Board and management, the Board does not feel that it is necessary at this time to formalise position descriptions or corporate objectives for any of the Chair of the Board, the Chair of each committee of the Board, or the Chief Executive Officer in order to delineate their respective responsibilities. Accordingly, the roles of the executive officers of the Company are delineated on the basis of customary practice.

Orientation and Continuing Education

While the Company currently has no formal orientation and education program for new Board members, sufficient information (such as recent annual reports, proxy solicitation materials, technical reports and various other operating, property and budget reports) is provided to any new Board member to ensure that new directors are familiarised with the Company's business and the procedures of the Board. In addition, new directors are encouraged to visit and meet with management on a regular basis. The Company also encourages continuing education of its directors and officers where appropriate in order to ensure that they have the necessary skills and knowledge to meet their respective obligations to the Company.

Director's Term Limits

The Company has not adopted term limits for directors on the Board or other mechanisms of Board renewal. The Board currently assesses each director annually in order to ensure that the Board is balanced between highly experienced directors with long-term knowledge of the mining industry and those with a fresh perspective. The Board will periodically consider whether term limits or other mechanisms of Board renewal should be adopted and will implement changes when appropriate.

Women on the Board and in Executive Offices

The Company has not adopted a written policy specifically relating to the identification and nomination of women directors nor does the Board currently consider the level of representation of women when making executive officer appointments or set targets regarding women on the Board or in executive positions. However, informally, the Board acknowledges that diversity, including diversity of experience, perspective, education, race, gender and national origin is a contribution to the Company.

Currently the Board believes that continuity of Board members and familiarity with the Araguaia Project are critical to the Company at its stage in its development. The Board intends to consider whether it should adopt specific policies and practices regarding the representation of women on the Board and in executive positions, including the setting of targets for such representation at such time as the Corporation moves beyond its development stage into production.

As of 11 April 2022, there were two women members of the Board, Ms Sepanta Dorri who has been in office since 14 May 2020, and Dr Gillian Davidson who has been in office since 24 March 2022. Ms Dorri will be retiring from the Board at the AGM and will not be seeking re-election. Upon conclusion of the meeting, if the proposed election or re-election of Directors is approved, there will be one woman member of the Board, Dr Davidson.

Of the three executive officers of the Company, one is a woman; representing 33% of executive officer positions at the Company, excluding its main subsidiaries. Ms Philipa Varris joined the Company in March 2022. There are no women in the three executive officer positions at the Company's main subsidiaries in Brazil.

Ethical Business Conduct

The Board has not adopted a formal code of ethics for directors.

The Board conducts itself at all times in accordance with the requirements of English legislation as to the roles and responsibilities of directors and good practice for the board of directors of a company whose shares trade on AIM and the TSX.

In order to ensure that directors exercise independent judgement, the Board has assumed responsibility for approving transactions involving the Company and any 'related party' (as that term is defined for securities law purposes).

In addition, the Board has assumed responsibility for monitoring the Company's compliance with strategic planning matters, implementing a process for assessing the effectiveness of committees of directors and individual directors, and reviewing changes in or additions to compliance policies, standards, codes and programs, as well as applicable legislation.

Nomination of Directors

The Company's Nomination Committee has assumed responsibility for the recommendation for appointment and assessment of directors. While there are no specific criteria for Board membership, the Company attempts to attract and maintain directors with business knowledge and a particular knowledge of mining, mineral exploration and development or other areas (such as accounting or finance) which provide knowledge which would assist in providing guidance to the officers of the Company. As such, nominations tend to be the result of recruitment efforts and discussions amongst the Nomination Committee and the Chief Executive Officer prior to the consideration of the Board as a whole.

Compensation

Compensation is determined by the Remuneration Committee. See also "Statement of Executive Compensation – Compensation Discussion and Analysis."

Committees

The Audit & Risk Committee is made up Dr Owen Bavinton, and Mr David Hall, Mr William Fisher and Mr Allan Walker. Mr David Hall and Mr Allan Walker will be retiring from the Board at the AGM and will not be seeking re-election. Upon the election or re-election of Directors taking effect at the conclusion of the meeting, the Directors shall elect new members of the Audit & Risk Committee. The terms of reference of the Audit & Risk Committee are set out in Schedule 'A' in the Annual Information Form ('AIF'). Additional information regarding the Audit & Risk Committee is contained in the Company's AIF, a copy of which is available under the Company's issuer profile at www.sedar.com.

Dr Bavinton and Mr Fisher are each independent and financially literate within the meaning of applicable securities legislation. Each of Dr Bavinton and Mr William Fisher is familiar with accounting principles, financial statements and financial reporting requirements as a result their previous experience which is summarised herein.

The Remuneration Committee is made up of Mr David Hall (Chair), Mr William Fisher and Mr Allan Walker. Mr David Hall and Mr Allan Walker will be retiring from the Board at the AGM and will not be seeking re-election. Upon the election or re-election of Directors taking effect at the conclusion of the meeting, the Directors shall elect new members of the Remuneration Committee. The Remuneration Committee is responsible for reviewing the performance of the Executive Directors and for setting the scale and structure of their remuneration, paying due regard to the interests of shareholders as a whole and the performance of the Company.

The Nomination Committee is made up of Mr Jeremy Martin (Chair), Dr Owen Bavinton, Mr William Fisher and Mr Vincent Benoit. The Nomination Committee is responsible for the recommendation for appointment and assessment of directors (see 'Statement of Corporate Governance – Nomination of Directors' above for further details). Mr Benoit serves as a member of the Nomination Committee for the purpose of the appointment of one additional independent director of the Company. Following the appointment of such additional director, he shall cease to be a member of the Nomination Committee.

Meetings of independent members of the Board

The independent members of the Board do not meet formally when non-independent members are in attendance. However, they are in frequent and direct communication with one another both verbally and by written means.

Leadership for independent members of the Board

Leadership for independent members of the Board has been provided as appropriate by the Chair of the Board, Mr David Hall, by regular direct contact with the independent Board members and by keeping them apprised of developments in the Company. Mr Hall will be retiring from the Board at the AGM and will not be seeking re-election. Upon conclusion of the meeting, if the proposed election or re-election of Directors is approved, it is proposed that Mr William Fisher will take over the role of providing leadership for independent members of the Board, as a senior independent director and incoming interim Chair of the Board.

Control Procedures

The Board has approved financial budgets and cash forecasts. In addition, it has implemented procedures to ensure compliance with accounting standards and effective reporting.

Assessments

The performance of the Board is assessed by the Chair, based upon attendance of individuals at meetings, their contribution during meetings and their execution of action items arising therefrom. Performance is also assessed throughout the year through feedback from other Board members.

Indebtedness of Directors and Executive Officers

There is currently no outstanding indebtedness owing to either the Company or any of its subsidiaries, or to any other entity which is the subject of a guarantee, support agreement, letter of credit or similar arrangement provided by the Company or any of its subsidiaries, of (i) any director, executive officer or employee; (ii) any former director, executive officer or employee; or (iii) any associate of any current or former director or executive officer of the Company.

Interest of Certain Persons in Matters to be Acted Upon

As at the date hereof, no director or executive officer of the Company who has held such position at any time since the beginning of the Company's financial year ended 31 December 2021, proposed nominee for election or re-election as a director of the Company, or associate or affiliate of the foregoing has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors and resolution 9.

Interest of Informed Persons in Material Transactions

Since the commencement of the Company's most recently completed financial year, no informed person or proposed director of the Company, nor any associate or affiliate thereof, has or had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or will materially affect the Company or any of its subsidiaries.

Additional Information

Additional information relating to the Company may be found under the Company's profile on SEDAR at www.sedar.com. Inquiries including requests for copies of the Company's financial statements and management's discussion and analysis for the year ended 31 December 2021 may be directed to Company Secretary at the Company's head office and registered office is at Rex House, 4-12 Regent Street, London, SW1Y 4RG, United Kingdom.

Additional financial information is provided in the Company's comparative financial statements and management's discussion and analysis for the year ended 31 December 2021 which is also available on SEDAR.

Approval

The contents of this information circular and the sending thereof to the shareholders of the Company have been approved by the Board of Directors.

Dated 11 April 2022

By Order of the Board of Directors

Jeremy Martin
Chief Executive Officer

