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This document contains no offer of transferable securities to the public within the meaning of section 102B of the FSMA, the Act or otherwise. Accordingly, this document does not constitute a prospectus within the meaning of section 85 of the FSMA and has not been drawn up in accordance with the Prospectus Rules or approved by the UK Financial Conduct Authority or any other competent authority.

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NOTICE OF THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an annual and special meeting of shareholders (the "**Meeting**") of Meridian Mining UK Societas (the "**Company**") will be held at 4 More London Riverside, London SE1 2AU, United Kingdom, on Tuesday, June 24, 2025, at 9:30 am (London, UK time).

The Meeting will be held to consider the following, and, if thought fit, pass resolutions 2 to 7, which will be proposed as ordinary resolutions of the Company (each requiring more than 50 per cent of the votes cast in favour of the resolutions in order for it to be passed) and resolutions 8 to 10 will be proposed as special resolutions of the Company (requiring at least 75 per cent of the votes cast in favour of the resolution in order for them to be passed).

- 1) That the audited accounts of the Company for the financial year ended December 31, 2024, be received and considered, together with the Directors' Report prepared in accordance with section 415 of the *Companies Act 2006* (the "**Act**") and the Auditors' Report prepared in accordance with the Act.

Ordinary Resolutions

- 2) To receive and adopt the UK 2024 annual accounts of the Company (such including the Company's financial statements) for the financial year ended December 31, 2024.
- 3) To appoint the following persons as directors of the Board for the ensuing year who are retiring and are offering themselves for re-election in accordance with Statute 24.4 of the statutes of the Company (the "**Statutes**").
 - a) D. Bruce McLeod, as non-executive director;
 - b) Gilbert Clark, as executive director;
 - c) Adrian McArthur, as executive director;

- d) Susanne Sesselmann, as non-executive director;
 - e) John Skinner, as non-executive director;
 - f) Douglas Ford, as non-executive director; and
 - g) Neil Gregson, as non-executive director.
- 4) To re-appoint KPMG LLP, Chartered Professional Accountants, as the auditor of the Company in Canada until the next annual general meeting of the Company and to authorize the Board to fix KPMG's remuneration.
 - 5) To appoint PKF Littlejohn LLP as the auditor of the Company in the United Kingdom to hold office from the conclusion of the Meeting until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix PKF Littlejohn LLP's remuneration.
 - 6) To adopt and approve a new share-based compensation plan to replace and supersede the current omnibus share incentive plan, as more particularly described in the accompanying management information circular ("**Information Circular**").
 - 7) To authorise the Board generally and unconditionally pursuant to section 551 of the Act and Statute 5.5 of the Statutes to allot shares in the capital of the Company and to grant rights to subscribe for or convert any security into shares in the Company ("**Rights**"), up to an aggregate nominal amount of €2,000,000 (which equates to 200,000,000 ordinary (common) shares), such authority to expire, unless sooner renewed, revoked or altered by the Company in general meeting, at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on June 30, 2026 and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of this authority and the directors may allot shares or grant Rights in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

This resolution revokes and replaces all other authorities conferred on the directors prior to the date of passing of this resolution to allot shares or grant Rights save to the extent that such authorities have been utilized or agreed to be utilized.

Special Resolutions

- 8) That
 - a) Subject to the passing of resolution number 7, empower the Board in accordance with Statute 5.5 of the Company's Statutes to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by resolution number 7 as if Section 561 of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of €2,000,000 (which equates to 200,000,000 ordinary (common) shares), and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on June 30, 2026 and provided further that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.
 - b) This power applies in relation to a sale of treasury shares which is an allotment of equity securities by virtue of section 560 (3) of the Companies Act 2006 as if in the first paragraph

of this resolution the words "pursuant to the authority conferred by resolution number 7" were omitted.

This resolution revokes and replaces all other powers conferred on the directors prior to the date of passing of this resolution to allot equity securities or sell treasury shares as if Section 561 of the Companies Act 2006 did not apply save to the extent that such powers have been utilized or agreed to be utilized.

- 9) In order to facilitate the PLC conversion that, subject to the confirmation of the High Court of Justice in England and Wales (the "**Court**"), the amount standing to the credit of the share premium account of the Company be cancelled and the amount of the share premium account so cancelled be credited to a reserve.
- 10) That, subject to the passing of Resolution 9, the Company, being a UK Societas, be converted and registered as a public limited company (the "**Registration**") pursuant to the Explanatory Report and the Terms of Conversion set out at Appendix 1 and Appendix 2 (respectively) of Schedule "C" to the Information Circular of which this Notice of Meeting forms part and that, subject to and conditional upon the Registration becoming effective:
 - a) the name of the Company be changed from Meridian Mining UK Societas to Meridian Mining PLC; and
 - b) the draft new articles of association of the Company in the form produced at Appendix 3 of Schedule "C" to the Information Circular of which this notice forms part signed by the Chairman for the purpose of identification be adopted as the articles of association of the Company in substitution for the existing articles of association and with effect from the Registration ("**Conversion Articles**").

The Board has determined that the persons entitled to attend and vote at the Meeting shall be the persons holding ordinary (common) shares ("**Shares**") as of May 20, 2025, and are registered in the Company's shareholders register or the records maintained by the Company's registrar Computershare Investor Services Inc. ("**Computershare**") (the "**Entitled Shareholders**"). For purposes of National Instrument 54-101 of the Canadian Securities Administrators, the Board has fixed May 20, 2025, as the record date for the determination of registered and non-registered shareholders, entitled to notice of and to vote at the Meeting and any adjournment or postponement thereof.

The Board requests that all Entitled Shareholders who will not be attending the Meeting in person to read, date and sign the accompanying instrument of proxy and deliver it to Computershare. To be effective, the instrument of proxy must be deposited with Computershare, Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, by 9:30 am (London, UK time) on or before Friday, June 20, 2025 (or before 48 hours, excluding Saturdays, Sundays and bank holidays before any adjournment of the meeting at which the proxy is to be used).

If you are an unregistered shareholder of the Company and received these materials through your broker or another intermediary, please complete and return the form of proxy provided to you by such broker or through another intermediary, in accordance with the instructions provided. Late instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his sole discretion and the Chairman is under no obligation to accept or reject any particular late instruments of proxy.

An Entitled Shareholder may appoint a proxy holder to attend and vote in its stead. If you are unable to attend the Meeting in person, please read the notes accompanying the instrument of proxy enclosed and then complete and return the instrument of proxy within the time set out in the notes. As set out in the notes, the enclosed instrument of proxy is solicited by management of the Company, but you

may amend it, if you so desire, by inserting in the space provided the name of the person you wish to represent you at the Meeting.

An Information Circular and a form of proxy accompany this notice.

DATED at London, United Kingdom, this 20th day of May, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *"Bruce McLeod"*

Bruce McLeod
Chairman