

MERIDIAN MINING PLC
(Company Number 16832228)
8th Floor, 4 More London Riverside
London
SE1 2AU
United Kingdom

PART I: NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

Notice is hereby given that an annual general and special meeting of shareholders (the “**Meeting**”) of Meridian Mining plc (the “**Company**”) will be held at **4 More London Riverside, London SE1 2AU, United Kingdom, on Monday, 29 June, 2026, at 4.00 p.m. (London time)** for the following purposes.

Resolutions 14 to 16 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

1. To receive the Company’s accounts and the reports of the Directors and Auditors for the year ended 31 December 2025 (the “**2025 Annual Accounts**”)
2. To receive and adopt the UK 2025 annual accounts of the Company (including the Company’s financial statements) for the financial year ended 31 December 2025 (the “**UK 2025 Annual Accounts**”)
3. To re-elect Donald (Bruce) McLeod, as non-executive director
4. To re-elect Gilbert Clark, as executive director
5. To re-elect Susanne Sesselmann, as non-executive director
6. To re-elect Douglas Ford, as non-executive director
7. To re-elect Neil Gregson, as non-executive director
8. To elect Carlos Vilhena, as non-executive director
9. To elect Felipe Holzhacker Alves, as non-executive director
10. To appoint Deloitte LLP as the auditor of the Company in the United Kingdom until the conclusion of the next annual general and special meeting of the Company
11. To appoint Deloitte LLP as auditor of the Company in Canada (subject to completion of its standard client acceptance procedures) until the conclusion of the next annual general and special meeting of the Company
12. To authorize the Directors to fix Deloitte LLP’s remuneration
13. That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of €1,618,378 being an amount equal to one third of the aggregate nominal value of the ordinary share capital of the Company (excluding treasury shares) as at 29 May 2026, the latest practicable date prior to publication of this Notice of Meeting;
- (b) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further nominal amount of €1,618,378, being an amount equal to one third of the aggregate nominal value of the ordinary share capital of the Company (excluding treasury shares) as at 29 May 2026, the latest practicable date prior to publication of this Notice of Meeting in connection with a pre-emptive offer,

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006 and to expire at the close of business on 30 June 2027 or, if earlier, at the conclusion of the annual general and special meeting of the Company to be held in 2027 but, in each case, so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this Resolution has expired.

For the purposes of this Resolution:

- (i) **“pre-emptive offer”** means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings (as nearly as may be practicable) and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory; and
- (ii) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

14. That, subject to the passing of Resolution 13 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, pursuant to the authority given by Resolution 13 above and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006, such authority to be limited to:

- (a) allotments made in connection with a pre-emptive offer;
- (b) otherwise than in connection with a pre-emptive offer, allotments up to an aggregate nominal amount of €485,513.51, being an amount equal to 10 per cent. of the aggregate nominal value of the ordinary share capital of the Company (excluding treasury shares) as at 29 May 2026, the latest practicable date prior to publication of this Notice of Meeting; and

- (c) otherwise than under paragraphs (a) and (b) above, allotments up to an aggregate nominal amount equal to 20 per cent. of any allotment made from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles most recently published by the Pre-Emption Group prior to the date of this notice,

such authorities to expire at the close of business on 30 June 2027 or, if earlier, at the conclusion of the annual general and special meeting of the Company to be held in 2027 but, in each case, so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this Resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution:

- (i) “pre-emptive offer” has the same meaning as in Resolution 13 above;
 - (ii) references to an allotment of equity securities shall include a sale of treasury shares; and
 - (iii) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.
15. That, subject to the passing of Resolution 13 and in addition to the authority given in Resolution 14 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash pursuant to the authority given in Resolution 14 above, or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006, as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, such authority to be limited to:
- (a) allotments up to an aggregate nominal amount of €485,513, being an amount equal to 10 per cent. of the aggregate nominal value of the ordinary share capital of the Company (excluding treasury shares) as at 29 May 2026, the latest practicable date prior to publication of this Notice of Meeting to be used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles most recently published by the Pre-Emption Group; and
 - (b) otherwise than under paragraph (a) above, allotments up to an aggregate nominal amount equal to 20 per cent. of any allotment made from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the close of business on 30 June 2027 or, if earlier, at the conclusion of the annual meeting of the Company to be held in 2027 but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this Resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired. For the purposes of this Resolution, references to an allotment of equity securities shall include a sale of treasury shares.

16. That the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares in the capital of the Company, subject to the following conditions:
- (a) the maximum aggregate number of shares which may be purchased may not be more than 48,551,351, being the number of shares that represents 10 per cent. of the ordinary share capital of the Company (excluding treasury shares) as at 29 May 2026, the latest practicable date prior to publication of this Notice of Meeting;
 - (b) the minimum price (excluding expenses) which may be paid for each share is €0.01 (being the nominal value of a share);
 - (c) the maximum price (excluding expenses) which may be paid for a share is an amount equal to the higher of: (i) 105 per cent. of the average closing price of the Company's shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current bid as stipulated by Regulatory Technical Standards as referred to in article 5(6) of the Market Abuse Regulation (as it forms part of assimilated UK law); and
 - (d) the authority shall expire at the close of business on 30 June 2027 or, if earlier, at the conclusion of the annual general and special meeting of the Company to be held in 2027, save that the Company may before such expiry enter into any contract under which a purchase of shares may be completed or executed wholly or partly after such expiry and the Company may purchase ordinary shares in pursuance of such contract as if the authority conferred hereby had not expired.

By Order of the Board

Catherine Apthorpe
Company Secretary
29 May 2026

Registered in England and Wales
Company Number: 16832228
Registered Office:
8th Floor,
4 More London Riverside,
London SE1 2AU