

PRINT OF ORDINARY AND SPECIAL RESOLUTIONS
- of -
KAVANGO RESOURCES PLC (the "Company")

Passed on 22 January 2025

At the general meeting of the Company duly convened and held at the offices of Druces LLP, Salisbury House, London Wall, London EC2M 5PS on 22 January 2025, the following resolutions, which comprised special business, were duly passed:

ORDINARY RESOLUTION

Resolution 1

THAT, the Directors of the Company be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "Act"), in addition to any such authority previously granted and which has not expired, to issue and allot, or grant rights to subscribe for or convert any securities into, up to such number of Ordinary Shares of £0.001 each in the capital of the Company as is equal to £938,028.57 (being the nominal value of the Subscription Shares, as such term is defined in the letter accompanying the notice of this meeting), provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution.

SPECIAL RESOLUTION

Resolution 2

THAT, subject to and conditional upon the passing of Resolution 1, the Directors of the Company be and are hereby generally empowered, pursuant to section 570 of the Act, in addition to any existing authorities under that section, to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred by Resolution 1 as if section 561 of the Act did not apply to such allotment, provided that this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution.

ORDINARY RESOLUTION

Resolution 3

THAT, the Directors of the Company be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Act, in addition to any such authority previously granted and which has not expired, to issue and allot, or grant rights to subscribe for or convert any securities into, up to such number of Ordinary Shares of £0.001 each in the capital of the Company as is equal to £530,238.29 (being the nominal value of the CLN Shares, as such term is defined in the letter accompanying the notice of this meeting), provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution.

SPECIAL RESOLUTION

Resolution 4

THAT, subject to and conditional upon the passing of Resolution 3, the Directors of the Company be and are hereby generally empowered, pursuant to section 570 of the Act, in addition to any existing authorities under that section, to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred by Resolution 3 as if section 561 of the Act did not apply to such allotment, provided that this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution.

ORDINARY RESOLUTION

Resolution 5

THAT, the Directors of the Company be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Act, in addition to any such authority previously granted and which has not expired, to issue and allot, or grant rights to subscribe for or convert any securities into, up to such number of Ordinary Shares of £0.001 each in the capital of the Company as is equal to £1,000,000 (being the nominal value of the VFEX Shares, as such term is defined in the letter accompanying the notice of this meeting), provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution.

SPECIAL RESOLUTION

Resolution 6

THAT, subject to and conditional upon the passing of Resolution 5, the Directors of the Company be and are hereby generally empowered, pursuant to section 570 of the Act, in addition to any existing authorities under that section, to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred by Resolution 5 as if section 561 of the Act did not apply to such allotment, provided that this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry and the Directors may allot equity securities for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired.

Signed:

Director

