

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
OF
ALTONA RARE EARTHS PLC
Company Number: 5350512

At the General Meeting of Altona Rare Earths Plc, which was held at Eccleston Yards, 25 Eccleston Place, London, SW1W 9NF on 10th July 2023 at 11:00 am the following Ordinary and Special Resolutions were duly passed.

Ordinary Resolution

That in substitution for existing authorities, the Directors be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £1.5 million (which at the current share par value of 1p, will represent an issue of up to 150 million new Ordinary Shares). There are currently 82,403,199 Ordinary Shares in issue. The authority referred to in this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution. The Company may, at any time prior to the expiry of the authority, make an offer or agreement which would or might require equity securities to be allotted after the expiry of the authority and the Directors are hereby authorised to allot equity securities in pursuance of such offer or agreement as if the authority had not expired.

Special Resolution

That the Directors, pursuant to Section 570 of the Act, be empowered to allot new Ordinary Shares of 1p each in the capital of the Company pursuant to the authority conferred by the above ordinary resolution as if Section 561 of the Act did not apply to any such allotment provided that this power shall be limited to:

- i) the allotment of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to the holders of Ordinary Shares in the capital of the Company in proportion (as nearly as may be) to their holdings of such Ordinary Shares but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities representing fractional entitlements and with legal or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in any territory; and,
- ii) the allotment, other than pursuant to (i) above, of equity securities:

(A) arising from the exercise of options, warrants outstanding and convertible loan notes which have been entered into by the Company before the date of this Resolution; and

(B) other than pursuant to paragraph 2(i) of this Resolution, up to an aggregate nominal value of £1.5 million, including in respect of the issue of any Ordinary Shares pursuant to the exercise of options, warrants or convertible loan notes created by the Company following the date of this Resolution,

and this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire on the earlier of the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this Resolution. The Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

DATED: 10th JULY 2023



Louise Adrian, Orana Corporate LLP, Secretary



Martin Wood, Chairman