

CAERUS MINERAL RESOURCES PLC

Eccleston Yards, 25 Eccleston Place, London SW1W 9NF

THE COMPANIES ACT 2006

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the action to be taken, you should immediately consult your bank manager, stockbroker, solicitor, accountant or other independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000, as amended, if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are outside the United Kingdom.

If you have sold or otherwise transferred all of your Ordinary Shares in the Company, or will have sold or transferred all of your Ordinary Shares prior to this meeting, to be held online at 9 am on Tuesday, 22nd June 2021, please send this document and accompanying Form of Proxy, as soon as possible, to the purchaser or transferee or to the stockbroker, independent financial adviser or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only some of your Ordinary Shares you should retain this document and consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

CAERUS MINERAL RESOURCES PLC

(Registered in England and Wales with registered number 11043077)

Notice of Annual General Meeting

Notice is hereby given of the Annual General Meeting ("AGM") of Caerus Mineral Resources Plc, to be held as a closed meeting and held in accordance with the provisions of the 2006 Companies Act on Tuesday, 22nd June 2021 at 9 am.

In light of the COVID-19 pandemic, shareholders are urged to exercise their votes by submitting their proxy and appointing the Chair of the AGM as his or her proxy. Shareholders and their proxies will not be permitted to attend the meeting in person. The AGM will adhere to the *Best Practice Guidance* proposed by the Chartered Governance Institute (February, 2021) in the light of the ongoing restrictions of COVID-19

Chair of the General Meeting as his or her proxy.

To be valid, the Form of Proxy accompanying this document for the AGM (and the Power of Attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority) should be returned not less than 48 hours (excluding weekends and public holidays) before the time and date for which the AGM is convened, being 9am on Friday,

18th June 2021, either by post or by hand (during normal business hours only) to Share Registrars Ltd, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or by email to Voting@shareregistrars.uk.com.

The Board understands that shareholders may have questions to ask at the AGM and therefore asks that any questions or comments relating to the business of the meeting be submitted via email to the Company's Chief Executive, Martyn Churchouse at info@caerusmineralresources.com by no later than 5.00 p.m. on Friday, 18th June 2021. If you wish to participate in the General Meeting, please inform us by email, also by 5.00pm on 18th June, 2021 and we will arrange access for you on the day. We will email you the details for participation.

The Articles of Association of the Company allow communications to Shareholders in electronic form and, in addition, they permit the Company to take advantage of the new provisions relating to website communications. The Company will be supplying the audited financial statements of the Company to you via our website www.caerusmineralresources.com. We also ask that you read and reply to the attached request in respect to electronic communications so all further provision of information can be sent to you in electronic form. Please email : enquiries@shareregistrars.uk.com to confirm your agreement to receive all future correspondence in electronic form.

ORDINARY BUSINESS

- 1** To receive the report of the Directors and the audited financial statements of the Company for the year ended 31 December 2020.
- 2** To re-elect Michael Stephen Johnson, who retires by rotation, as a Director of the Company in accordance with the Company's Articles of Association, and, being eligible, offers himself for re-election.
- 3** To re-appoint PKF Littlejohn LLP as auditors of the Company to act until the conclusion of the next Annual General Meeting and to authorise the Directors to determine the remuneration of the auditors.

ORDINARY RESOLUTION

- 4** That in substitution for all existing and unexercised authorities, the Directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 ("the Act") to exercise all or any of the powers of the Company to allot Relevant Securities (as defined in this Resolution) up to a maximum nominal amount of £1,000,000 provided that this authority shall, unless previously revoked or varied by 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, unless renewed or extended prior to such time except that the Directors of the Company may before the expiry of such period make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the Directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. In this Resolution, "Relevant Securities" means any shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company ("Shares") but does not include the allotment of Shares or the grant

of a right to subscribe for Shares in pursuance of an employee's share scheme or the allotment of Shares pursuant to any right to subscribe for, or to convert any security into, Shares.

SPECIAL RESOLUTION

5 That in substitution for all existing and unexercised authorities and subject to the passing of the preceding Resolution, the Directors of the Company be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred upon them by the preceding Resolution as if section 561(1) of the Act did not apply to any such allotment provided that the power conferred by this Resolution, unless previously revoked or varied by special resolution of the Company in general meeting, shall be limited to:

- (a) the allotment of ordinary shares of 1p each in the capital of the Company ("Ordinary Shares") arising from the exercise of options and warrants outstanding at the date of this Resolution;
- (b) the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all such shareholders are proportionate (as nearly as may be) to the respective numbers of the ordinary shares held by them subject only to such exclusions or other arrangements as the Directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory; and
- (c) the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal amount of £1,000,000;

and shall expire on the earlier of the date of the next Annual General Meeting of the Company or 15 months from the date of the passing of this Resolution save that the Company may before 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.

Registered office:

Eccleston Yards
25 Eccleston Place
London SW1W 9NF

18th May 2021

By order of the Board:

Orana Corporate LLP
Company Secretary

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Form of Proxy for use at the Annual General Meeting

I,, a Member of **CAERUS MINERAL RESOURCES plc** (hereinafter referred to as “the Company”) and entitled to vote, hereby appoint the Chairman as my proxy to attend and vote for me and on my behalf at the Annual General Meeting of the Company to be held on 22nd June 2021 at 9 am, and at any adjournment thereof.

(Please indicate below how you wish your votes to be cast. If the Form of Proxy is returned without any indication as to how the proxy should vote on any particular matter, the proxy will vote as they think fit.)

	Ordinary resolutions	FOR	AGAINST	WITHHELD
1	To receive the report of the Directors and the audited financial statements of the Company for the year ended 31 December 2020.			
2	To re-elect Michael Stephen Johnson as a Director.			
3	To re-appoint PKF Littlejohn LLP as auditors of the Company and to authorise the Directors to determine their remuneration.			
4	To authorise the Directors to allot relevant securities up to a maximum nominal amount of £1,000,000.			
	Special resolution			
5	To dis-apply pre-emption rights up to a maximum aggregate nominal amount of £1,000,000.			

Signature
Date
Full name
Address

NOTES

- 1** Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend and vote at the Meeting. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to attend and vote on his/her behalf.
- 2** You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the registrars of the Company, Share Registrars Limited, on 01252 821 390.
- 3** If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please insert his/her name and delete “the Chairman of the Meeting or”.
- 4** Please indicate how you wish your proxy to vote by marking an ‘x’ in the appropriate box. Unless otherwise instructed, the person appointed a proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution as he/she thinks fit.
- 5** A corporation must seal this Form of Proxy or have it signed by an officer or attorney or other person authorised to sign on its behalf. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with this Proxy Form.
- 6** In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- 7** Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the Meeting if they are registered on the Company’s register of members 48 hours before the time appointed for the meeting or any adjournment thereof.
- 8** To be valid, this Form of Proxy must reach Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, by facsimile transmission to 01252 719 232 or by email to Voting@shareregistrars.uk.com, not later than 48 hours (excluding non-business days) before the time of the Meeting. Lodgement of a Form of Proxy does not preclude a member from attending the Meeting and voting in person.