

Kodal Minerals plc

(Registered in England and Wales No. 07220790)

Notice is hereby given that at the Annual General Meeting of Kodal Minerals plc (the "**Company**") held at Fieldfisher LLP, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT on Friday 29 September 2023 at 11:00 am the following resolutions were passed, of which Resolutions 1 to 6 (inclusive) were ordinary resolutions and Resolution 7 was as a special resolution:

ORDINARY BUSINESS

1. To receive the audited financial statements of the Company for the financial period ended 31 March 2023 and the reports of the directors of the Company (the "**Directors**") and the auditors thereon.
2. To re-appoint Steven Zaninovich as a Director, who retires in accordance with article 24.2 of the articles of association of the Company (the "**Articles**") and offers himself for re-appointment.
3. To re-appoint Bernard Aylward as a Director, who retires in accordance with article 30.2 of the Articles and offers himself for re-appointment.
4. To re-appoint Charles Joseland as a Director, who retires in accordance with article 30.2 of the Articles and offers himself for re-appointment.
5. To re-appoint RSM UK Audit LLP as the auditors of the Company until the next Annual General Meeting and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

6. That the Directors, and any committee to which the Directors delegate relevant powers, be and they are hereby, generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "**Act**") to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("**Rights**") up to a maximum aggregate nominal amount of £2,659,763 and this authority will (unless renewed, revoked or varied by the Company in general meeting) expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 but the Company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority expires and the Directors may allot shares or grant Rights pursuant to such offer or agreement as if the authority conferred hereby had not expired, such authority to be in substitution for any existing authorities conferred on the Directors pursuant to section 551 of the Act.
7. That, conditional on the passing of Resolution 6, the Directors, and any committee to which the Directors delegate relevant powers, be and they are hereby generally 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 by Resolution 6 above as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be in substitution for any previous powers conferred on the Directors pursuant to section 570 of the Act and shall be limited to:

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- a. the allotment of equity securities in connection with an issue in favour of the holders of ordinary shares of the Company in proportion (as nearly as may be) to their respective holdings of ordinary shares, subject only to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange in any territory; and
- b. the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £1,595,858, and the power hereby granted shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 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 but otherwise in accordance with the foregoing provisions of this power in which case the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.



Chairman

29 September 2023

REGISTERED OFFICE:
Prince Frederick House
35-39 Maddox Street
London
W1S 2PP