

**85 Great Portland Street**

**First Floor**

**London W1W 7LT**

**Ph: 07512335646**

**Email:** **info@guardianmetalsplc.com**

15 August 2025

**Annual General Meeting**

The 2025 Annual General meeting was held today the 15th August, at which all resolutions were passed.

**GUARDIAN METALS PLC**

 **Notice of Annual General Meeting 2025**

The Annual General Meeting of Guardian Metals Plc will be held on Friday 15th August 2025 at 1600hrs. at the offices of Watson Farley & Williams LLP, 4th Floor, 15 Appold Street, London, EC2A 2HB.

A Form of Proxy accompanies this notice and is available separately on the Company website. You are reminded that to be valid, forms of proxy must be received by our Registrar at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA by no later than 1600hrs. on Wednesday 13th August 2025. Alternatively, the form of proxy can be scanned as a PDF file and sent by email to ProxyVotes@equiniti.com by no later than the time specified above.

Should you have any queries on this notice, please contact our Registrars, Equiniti, on +44 371 384 2030. Lines open 8.30 a.m. to 5.30 p.m. (Monday to Friday excluding public holidays in England and Wales)

F Jackson
Company Secretary

**GUARDIAN METALS PLC**

*(Incorporated and registered in England and Wales with registered number 06370792)*

**Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting (“Annual General Meeting”) of Guardian Metals Plc (the "Company") will be held at the offices of Watson Farley & Williams LLP, 4th floor, 15 Appold Street, London EC2A 2HB at 1600hrs on Friday 15th August 2025 in order to consider and, if thought fit, pass the following resolutions, numbers 1 to 5 which will be proposed as Ordinary Resolutions and number 6 , which will be proposed as a Special Resolution:

**ORDINARY RESOLUTIONS**

1. To receive the Company’s annual report and accounts for the financial year ended 31 December 2024.

2.To re-elect Erick Pegot-Ogier who was appointed a director on 12th February 2025 and, being eligible, offers himself for re-election, as a director of the Company.

3. To re-appoint Crowe UK LLP as the Company’s auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which the accounts are laid before the Company and to grant authority to the directors to determine the auditor's remuneration.

4. That the directors of the Company are authorised to consolidate every 1,000 ordinary shares of £0.000001 each in the capital of the Company as at 1400hrs . on 12th August 2025 (or such other time and date as the directors of the company may determine) (the **"Existing Ordinary Shares")** into one new ordinary share of £0.001 having the same rights as the Existing Ordinary Shares.

5 That the directors be and are hereby generally and unconditionally authorised (in substitution for any specific or general authority previously conferred on them but without prejudice to the allotment of securities under any such previous authority pursuant to any offer or agreement made prior to the date this resolution is passed) to exercise all the powers of the company to allot shares in the company or to grant rights to subscribe for, or to convert any security into, shares in the company, in accordance with section 551 of the Companies Act 2006 (“the Act”), up to an aggregate nominal amount of £30,000 to such persons and at such times and on such terms as they think proper, PROVIDED THAT this authority shall expire on the earlier of the conclusion of the next annual general meeting of the company after the passing of this resolution and a date being 18 months after 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 the relevant securities to be allotted after such expiry and the directors may allot Relevant Securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

**SPECIAL RESOLUTION**

6. That, subject to the passing of resolution 5 the directors be and are hereby empowered, pursuant to section 570 of the Act, to allot:

a. equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by resolution 4 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities pursuant to an offer or issue by way of rights, open offer or other pre-emptive offer:

1. to the holders of Ordinary Shares of the Company and other persons entitled to participate therein in proportion (as nearly as may be practicable) to their respective holdings; and
2. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

b. (otherwise than pursuant to paragraph 5a above) equity securities up to an aggregate nominal amount of £30,000

The power granted by this resolution will expire on the date which is 18 months after the date on which this resolution is passed or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that 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 may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

By order of the Board

F Jackson
Company Secretary

15th July 2025

**Explanatory Notes on the Resolutions proposed at the Annual General Meeting**

The following notes give an explanation of the proposed Resolutions. Resolutions 1 to 5 will be proposed as ordinary resolutions and will be passed if a simple majority of shareholders’ votes cast are in favour of the resolutions. Resolution 6 will be proposed as a special resolution and will require, at least three-quarters of the votes cast to be in favour of the resolution.

### Resolution 1 – Report and accounts

The first item of business is the receipt by the shareholders of the annual report and accounts of the Company for the year ended 31 December 2024. The Directors’ report, the strategic report, and the accounts and the report of the Company’s auditors on the accounts are contained within the Annual Report.

### Resolutions 2 - Directors Re-appointment

Resolution 2 is a resolution for the re-election of a director. Article 112 of the Articles of Association of the Company require that any director appointed during the year must retire at the next Annual General Meeting and offer themselves for re-election. The Board has no hesitation in recommending the re-election of Mr Pegot-Ogier. The Board believes that he brings considerable and wide-ranging skills and experience to the Board as a whole and continues to make an effective and valuable contribution to the deliberations of the Board. He has continued to perform effectively and demonstrate commitment to his role.

### Resolution 3 – Re-appointment of the auditor

The Company’s auditor is required to be reappointed at each general meeting at which accounts are presented. This resolution proposes, on the recommendation of the Board, the re-appointment of Crowe UK LLP as auditor to the Company until the conclusion of the next general meeting of the Company at which the accounts are laid. The resolution also seeks shareholder consent for the directors to determine the auditor’s remuneration,

**Resolution 4.** is an Ordinary Resolution. The present number of shares in issue is 26,380,489,888 of £0.000001. This is an impractical number of shares as the company moves forward to develop the new projects, for which it will be raising new capital by way of loans and other instruments with equity rights, and possibly listing on a bourse. The value per share is also impracticably low. The directors therefore recommend this consolidation as a means of reducing the number of shares in issue, and increasing the value per share.

**Resolution 5** as an Ordinary Resolution and Resolution 6 as a Special Resolution – Allotment of Shares.

In the ensuing year, the company will be seeking to raise capital with which to develop the Copper Bay Ltd Chanaral copper tailings project. Part of this will involve the issue of ordinary shares.

The requirement on companies to obtain shareholder authorisation of powers both for the general allotment of new shares and any disapplication of preemption rights is embodied in law.

Resolution 5, is proposed as an ordinary resolution as required in the Companies Act 2006, to obtain shareholder authorisation for the directors to allot new shares as a part of raising new capital for the company.

**Resolution 6**, is proposed as a special resolution as required by the Companies Act 2006, to seek shareholders agreement to disapply the pre-emption rights they hold as shareholders, over any shares issued under the authority given under resolution 5.