



**GUARDIAN
METALS PLC**

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18 December 2025

Dear Shareholder,

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document and /or the action you should take, you are recommended to immediately seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or transferred or otherwise intend to sell or transfer all of your shares in Guardian Metals Plc prior to the General Meeting to be held on Tuesday 6th January 2026 at 1530hrs, please forward this document, together with the accompanying documents, as soon as possible either to the intended purchaser or transferee or to the person through whom the sale or transfer was or is to be effected for transmission to the intended purchaser or transferee.

Guardian Metals Plc – Notice of General Meeting

A General Meeting of Guardian Metals Plc will be held on Tuesday 6th January 2026 at 1530hrs 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 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 1530hrs on 2nd January 2026. 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 GENERAL MEETING

Notice is hereby given that a General Meeting ("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 1530hrs on Tuesday 6th January 2026 in order to consider and, if thought fit, pass the following resolutions. Each resolution will be proposed as a Special Resolution:

SPECIAL RESOLUTIONS

1. That the name of the company be changed to Halo Minerals PLC.
2. That with effect from the conclusion of the General Meeting the draft Articles of Association produced to the General Meeting be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association.

By order of the Board

F Jackson
Company Secretary
18 December 2025

EXPLANATORY NOTES ON THE RESOLUTIONS TO BE PROPOSED AT THE GENERAL MEETING

The following notes give an explanation of the proposed Resolutions. Resolutions 1 and 2 will each be proposed as a special resolution and will require, at least three-quarters of the votes cast to be in favour of each resolution.

Resolution 1 – Change of Name

The Board of Directors is proposing to apply for a listing of the Company's entire issued share capital on the AIM market of the London Stock Exchange ("AIM"). This is expected to take place in March 2026. This rebranding underscores our renewed focus on producing key strategic and battery metals through the reprocessing of low-risk, metal rich, surface accumulated legacy mining waste projects, contributing to the development of circular economies in the production and consumption of critical minerals. The Company ultimately has the potential to redefine sustainable mining, working with the communities where we operate to the benefit of all our stakeholders, and become a mining company for change. It is therefore proposed that the name of the Company be changed to Halo Minerals PLC.

Subject to the resolution being passed the change of name will be effective from the date Companies House issues a certificate of incorporation on change of name.

Resolution 2 – Adoption of new Articles of Association

As it is expected that the Company's share capital will be admitted to trading on AIM it is necessary to amend the existing Articles of Association to comply with the requirements and rules of AIM. Rather than amend a number of provisions within the existing Articles of Association, the Board has concluded that it is more comprehensible to adopt new Articles of Association.

A copy of the Company's existing Articles of Association and proposed new Articles of Association marked to show all the changes will be available for inspection on the Company's web site (<https://guardianmetalsplc.com/>) from the date of this notice until the close of the General Meeting. The proposed new Articles of Association will also be available for inspection at the General Meeting at least 15 minutes prior to the start of the General Meeting and up until the close of the General Meeting.

APPOINTMENT OF PROXIES

If you hold Ordinary Shares in the Company, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the General Meeting. A form of proxy is included with this Notice. You can only appoint a proxy using the procedures set out in these notes. A proxy does not need to be a member of the Company, but must attend the General Meeting to represent you.

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.

Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the register of members of the Company as at 1830 on Friday 2nd January 2026 shall be entitled to attend and vote at the General Meeting in respect of the number of shares registered in their name at such time. If the General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is 48 hours preceding the date fixed for the adjourned meeting (excluding non-business days and bank holidays). Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.

As at 1800hrs on Tuesday 16th December 2025 (being the latest practicable date prior to the publication of this document), the Company's ordinary share capital consists of 85,096,862,701 Ordinary Shares of 0.0001 pence each, with no shares held in treasury. Therefore, the total voting rights in the Company as at 1800hrs on 16th December 2025 is 85,096,862,701.

Delivery of proxy forms

To appoint a proxy using the form of proxy, the form must be completed and signed, sent or delivered to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA and received by Equiniti Limited by close of business on Friday 2nd January 2026).

In the case of a member which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company and must state the capacity in which the proxy acts on behalf of such company.

In the case of a member holding its shares in the Company through a nominee company, any proxy must hold a corporate representative letter from such nominee company.

Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.

To be entitled to vote at the meeting (and for the purpose of determining the number of votes you may cast), you must be entered on the Company's Register of Members as at 1830 on 2nd January 2026, or, if the meeting is adjourned, you must be entered on the Company's Register of Members no later than 1800hrs (UK time) on the day being two days (excluding non-working days) prior to the day of the adjourned meeting. Changes to entries on the register after 1830 on Friday 2nd January 2026 shall be disregarded in determining the right of any person to attend or vote at the General Meeting.

Appointment of proxy by joint members

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the -named being the most senior).

Changing proxy instructions

To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Please note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrar's office. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

Such revocation notice must be received by the Company no later than 1530hrs on 2nd January.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not usually preclude you from attending the General Meeting and voting in person, replacing your proxy.

CREST proxy appointment

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy instruction service may do so for the General Meeting and any adjournment thereof by using the procedure described in the CREST manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service providers, should refer to their CREST sponsors or voting service providers, who will be able to take the appropriate action on their behalf.

For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a "CREST proxy instruction") must be properly authenticated in accordance with Euroclear UK & International ("EUI") specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) no later than 1530hrs on 2nd January or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In connection thereto, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Proxymity

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar, Equiniti Limited. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 1530hrs on Friday 2nd January 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

Corporate representatives

A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Voting

At the General Meeting, all resolutions will be voted on by way of a poll. On a vote by poll, every ordinary shareholder has one vote for every ordinary share of which he/she is the holder.

If any votes are counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the relevant resolution unless it is pointed out at the General Meeting, or at an adjournment, and it is, in the opinion of the chairman of the General Meeting, of sufficient magnitude to vitiate the relevant resolution.

Documents available for inspection

A copy of the Company's existing Articles of Association and proposed new Articles of Association marked to show all the changes will be available for inspection during normal business hours at the Company's registered office up to the date of the General Meeting and at the place of the General Meeting from 15 minutes before the start of the meeting until conclusion of the meeting.

CONSOLIDATION OF SHARES

At the date of this notice there are 85,096,862,701 existing ordinary shares of 0.0001pence each in the capital of the Company in issue ("Existing Ordinary Shares"). The Directors consider that the number of Existing Ordinary Shares is unwieldly in volume so obtained shareholder approval at the 2025 annual general meeting held on the 15th August 2025 ("AGM"), to undertake a consolidation of its share capital ("Share Capital Consolidation"). The resolution passed at the AGM approved a consolidation of every 1000 Existing Ordinary Shares into 1 consolidated new ordinary share (together, the "New Ordinary Shares").

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication and posting to Shareholders of this document	18 th December 2025
Latest time and date for receipt of Forms of Proxy	1530hrs on 2 nd January 2026
General Meeting	1530hrs on 6 th January 2026
Change of name to Halo Minerals PLC	Subject to the resolution being passed the change of name will be effective when Companies House issues a certificate of incorporation on change of name.
Record Date for the Share Capital Consolidation and disablement of the existing ISIN	1800hrs on 6 th January 2026
CREST accounts credited with the New Ordinary Shares under the New Ordinary Share ISIN	7 th January 2026
New Ordinary Share ISIN published on the Company's web site	7 th January 2026
Despatch of definitive certificates for New Ordinary Shares bearing the name Halo Minerals PLC	17 th January 2026

Notes:

1. Each of the above times and/or dates is subject to change at the absolute discretion of the Company.
2. If any of the above times and/or dates should change, the revised times and/or dates will be announced through a Regulatory Information Service.

3. All of the above times refer to London time unless otherwise stated.

THE SHARE CAPITAL CONSOLIDATION

The Share Capital Consolidation comprises the consolidation of every 1000 Existing Ordinary Shares of 0.0001 pence into one New Ordinary Share with a nominal value of 0.1 pence.

Shareholders may hold at the Record Date a number of Existing Ordinary Shares that is not exactly divisible by the consolidation ratio. The result of the Share Capital Consolidation will be that such Shareholders would be left with a fractional entitlement to a resulting New Ordinary Share. Any such fractions as a result of the Share Capital Consolidation will be disregarded.

The rights attaching to the New Ordinary Shares will be identical in all respects to those of the Existing Ordinary Shares, including voting, dividend, return of capital and other rights.

The ISIN Code for the New Ordinary Shares will be published on the company website (<https://guardianmetalsplc.com/>).

Shareholders who hold Existing Ordinary Shares in uncertificated form will have such shares disabled in their CREST accounts on the Record Date, and their CREST accounts will be credited with the New Ordinary Shares in accordance with the timetable detailed above, or revised dates as advised by the Company.

Existing share certificates will cease to be valid following the Record Date of the Share Capital Consolidation. New share certificates in respect of the New Ordinary Shares, bearing the name Halo Minerals PLC, are expected to be issued by first class post at the risk of the Shareholder by 17th January 2026 in line with the above timetable.

Following the Share Capital Consolidation, all mandates and other instructions, including communication preferences given to the Company by Shareholders and in force at the Record Dates shall, unless and until revoked, be deemed to be valid and effective mandates or instructions in relation to the New Ordinary Shares.