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If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the Notice of General Meeting enclosed with this document, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The Directors (whose names and functions appear on page 3 of this document) and the Company (whose registered office appears on page 3 of this document) accept responsibility, both collectively and individually, for the information contained in this document and compliance with the AIM Rules. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This document contains no offer of transferable securities to the public within the meaning of section 102B of the FSMA, the CA 2006 or otherwise and does not constitute or form part of any offer, invitation or solicitation to purchase, subscribe for, sell or issue any ordinary shares or any other securities in the Company or to otherwise engage in any investment activity in any jurisdiction in which the same is unlawful, nor shall it, or any part of it, or the fact of its distribution, form the basis of, or be relied in connection with, any contract therefore. Any failure to comply with these restrictions may constitute a violation of applicable securities laws in such jurisdictions. Accordingly, this document does not constitute a prospectus within the meaning of section 85 of the FSMA and has not been drawn up in accordance with the Prospectus Rules and has not been, and will not be, approved by or filed with the UK Financial Conduct Authority or any other competent authority.

KAZERA GLOBAL PLC

(Incorporated in England and Wales with registered number 05697574)

Authority to allot new Ordinary Shares and disapplication of pre-emption rights

Notice of General Meeting

This document should be read in its entirety. Your attention is drawn to the letter from the Chairman of the Company set out in this document which contains the Directors' unanimous recommendation that you should vote in favour of the Resolutions to be proposed at the General Meeting, as they will do in respect of their own holdings of Ordinary Shares in the Company.

Notice of a General Meeting of Kazera Global Plc ("**Company**" or "**Kazera**") to be held at 33 St James' Square, London SW1Y 4JS on 25 September 2024 at 12 noon is enclosed with this document.

You are therefore urged to complete a valid proxy instruction so as to arrive as soon as possible and in any event not later than 12 noon on 23 September 2024 (or 48 hours before the time fixed for any adjournment of the General Meeting).

You will not receive a form of proxy for the General Meeting in the post. Instead, you will be able to vote online. Alternatively, you may request a hard copy proxy form directly from the registrars, Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL (telephone number: 0371 664 0391; email: shareholderenquiries@linkgroup.co.uk) should you wish to forward one to the Company by post.

A copy of this document is available at the Company's website, www.kazeraglobal.com. Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website is incorporated in, or forms part of, this document.

CONTENTS

	Page
Directors and advisers	3
Expected timetable and principal events	4
Definitions	5
Letter from the Chairman	6
Notice of General Meeting	8
Notes to the Notice of General Meeting	10

DIRECTORS AND ADVISERS

Directors	John Wardle Dennis Edmonds Geoffrey Eyre Peter Wilson Gerard Kisbey-Green	<i>Chairman</i> <i>Chief Executive Officer</i> <i>Non-Executive Director</i> <i>Non-Executive Director</i> <i>Non-Executive Director</i>
Company Secretary	David Taylor	
Registered Office	33 St James' Square London SW1Y 4JS	
Nominated & Financial Adviser and Joint Broker	Cavendish Capital Markets Limited One Bartholomew Close London EC1A 7BL United Kingdom	
Solicitors to the Company as to English law	Kuit Steinart Levy LLP 3 St Mary's Parsonage Manchester M3 2RD United Kingdom	
Auditors	PKF Littlejohn LLP 15 Westferry Circus London E14 4HD United Kingdom	
Registrars	Link Group Central Square 29 Wellington Street Leeds LS1 4DL	

EXPECTED TIMETABLE OF EVENTS

Publication of this document	4 September 2024
Latest time and date of receipt of Form and Proxy	12 noon on 23 September 2024
General Meeting	12 noon on 25 September 2024

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

“AIM”	the AIM Market operated by the London Stock Exchange;
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange;
“CA 2006”	the Companies Act 2006;
“Company”	Kazera Global Plc, a company incorporated in England and Wales with registered number 05697574, with its registered office at 33 St James’ Square, London, SW1Y 4JS;
“Directors” or the “Board”	The directors of the Company whose names are set out on page 3 of this document, or any authorised committee thereof;
“FCA”	the Financial Conduct Authority;
“FSMA”	the Financial Services and Markets Act 2000 (as amended);
“General Meeting”	the general meeting of the Company convened for 12 noon on 25 September 2024 at 33 St James’ Square, London, SW1&Y 4JS or any reconvened meeting following any adjournment thereof, notice of which is set out in the Notice of General Meeting;
“Group”	the Company, its subsidiaries and its subsidiary undertakings;
“London Stock Exchange”	London Stock Exchange plc;
“Notice of General Meeting”	the notice convening the General Meeting which is enclosed with this document;
“Ordinary Share(s)”	ordinary share(s) of £0.001 each in the capital of the Company;
“Prospectus Rules”	the Prospectus Rules published by the FCA under section 73A of FSMA;
“Resolutions”	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting;
“Shareholder(s)”	registered holder(s) of Ordinary Shares;
“UK”	the United Kingdom of Great Britain and Northern Ireland.

LETTER FROM THE CHAIRMAN KAZERA GLOBAL PLC

(Incorporated and registered in England & Wales with registered number 05697574)

To the Shareholders and, for information only, to the holders of warrants and options

4 September 2024

Dear Shareholder,

Authority to allot new Ordinary Shares and disapplication of pre-emption rights Notice of General Meeting

1. Introduction and summary

Further to the Company's announcement on 7 August 2024, in order to comply with the terms and conditions of the loan agreements with Richard Jennings and Tracarta Limited, the directors are required to seek authorisation from shareholders to allot equity securities on a non-pre-emptive basis under the Companies Act 2006 and the Company's Articles of Association.

In addition, the directors are seeking approval to have an appropriate level of authority to enable it to award share options, and issue Ordinary shares or warrants to meet its contractual obligations without having to incur the costs of calling additional general meetings.

2. The General Meeting

The Company is seeking the requisite authorities to issue new Ordinary Shares under Resolutions 1 and 2 at the General Meeting to be held at 12 noon on 25 September 2024.

Specifically, the Company is seeking the requisite authorities to issue new Ordinary Shares or to grant the right to subscribe for or to convert any security into new Ordinary Shares up to an aggregate nominal amount of £166,086 in Resolution 1 and to do so on a non-pre-emptive basis under Resolution 2 (the "Authorities").

If approved, the Authorities will expire 15 months from the date of this General Meeting or sooner if substituted by a new authority at the next annual general meeting of the Company.

The Authorities, if approved, would empower the Directors to allot securities having up to the same nominal value as approximately 17.73% of Company's issued share capital as at the date of this document without the need to follow a statutory pre-emption procedure.

If approved, the directors intend to immediately:

- grant warrants over 84,975,000 Ordinary shares to Richard Jennings and Tracarta Limited in fulfilment of their obligations under the loan agreements entered into with each of them on 3 August 2024 and as announced on 9 August 2024, and
- issue 27,110,947 Ordinary shares to Tectonic Gold Plc in respect of the acquisition of shares in Whale Head Minerals Pty Ltd and Deep Blue Minerals Pty Ltd, as previously announced on 7 August 2024.

In addition, the Company will consider the award of share options to certain directors.

Enclosed with this document is the Notice of General Meeting to be held at 33 St James' Square, London, SW1Y 4JS, on 25 September 2024 at 12 noon, at which the following Resolutions will be proposed:

Resolution 1, which will be proposed as an ordinary resolution, is to authorise the allotment of equity securities or rights to subscribe or to convert securities into shares;

Resolution 2, which will be proposed as a special resolution and conditional on the passing of Resolution 1, is to authorise the allotment of equity securities on a non-pre-emptive basis.

You should read the above summary in conjunction with the Resolutions set out in the Notice of General Meeting at the end of this document.

3. Action to be Taken – Proxy Voting

The Board encourages Shareholders to submit proxy votes electronically through the website of our registrar, Link Group, at <https://investorcentre.linkgroup.co.uk>. The electronic submission of proxy must be received at least 48 hours (excluding non-working days) before the time of the General Meeting. To vote online you will need to log in to your Link Investor Centre account or register if you have not already done so and you will require your investor code. Once registered, you will be able to vote immediately.

Further information regarding the appointment of proxies and online voting can be found in the notes to the Notice of General Meeting.

If you are in any doubt as to the action you should take, you are recommended to seek immediately your own independent financial advice from your stockbroker, bank, legal adviser, accountant or other appropriate independent financial adviser.

We strongly encourage Shareholders to participate in the General Meeting by submitting any questions on the business of the meeting and resolutions in advance by e-mail to: info@kazeraglobal.com (marked for the attention of the Company Secretary). We will endeavour to publish certain of these questions and answers on our website after the meeting. Shareholders should note that for various regulatory reasons the Directors may not be able to respond to every question.

The Board will keep the situation under review and will advise any further necessary changes to the General Meeting via regulatory announcements and on our website.

Further information regarding the appointment of proxies and online voting can be found in the notes to the Notice of General Meeting.

4. Related party transaction

As set out in the Company's announcement of 9 August 2024, the issue of the loan and grant of warrants was considered to be a related party transaction pursuant to Rule 13 of the AIM Rules. Richard Jennings, together with his connected person C A Jennings, is regarded as a related party of the Company as defined by the AIM Rules due to his classification under the AIM Rules as a Substantial Shareholder.

5. Recommendation

The Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting.

Yours faithfully,

John Wardle
Non-Executive Chairman
Kazera Global Plc

NOTICE OF GENERAL MEETING
KAZERA GLOBAL PLC

(Incorporated in England and Wales with registered number 05697574)

NOTICE IS HEREBY GIVEN THAT the General Meeting of Kazera Global Plc (the **Company**) will be held at 33 St James' Square, London SW1Y 4JS at 12 noon on 25 September 2024 to consider and, if thought fit, passing the following Resolutions, of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution.

In this Notice words and defined terms shall have the same meanings as words and defined terms in the Circular to which this Notice is attached.

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the CA 2006, the Directors or a duly constituted committee of the Directors be generally and unconditionally authorised to allot or grant rights to subscribe for or to convert any security into Ordinary Shares in the Company (**Rights**) up to an aggregate nominal amount of £166,086, provided that this authority shall, unless renewed, varied or revoked by the Company, expire 15 months from the date of this General Meeting, or if earlier, at the end of the next annual general meeting of the Company, subject to this authority being substituted by a similar authority at that meeting, save that the Company may, before such expiry, make an offer or agreement which would or might require Ordinary Shares to be allotted or Rights to be granted and the Directors may allot Ordinary Shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

2. **THAT**, subject to the passing of Resolution 1, and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined by section 560 of the CA 2006) for cash, pursuant to the authorities conferred by Resolution 1 as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to:
 - a) the allotment or grant of equity securities specified in Resolution 1;
 - b) the allotment of equity in connection with an offer of equity securities:
 - (i) to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) 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 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
 - c) the allotment of equity securities to any person up to an aggregate nominal amount of £166,086.

The authority granted by this Resolution will expire 15 months from the date of this General Meeting or earlier if substituted by a new authority granted at the next annual general meeting of the Company, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after the authority expires and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority had not expired.

This Resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561 of the CA 2006 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

David Taylor
Company Secretary
4 September 2024

KAZERA GLOBAL PLC

NOTES TO THE NOTICE OF GENERAL MEETING

The following notes explain your general rights as a shareholder and your right to attend and vote at this General Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), Shareholders must be registered in the Register of Members of the Company at close of business on 23 September 2024. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
2. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights. A Shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that Shareholder. A proxy need not be a Shareholder of the Company but must attend the General Meeting in order to represent you. Your proxy must vote as you instruct and must attend the General Meeting for your vote to be counted.
3. 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 first named being the most senior).
4. 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.
5. You can vote:
 - via the Link Investor Centre app, or by logging on to <https://investorcentre.linkgroup.co.uk> and following the instructions (see below);
 - you may request a hard copy form of proxy directly from the registrars, Link Group via email at shareholderenquiries@linkgroup.co.uk or on Tel: 0371 664 0391. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL by 12.00 noon on 23 September 2024.

Link Investor Centre is a free app for smartphone and tablet provided by Link Group (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep



your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Link Investor Centre via a web browser at: <https://investorcentre.linkgroup.co.uk/Login/Login>.

6. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
7. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in notes 8-10 below) will not prevent a shareholder from attending the General Meeting and voting in person if he/she wishes to do so.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting (and any adjournment of the General Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 12.00 noon on 23 September 2024. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application 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.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. 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 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 this connection, CREST members and, where applicable, their CREST sponsors or voting system 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.
11. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
12. As at 2 September 2024 (being the latest practicable business day prior to the publication of this Notice of General Meeting), the Company's ordinary issued share capital consists of 936,599,523 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 2 September 2024 were 936,599,523.
13. Under Section 527 of the CA 2006, Shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the CA 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the CA 2006. Where the Company is required to place a statement on a website under Section 527 of the CA 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the General Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the CA 2006 to publish on a website.

14. You may not use any electronic address (within the meaning of Section 333(4) of the CA 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
15. A copy of this Notice of General Meeting, and other information required by Section 311A of the CA 2006, can be found on the Company's website at www.kazeraglobal.com.