

GREENROC MINING PLC

(Registered in England and Wales with the company number **13273964**)

NOTICE OF AN ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of GreenRoc Mining plc (the “**Company**”) will be held at the Company’s registered offices at 6th Floor, 60 Gracechurch St, London EC3V 0HR on Friday 12 May 2023 at 11 a.m to consider and, if thought fit, pass the following resolutions. Resolutions 1 to 10 will be proposed as ordinary resolutions and Resolution 11 will be proposed as a special resolution.

Ordinary Resolutions

1. That the Annual Financial Report of the Company for the period ended 30 November 2022 be received.
2. That Stefan Bernstein be re-appointed as a Director of the Company.
3. That Mark Austin be re-appointed as a Director of the Company.
4. That Lars Brunner be re-appointed as a Director of the Company.
5. That George Frangeskides be re-appointed as a Director of the Company.
6. That Mark Rachovides be re-appointed as a Director of the Company.
7. That Jim Wynn be re-appointed as a Director of the Company.
8. That PKF Littlejohn LLP be re-appointed as auditor of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.
9. That the Directors be authorised to determine the remuneration of the auditor.
10. That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (“the Act”), in substitution for all previous powers granted to them, to exercise all the powers of the Company to allot and make offers to allot relevant securities (within the meaning of the Act) up to an aggregate nominal amount of £125,000 provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2024 save that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

Special Resolution

11. THAT the Directors be and they are hereby authorised 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 10 above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:-
 - (a) the allotment of equity securities in connection with an issue in favour of shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (or as nearly as may be practicable) to the respective number of Ordinary Shares in the capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange, in any territory;
 - (b) the allotment of equity securities arising from the exercise of options or the conversion of any other convertible securities outstanding at the date of this resolution; and
 - (c) the allotment (otherwise than pursuant to sub-paragraph (a) and (b) above) of further equity securities up to an aggregate nominal amount of £125,000,

provided that this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire at the conclusion of the Annual General Meeting of the Company to be held in 2024. 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 are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

BY ORDER OF THE BOARD

S Zulafqar
Company Secretary
6 April 2023

6th Floor
60 Gracechurch St
London EC3V 0HR

Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint another person (who need not be a member of the Company) to exercise all or any of his or her rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him or her.
2. Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated. Shareholders are encouraged to appoint the Chair of the Meeting as their proxy to exercise all or part of their rights to vote on their behalf at the Meeting. 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).
3. An appointment of proxy is provided with this notice and instructions for use are shown on the form. In order to be valid, a completed appointment of proxy must be returned to the Company by one of the following methods:
 - 3.1 by logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions;
 - 3.2 by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice; or
 - 3.3 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 5 below.

and in each case must be received by the Company not less than 48 hours before the time fixed for the meeting (excluding any non-business days and bank holidays).

Please note that any electronic communication sent to our registrars in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted.

4. To change your proxy instructions, you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrars, Share Registrars Limited. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
5. Appointment of proxies via CREST
 - 5.1 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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.
 - 5.2 In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear & International's 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, in order to be valid, must be transmitted so as to be received by the Company's agent (ID 7RA36) by the latest time for receipt of proxy appointments specified in the notice of 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.
 - 5.3 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.
 - 5.4 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear & International 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 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
6. Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001 and paragraph 18(c) of The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members 48 hours before the time of the Meeting shall be entitled to attend and vote at the Meeting. In calculating the period of 48 hours mentioned above, no account shall be taken of any part of a day that is not a working day.

7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
8. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting, but no such answer need be given if:
 - 8.1 to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - 8.2 the answer has already been given on the Company's website in the form of an answer to a question; or
 - 8.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Explanatory notes on the resolutions to be proposed at the 2023 AGM of GreenRoc Mining Plc

Resolutions 1 to 10 will be proposed as ordinary resolutions requiring the approval of more than 50% of the votes cast at the meeting and Resolution 11 will be proposed as a special resolution requiring the approval of at least 75% of the votes cast at the meeting.

Annual Financial Report (Resolution 1)

Shareholders are being asked to receive the Annual Financial Report of the Company for the period ended 30 November 2022.

Re-election of Directors (Resolution 2 to 7)

Under clause 25.2 of the Company's Articles of Association, any director who has been appointed by the Board since the last annual general meeting must retire from office, accordingly Mr Stefan Bernstein offers himself for re-election. In accordance with best practice and good corporate governance the rest of the Board have agreed to stand for re-election. Biographies of each of the Directors are set out in the Annual Financial Report of the Company for the period ended 30 November 2022.

Auditor (Resolutions 8 and 9)

Resolution 8 seeks shareholders' authorisation to re-appoint PKF Littlejohn LLP as the Company's auditor to hold office until the next Annual General Meeting of the Company. Resolution 9 seeks shareholders' authorisation for the Directors to determine the auditor's remuneration.

Authority to Allot Shares (Resolution 10)

As required by the Companies Act 2006 (the "Act"), this Resolution, to be proposed as an Ordinary Resolution, relates to the grant to the Directors of authority to allot unissued Ordinary Shares until the conclusion of the Annual General Meeting to be held in 2024, unless the authority is renewed or revoked prior to such time. If approved, this authority is limited to a maximum of approximately 90 per cent. of the current issued share capital of the Company as at the date of this notice.

In order to enable the Company to take advantage of opportunities that may arise in the sector in which it operates, the Board believes it is important to put in place further authorities now to enable it to raise funds through the allotment of shares at short notice. Passing this Resolution will retain the Directors' flexibility to act in the best interests of the Company and shareholders, so that when opportunities that benefit the Company arise, the Directors can issue new Ordinary Shares without the need to incur the cost and delay of convening a general meeting of the Company to seek specific authority for each allotment.

Disapplication of Pre-Emption Rights (Resolution 11)

The Act requires that if the Directors decide to allot unissued Ordinary Shares in the Company, the shares proposed to be issued be first offered to existing shareholders in proportion to their existing holdings in accordance with the provisions of Section 561(1) of the Act. This is known as shareholders' pre-emption rights. However, to act in the best interests of the Company, the Directors may require flexibility to allot shares for cash on a non pre-emptive basis. Therefore, this Resolution, to be proposed as a Special Resolution, seeks authority to enable the Directors to allot equity securities on a non pre-emptive basis up to a maximum of approximately 90 per cent. of the current issued share capital of the Company as at the date of this notice. This authority expires at the conclusion of the Annual General Meeting to be held in 2024.

In proposing this Resolution, the Directors consider that it is in the best interests of the Company and shareholders that the Directors retain their flexibility to allot some shares without having to offer them to existing Shareholders first.