

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have recently sold or transferred all of your shares in Great Southern Copper Plc, please send this notice and the accompanying documents as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

GREAT SOUTHERN COPPER PLC

Incorporated in England and Wales under the Companies Act 2006 with registered number 12497319

Notice of Annual General Meeting

Notice of the 2024 Annual General Meeting of Great Southern Copper Plc (**Company**) to be held at Gowling WLG LLP, 4 More London, Riverside, London, SE1 2AU on Monday 9 September 2024 at 10:00 a.m. is set out on pages 3 to 4 of this document.

The action to be taken by shareholders in respect of the Annual General Meeting is set out on pages 5 to 8 of this document.

A form of proxy for use at the Annual General Meeting is enclosed and, to be valid, should be completed and returned in accordance with the instructions printed on the form so as to be received by the Company's Registrar, Share Registrars Limited at 3 Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX by no later than 10:00 a.m. on Thursday 5 September 2024.

CHAIRMAN'S LETTER



13 August 2024

Dear shareholder,

Annual General Meeting

I am pleased to be writing to you with details of our Annual General Meeting which we are holding at Gowling WLG LLP, 4 More London, Riverside, London, SE1 2AU on Monday 9 September 2024 at 10:00 a.m. The formal notice of Annual General Meeting (Notice) is set out on pages 3 and 4 of this document.

Shareholders not intending to attend the Annual General Meeting in person may submit a Form of Proxy, either by completing and returning the hard copy Form of Proxy or, alternatively, by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions, in each case in advance of the Annual General Meeting. In order to ensure that each shareholder's vote counts, the Board recommends that shareholders appoint the Chairman of the Annual General Meeting as their proxy to vote on their behalf. If you hold your shares in the Company in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting service in accordance with the CREST Manual (please also refer to the accompanying notes to the Notice of the Annual General Meeting set out on pages 5 to 8 of this document).

An explanation of the business to be considered at this year's Annual General Meeting appears on pages 9 and 10 of this document.

Recommendation

The directors of the Company consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings currently amounting to 4.68 per cent of the issued share capital of the Company.

The results of the voting on all resolutions will be announced via the Regulatory News Service and published on our website as soon as practicable following the conclusion of the AGM.

Yours sincerely

Charles Bond

Chairman

GREAT SOUTHERN COPPER PLC

Registered office: Salisbury House, London Wall, London EC2M 5PS
Registered number: 12497319

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Great Southern Copper plc (the "Company") will be held at Gowling WLG LLP, 4 More London, Riverside, London, SE1 2AU on 9 September 2024 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions in the cases of resolutions 1 - 6 and as special resolutions in the case of resolutions 7 and 8.

The notes and proxy form accompanying this Notice of Annual General Meeting are incorporated in, and comprise part of, this Notice and should be read in conjunction with it.

ORDINARY RESOLUTIONS

- 1 To receive the audited financial statements of the Company for the year ended 31 March 2024 and the reports of the Directors' and Auditors' thereon.
- 2 To re-appoint Nicholas Briers, as a Director of the Company, who retires pursuant to Article 131 of the Articles of Association of the Company and, being eligible, offers himself for re-election.
- 3 To re-appoint Stuart Greene, as a Director of the Company, who retires pursuant to Article 131 of the Articles of Association of the Company and, being eligible, offers himself for re-election.
- 4 To re-appoint PKF Littlejohn LLP as auditors of the Company to act until the conclusion of the next Annual General Meeting and to authorise the Directors to determine the remuneration of the auditors.
- 5 To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) as set out in the Company's annual report and accounts for the year ended 31 March 2024.
- 6 That pursuant to Section 551 of the Companies Act 2006, as amended (the "Act"), the directors of the Company (the "Directors") be and are generally and unconditionally authorised to exercise all the powers of the Company to allot or grant relevant securities (within the meaning of Section 560 of the Act) in the Company up to an aggregate nominal amount of £6,399,583 being approximately one hundred and forty three per cent (143%) of the current issued share capital of the Company. This authority is in substitution for all other existing authorities and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (if earlier) except that the Directors may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted or granted after the expiry of such period and the Directors may allot grant relevant securities in pursuance of that offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

- 7 That, subject to the passing of resolution 6 above, the directors of the Company (the "Directors") be empowered pursuant to section 570 of the Companies Act 2006, as amended (the "Act") to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 6 above as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities as follows:

- (a) the allotment of equity securities in connection with any offer by way of rights or an open offer of relevant equity securities in connection with any offer by way of rights or an open offer of relevant equity securities where the equity securities respectively attributed to the interests of all holders of relevant equity securities are proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities which represent fractional entitlements or on account of either legal or practical problems arising in connection with the laws or requirements of any regulatory or other authority in any jurisdiction; and
- (b) otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £6,399,583 being approximately one hundred and forty three per cent (143%) of the current issued share capital of the Company.

This authority is in substitution for all other existing authorities and the powers conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on a date which is either 15 months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company but so that the company may at any time prior to such expiry make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired.

- 8 That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

If you are a registered holder of Ordinary Shares in the Company, whether or not you are able to attend the meeting, you may use the enclosed form of proxy to appoint a proxy to attend and vote on a poll on your behalf. A form of proxy is provided. The proxy form may be sent by mail to:

The Company Secretary
 Great Southern Copper plc
 c/o Share Registrars Limited
 3 The Millennium Centre
 Crosby Way
 Farnham, Surrey GU9 7XX

You can also register your vote(s) for the meeting by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions. In either case, the valid proxy must be received no later than 48 hours (excluding non-business days) before the time of the meeting, or any adjournment thereof.

Registered Office: c/o Druces LLP Salisbury House, London Wall London EC2M 5PS	By order of the Board MSP Corporate Services Limited Company Secretary
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13 August 2024

Notes to the Notice of General Meeting

Entitlement to attend and vote

1. 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.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

3. Details of how to appoint the Chairman of the Meeting as your proxy using the proxy form are set out in the notes to the proxy form.

4. You may not appoint more than one proxy to exercise rights attached to any one share.

5. 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 Meeting.

Appointment of proxy

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be completed and signed sent or delivered to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX and received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.

In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

You can also register your vote(s) for the Meeting by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions.

CREST members can utilise the CREST electronic proxy appointment service in accordance with the procedures set out in note 12 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by no later than 48 hours (excluding non-business days) before the time of the meeting, or any adjournment thereof.

Appointment of proxy by joint members

7. 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).

Changing proxy instructions

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

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 Share Registrars Limited on 01252 821 390.

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

9. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. 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.

In either case, the revocation notice must be received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to this paragraph, your proxy appointment will remain valid. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate Representative

10. A corporation that is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that they do not do so in relation to the same shares. A certified copy of the board resolution of the corporation appointing the relevant person as the representative of that corporation in connection with the Meeting must be provided to the Company's Registrars prior to the commencement of the Meeting.

Issued shares and total voting rights

11. As at 13 August 2024, the Company's issued share capital comprised 448,212,827 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 13 August 2024 is 448,212,827.

Communications with the Company

12. Except as provided above, members who have general queries about the Meeting should telephone Stephen Ronaldson on 020 7216 5585 or 07836233753 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of general meeting; or any related documents (including the proxy form), to communicate with the Company for any purposes

other than those expressly stated. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at <https://gsplc.com>.

CREST

13. 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(s) thereof by using 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.

In order for a proxy appointment or instruction 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 & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via euroclear.com/CREST).

The message, regardless of whether it relates to the appointment of a proxy or to 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: 7RA36) by the latest time(s) for receipt of proxy appointments specified above. 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 Euroclear UK & Ireland Limited 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 or 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 CREST 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.

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.

Nominated Persons

14. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who has been nominated to receive communications in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Website Publication of Audit Concerns

15. Under section 527 of the Companies Act 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 accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and

reports were laid in accordance with section 437 of the Act. 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 Act. Where the Company is required to place a statement on a website under section 527 of the Act, 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 Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

Explanation of resolutions

An explanation of each of the resolutions is set out below. Resolutions 1 to 6 are proposed as Ordinary Resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions 7 and 8 are proposed as Special Resolutions. This means that for each of those Resolutions to be passed, not less than 75% of the votes cast must be in favour of the Resolution.

Resolution 1: Annual Report and Accounts

The Directors are required to present to shareholders at the Annual General Meeting the Company's audited accounts and the Directors' and Auditor's reports for the year ended 31 March 2024. The accounts, the Directors' report and the Auditor's report on the accounts and on those parts of the Directors' remuneration report that are capable of being audited are contained within the Annual Report and Accounts for the year ended 31 March 2024.

Resolutions 2 - 3: Reappointment of Directors

The reappointment of directors, if approved, will take effect at the conclusion of the meeting. Separate Resolutions are proposed for each of these reappointments. Biographical details as at the date of this document of all the directors standing for reappointments by shareholders are set out below.

Nicholas Michael Briers - Non-Executive Director

Nicholas Briers BSc. Hons. Geography, Royal Holloway College, University of London, Nick has over 25 years of experience in financial markets. He was a Director of Corporate Broking at SI Capital and prior to that headed up Exchange Traded Derivatives sales desks at a number of tier 1 broking houses, most recently at Tullett Prebon, now TPICAP, the world's largest Inter Dealer Broker. Nick was formerly a Non-Executive Director of AMTE Power.

Stuart Greene - Non-Executive Director

Stuart Greene is a geologist and former Director of RMB Resources, the resource investment arm of First Rand Bank. He has sixteen years' experience working in southern Africa as a mine geologist and geological consultant with Western Areas gold mine, SRK Consulting, Knight Piesold, Venmyn Rand and others, followed by 14 years as a mining financier with RMB Resources in their London office. Whilst there, Stuart originated, evaluated and executed equity and debt financings for junior mining companies with projects at every stage of development from exploration through to production; for commodities that included gold, silver, copper, lead, zinc, nickel, diamonds, uranium and oil; and for project locations in North America, South America, Europe, Africa and SE Asia. He is currently a founding partner and director of Tanjun Capital Limited, the investment advisor to a mining credit fund, investing in junior and mid-tier mining companies

Resolution 4: Appointment of Auditor and Auditor's remuneration

The Company is obliged by law to appoint the Auditor at each general meeting at which accounts are laid. Resolution 4 proposes that PKF Littlejohn LLP be appointed as the Company's Auditor and asks the shareholders to authorise the Directors to determine the remuneration of the Auditor.

Resolution 5: Approval of report on Directors' remuneration

The 2006 Act requires quoted companies, at each general meeting at which statutory accounts are to be laid, to propose an ordinary resolution approving the Directors' remuneration report for the year (the 'Remuneration Report'). Under Resolution 5 shareholders are asked to approve the content of the Remuneration Report, a copy of which is included in the Report and Accounts. This vote is advisory in nature and does not affect the actual remuneration paid to any individual Director or require any such amounts to be repaid, reduced or withheld.

Resolution 6 – Authority of the Directors to issue and allot new shares

The purpose of Resolution 6 is to renew the Directors' authority to allot shares. If Resolution 6 is passed, the Directors will have authority to allot shares in the capital of the Company (and other relevant securities) up to an aggregate nominal amount of £6,399,583 being approximately one hundred and forty-three per cent (143%) of the Company's issued ordinary share capital as at the date of this document.

The Directors will exercise the authority in Resolution 6 only if they consider it to be in the best interests of shareholders generally.

This authority will, if granted, expire at the conclusion of the annual general meeting of the Company to be held in 2025 or, if earlier, at the close of business on 15 months from the date of this annual general meeting, unless such authority is renewed prior to this time. The Company held no shares in treasury as at the date of this document.

Resolution 7 – Disapplication of statutory pre-emption rights

Resolution 7 will be proposed to renew the Directors' authority to issue shares for cash other than strictly pro-rata to existing shareholdings. The proposed authority is limited to the allotment of shares in specific circumstances relating to rights issues or any other issues up to an aggregate nominal amount of £6,399,583 being approximately one hundred and forty-three per cent (143%) of the Company's issued share capital.

The Directors will exercise the authority in Resolution 7 only if they consider it to be in the best interests of shareholders generally.

Resolution 8 – General meetings, other than AGMs, to be held on not less than 14 clear days' notice

Section 307A of the Companies Act 2006 provides that for traded companies all general meetings must be called on a minimum of 21 days' notice but, subject to a company's articles, general meetings other than AGMs can be called on 14 days' notice, subject to certain conditions.