

## **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 2022 Annual General Meeting of Great Southern Copper Plc (**Company**) to be held at Salisbury House, London Wall, London EC2M 5PS on Tuesday 27 September 2022 at 11:30 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 7 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 11:30 a.m. on Friday 23 September 2022.

## CHAIRMAN'S LETTER



25 August 2022

Dear shareholder,

### **Annual General Meeting**

I am pleased to be writing to you with details of our first Annual General Meeting which we are holding at Salisbury House, London Wall, London EC2M 5PS on Tuesday 27 September 2022 at 11.30 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 logging on to [www.shareregistrars.uk.com](http://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 7 of this document).

An explanation of the business to be considered at this year's Annual General Meeting appears on pages 8 and 9 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 2.8 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 Salisbury House, London Wall, London EC2M 5PS on 27 September 2022 at 11.30 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 1-9 and as special resolutions in the case of resolutions 10 and 11.

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 report of the Directors and the audited financial statements of the Company for the year ended 31 March 2022.
- 2 To re-appoint Samuel Garrett as a Director of the Company, who retires pursuant to Article 131 the Articles of Association of the Company and, being eligible, offers himself for re-election.
- 3 To re-appoint Charles Bond as a Director of the Company, who retires pursuant to Article 131 the Articles of Association of the Company and, being eligible, offers himself for re-election.
- 4 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.
- 5 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.
- 6 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.
- 7 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 period ended 31 March 2022;
- 8 To approve the Directors' Remuneration Policy, as set out in the Directors' Remuneration Report, as set out in the Company's annual report and accounts for the period ended 31 March 2022.
- 9 That in substitution for all existing authorities under the following section to the extent unutilised, the directors of the Company ("Directors") be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "Act") to allot relevant securities (within the meaning of section 560) up to an aggregate nominal amount of £702,281. The authority referred to in this resolution shall be in substitution for all other existing authorities, and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of the next Annual General Meeting of the Company and the date falling 15 months following the date of the Annual General Meeting being convened by this Notice. The Company may, at any time prior to the expiry of the authority, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of the

authority and the Directors are hereby authorised to allot relevant securities in pursuance of such offer or agreement as if the authority had not expired.

**SPECIAL RESOLUTIONS**

10 To authorise the Directors of the Company, in accordance with Section 570 of the Companies Act 2006 (the “Act”) to allot equity securities wholly for cash, including a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this authority, shall be limited to:

- A) Any such allotment or sale in connection with a pre-emptive offer, 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) Any such allotment or sale, otherwise than pursuant to a pre-emptive offer, of equity securities up to an aggregate nominal amount of £702,281,

and shall expire on the earlier of the date of the next annual general meeting of the Company or 15 months from 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 equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

11 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 logging on to [www.shareregistrars.uk.com](http://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  Stephen Ronaldson Company Secretary
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25 August 2022

## **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 Molex House, 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 logging on to [www.shareregistrars.uk.com](http://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.

### **Issued shares and total voting rights**

10. As at 25 August 2022, the Company's issued share capital comprised 212,812,465 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 25 August 2022 is 212,812,465.

### **Communications with the Company**

11. 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.

### **CREST**

12. 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](http://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.

## **Explanation of resolutions**

An explanation of each of the resolutions is set out below. Resolutions 1 to 9 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.

### **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 period ended 31 March 2022. 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 period ended 31 March 202e.

### **Resolutions 2 - 5: 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.

#### ***Samuel Garrett – Chief Executive Officer***

Samuel Garrett MSc. Applied Finance, Macquarie University (2011), MSc. Economic Geology, University of Tasmania (1992), BSc. Hons. Geology, University of Tasmania (1988), is a geologist with over thirty years of exploration management, assessment and operational experience for multi-national and junior mining and exploration companies in ten countries and a broad range of geologic environments. He is the executive director of Flynn Gold Ltd and also the Principal Consulting Geologist at Metal Ventures Pty Limited. Sam's experience includes significant discovery credits including the Mt Elliot copper mine (QLD), Dinkidi copper-gold mine (Philippines), Tujuh Bukit Au-Ag-Cu mine (Indonesia) and the Havieron copper-gold deposit (WA). Sam is a member of the Australian Institute of Geoscientists (AIG), the Society of Economic Geologists (SEG) and he is a member of the Australian Institute of Company Directors (AICD).

#### ***Nicholas Michael Briers - Non-Executive Director***

Nicholas Briers BSc. Hons. Geography, Royal Holloway College, University of London, is a Director of Corporate Broking at SI Capital, specialists in delivering pre-IPO, primary and secondary funding to small companies listed on the London market. Prior to that he has over 25 years of experience in financial markets heading 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

### **Charles Richard William Bond - Chair**

Charles is a corporate finance lawyer with over 25 years of experience and has worked with mining companies for the last 15 years. He is a partner in the London office of international law firm Gowling WLG (UK) LLP where he leads the UK firm's Natural Resources group and Equity Capital Markets team. He practises in equity capital markets and public and private M&A for mining clients in developed and emerging markets, helping to develop their business using his wide international network of contacts in the sector. He spent ten years as a corporate lawyer with Freshfields Bruckhaus Deringer, before heading the equity capital markets and natural resources teams at Cobbetts LLP and the UK branch of Canadian law firm Gowlings, for eight years and four years respectively, before Gowlings' merger with UK firm Wragge Lawrence Graham to become Gowling WLG. He has acted as lead counsel for numerous mining companies and financial advisers, advising on flotations on the London and Toronto stock exchanges, on secondary fundraises, public and private M&A, corporate governance, joint ventures and earn-ins. He is named as one of the four leading mining lawyers in England in the most recent International Who's Who of Mining Lawyers

### **Resolution 6: 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 6 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 7: 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 7 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 8: Approval of Directors' remuneration policy**

The 2006 Act also requires a quoted company to have a Directors' remuneration policy included within their Directors' remuneration report and to put it to shareholders for approval at least every three years. Under Resolution 8 shareholders are asked to approve the Directors' remuneration policy, a copy of which is included in the Report and Accounts.

### **Resolution 9 – Authority of the Directors to issue and allot new shares**

The purpose of Resolution 9 is to renew the Directors' authority to allot shares. If Resolution 9 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 £702,281 which is approximately 33% (thirty three per cent) of the Company's issued ordinary share capital as at the date of this document.

The Directors expect to only exercise this authority after careful consideration of all the options available and if they consider such exercise to be in the best interests of the Company and its shareholders taken as a whole. This authority will, if granted, expire at the conclusion of the annual general meeting of the Company to be held in 2023 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 10 – Disapplication of statutory pre-emption rights**

If the Directors wish to exercise the authority under Resolution 9 to offer shares, or grant rights to subscribe for, or convert securities into shares, it may, in certain circumstances, be in the best interests of the Company to allot new shares (or to grant rights to subscribe for, or convert securities into, shares)

for cash or to sell treasury shares for cash without first offering them to existing shareholders in proportion to their holdings. Resolution 10 asks shareholders to grant this limited waiver.

Resolution 10 would, if passed, authorise the Directors to do this by allowing the Directors to allot ordinary shares for cash or sell treasury shares for cash:

- in favour of existing shareholders in proportion to their shareholdings, and so that the Directors can make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders; or
- otherwise up to an aggregate nominal value of £702,281 which is equivalent to approximately 33% (thirty three per cent) of the issued Ordinary Share capital of the Company on the date of this document.

The Directors expect only to exercise this authority after careful consideration of all the options available and if they consider such exercise to be in the best interests of the Company and its shareholders taken as a whole.

These authorities, if granted, will each expire at the conclusion of the annual general meeting of the Company to be held in 2023 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.

**Resolution 11 – 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.