

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** When considering what action to take on the contents of this document, you are recommended to seek your own financial advice immediately from an independent financial adviser being, if you are resident in Ireland, an organisation or firm authorised under the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) or the Investment Intermediaries Act 1995 (as amended) or, if you are resident in the United Kingdom, an organisation or firm authorised pursuant to the Financial Services and Markets Act 2000 of the United Kingdom (as amended) or, if you are not so resident, from another appropriately authorised independent financial adviser in the relevant jurisdiction.

If you have sold or otherwise transferred all of your Ordinary Shares in Great Western Mining Corporation PLC (“Great Western” or “the Company”), please immediately forward this document, together with the enclosed Form of Proxy, 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 in the Company, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

## **Great Western Mining Corporation PLC**

(incorporated and registered in Ireland under the Companies Act 2014 with registered number 392620)

### **Notice of Annual General Meeting**

**To be held on the 5<sup>th</sup> day of June 2024 at 10 a.m. (Irish Standard Time)  
at the Stephen's Green Club, 9 St. Stephen's Green, Dublin, DO2 C891, Ireland**

Notice of the Annual General Meeting of Great Western Mining Corporation PLC to be held at the Stephen's Green Club, 9 St. Stephen's Green, Dublin, DO2 C891 Ireland on 5 June 2024 at 10 a.m, is set out in this document, accompanied by a Form of Proxy for use in connection with the resolutions at the meeting. To be valid, the Form of Proxy must be returned, in the manner set out in the notes to this document, so as to be received by the Company's Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland by 10 a.m. on 3 June 2024.

## Letter from the Chairman

### GREAT WESTERN MINING CORPORATION PLC

(incorporated and registered in Ireland under the Companies Act 2014 with registered number 392620)

#### Registered Office

1 Stokes Place  
St. Stephen's Green  
Dublin DO2 DE03

#### Directors

B.A. Hall (Chairman)  
G.M. Cryan  
A.J. Ford  
A.N.J. Hay  
R. E. O'Connell  
M.V. Williams

To: The holders of Ordinary Shares and, for information purposes only, Options

9 May 2024

Dear Shareholder,

#### Notice of 2024 Annual General Meeting

The Annual General Meeting ("AGM") of Great Western Mining Corporation PLC ("Great Western" or "the Company") is to be held at 10 a.m. on Wednesday 5 June 2024 at the Stephen's Green Club, 9 St. Stephen's Green, Dublin, DO2 C891 Ireland. The Notice of the Annual General Meeting is set out on page 6.

#### Business of the Annual General Meeting:

In addition to the Ordinary Business to be transacted at the AGM (as set out in Resolutions numbered 1 to 4), the Board also proposes as Special Business the Resolutions numbered 5 to 8, as explained below.

The Ordinary Business includes the proposed re-election of Mr. Brian Hall and Ms. Gemma Cryan (Resolutions 3 and 4) as directors of the Company.

Resolution 5, which is an ordinary resolution, seeks to extend the life of the Great Western Mining Corporation PLC Share Option Plan 2014 by five years.

Resolution 6, which is an ordinary resolution, proposes that Great Western's authorised share capital be increased from €900,000 to €1,100,000 by the creation of 2,000,000,000 new Ordinary Shares. The purpose of this Resolution is to create sufficient authorised ordinary share capital to ensure authorised but unissued share capital for future needs.

Resolution 7, which is an ordinary resolution, seeks a new authority to enable the Directors to allot relevant securities up to a maximum amount equal to the aggregate nominal value of the authorised but unissued share capital of the Company from time to time. This authority will remain in place until the earlier of the end of the next AGM or 4 September 2025 (provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred under this resolution has expired).

Resolution 8, which is a special resolution, seeks a new authority to disapply statutory pre-emption rights in relation to the allotment of equity securities. The authority will be limited to (i) the allotment of the equity securities in favour of shareholders holding Ordinary Shares and/or any persons having a right to subscribe for or convert securities into Ordinary Shares in the capital of the Company (including, without limitation, any holders of warrants and/or holders of options under the Company's share option scheme for the time being), and, in addition, (ii) the allotment of equity securities for cash up to the approved authorised share capital from time to time. The authority will remain in place until the earlier of the end of the next AGM or 4 September 2025.

Your participation at the AGM is important to the Company and we would encourage every Shareholder to take part in the meeting either by attending the AGM or, if you are not able to attend, by completing and returning a form of proxy or making an electronic proxy appointment as soon as possible. A registered shareholder may attend the meeting and vote in person. The return of a form of proxy will not preclude a registered shareholder from attending the meeting and voting in person if he or she wishes to do so. The deadline for submitting proxies remains 10 a.m. Monday 3 June 2024. There are several ways for shareholders to exercise their right to vote remotely at the AGM:

- by submitting a validly completed proxy form to Computershare appointing the chair of the meeting as a proxy to vote on their behalf;
- by visiting [www.eproxyappointment.com](http://www.eproxyappointment.com) and submitting their proxy details; or
- by appointing a proxy as set out in the Voting Instructions on pages 4 and 5.

#### AGM conference call

Shareholders may listen to the proceedings of the AGM remotely by using teleconference facilities provided by the Company for this purpose.

#### Telephone dial-in-details

1. Please join the event conference prior to the start time by dialling the appropriate telephone number from the list below and enter the Participant passcode:
  - a. Ireland: +353 (0)1 436 0958
  - b. UK / International: +44 (0) 800 358 1650
2. Enter the participant passcode: 9556284 and follow instructions.
3. You will be able to listen to the business of the AGM only, you will not be able to use this facility to vote, raise points or issues, ask questions or table resolutions.

#### **Recommendation**

The Directors believe that the Resolutions proposed are in the best interest of the Company and its shareholders as a whole and recommend you vote in favour of the Resolutions as set out in the Notice of AGM as they intend to do themselves in respect of their own beneficial holdings of Ordinary Shares.

Yours faithfully,

B.A. Hall  
Chairman

## **Voting Instructions**

### **Registered shareholders**

Shareholders whose name appears in the register of members of the Company at the record date may attend the meeting and vote in person.

### **Proxy voting**

Those Shareholders unable to attend the Meeting may appoint a proxy. For Shareholders whose name appears in the register of members of the Company at the record date, your proxy may be submitted by post by completing the enclosed Form of Proxy and returning it to the Company's Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland. Your proxy may also be submitted through Computershare's voting website [www.eproxyappointment.com](http://www.eproxyappointment.com), instructions on how to do this are set out on the Form of Proxy. Electronic proxy voting by Euroclear Nominees Limited as nominee for Euroclear Bank SA/NV ("Euroclear Bank" or "EB") in respect of the ordinary shares registered in the name of Euroclear Nominees Limited may also occur through the use of a secured mechanism to exchange electronic messages (as agreed by the Company with Euroclear Bank).

### ***Deadlines for receipt by the Company of proxy voting instructions***

All proxy votes must be received by the Company's Registrar not less than 48 hours before the time appointed for the Meeting or any adjournment of the Meeting. However, persons holding through the Euroclear Bank or (via a holding of CREST depository interests ("CDIs")) CREST systems will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity. The submission of a proxy will not prevent members attending and voting at the Meeting should you wish to do so.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

The following information for EB Participants and holders of CDIs is based on the information available to the Company as at the date of this document.

### ***Further information for EB Participants***

Participants in the Euroclear system ("EB Participants") can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" (the "EB Services Descriptions"). EB Participants can either send:

- electronic voting instructions to instruct Euroclear Nominees Limited (as sole registered shareholder of all ordinary shares held through the Euroclear system) ("Euroclear Nominees") (or to appoint the chairman of the meeting as proxy) to:
  - vote in favour of all or a specific resolution(s);
  - vote against all or a specific resolution(s);
  - abstain from all or a specific resolution(s); or
  - give a discretionary vote to the chairman in respect of one or more of the resolutions being put to a shareholder vote; or
- a proxy voting instruction to appoint a third party (other than Euroclear Nominees/the chairman of the meeting) to attend the meeting and vote for the number of ordinary shares specified in the proxy voting instruction.

Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one (1) hour prior to the Company's proxy appointment deadline (being 48 hours before the relevant meeting).

Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline. There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions.

[EB Participants are strongly encouraged to familiarise themselves with the new arrangements with Euroclear Bank, including the new voting deadlines and procedures.]

***Further information for CREST members with holdings of CDIs***

Euroclear UK & Ireland Limited ("EUI"), the operator of the CREST system has arranged for voting instructions relating to the CDIs held in CREST to be received via a third-party service provider, Broadridge Financial Solutions Limited ("Broadridge"). Further details on this service are set out on the "All you need to know about SRD II in Euroclear UK & Ireland" webpage (see section CREST International Service – Proxy voting). CREST members can complete and submit proxy appointments (including voting instructions) electronically through Broadridge.

If you hold CDIs you will be required to make use of the Euroclear UK & Ireland proxy voting service facilitated on EUI's behalf by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions as required.

To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete the following documentation: Meetings and Voting Client Set-up Form (CRT408).

Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: eui.srd2@euroclear.com.

Fully completed and returned applications forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.

The voting service will process and deliver proxy voting instructions received from CREST members on the Broadridge voting deadline date to Euroclear Bank, by its cut-off and to agreed market requirements. The same voting options as described above for EB Participants will be available (i.e. electronic votes by means of chairman proxy appointments or appointing a third-party proxy).

Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline as set out above. Broadridge will use best endeavours to accept late votes, changes and cancellations from a CDI holder after the voting deadline but there is no guarantee that these will be processed within the requisite timeframes. There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions.

CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail of this voting service.

## Great Western Mining Corporation PLC

### Notice of Annual General Meeting

Registered address: 1 Stokes Place, St. Stephen's Green, Dublin DO2 DE03  
Incorporated and registered in the Republic of Ireland, number 392620

#### Notice of annual general meeting

Notice is hereby given that the annual general meeting of the Company will be held at the Stephen's Green Club, 9 St. Stephen's Green, Dublin, DO2 C891 Ireland on the 5<sup>th</sup> day of June 2024 at 10 a.m. for the purpose of considering and, if thought fit, passing the following Resolutions of which Resolutions numbered 1 to 5 (inclusive) will be proposed as Ordinary Resolutions and Resolutions numbered 6 to 8 will be proposed as Special Resolutions.

#### Ordinary business:

1. To receive and adopt the report of the Directors and the audited financial statements of the Company for the year ended 31 December 2023.
2. To authorise the Directors to appoint the auditor and fix the remuneration.
3. To re-elect Brian Hall as a Director of the Company, who retires in accordance with Article 99 of the Company's Articles of Association and offers himself for re-election.
4. To re-elect Gemma Cryan as a Director of the Company, who retires in accordance with Article 99 of the Company's Articles of Association and offers herself for election.

#### Special business:

5. That Rule 3.2.1 of the Rules of the Great Western Mining Corporation PLC Share Option Plan 2014 be altered by replacing the word "ten" on the first line with the word "fifteen", Rule 6.1 of the Plan be altered by replacing the word "ten" on the third line with the word "fifteen" and Rule 12.1 of the Plan be altered by replacing the word "ten" on the first line with the word "fifteen".
6. That the authorised share capital of the company be and is hereby increased from €900,000 to €1,100,000 by the creation of 2,000,000,000 shares of €0.0001 each such ordinary share to rank pari passu in all respects with the existing authorised and issued shares of €0.0001 each in the capital of the company and that the Memorandum and Articles of Association be amended accordingly.
7. That the Directors be and are hereby generally and unconditionally authorised pursuant to Section 1021 of the Companies Act 2014 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 1021 of the Act) up to a maximum amount equal to the aggregate nominal value of the authorised but unissued share capital of the Company from time to time. The authority hereby conferred shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of the conclusion of the 2024 Annual General Meeting and 4 September 2024, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
8. That the Directors be and are hereby empowered pursuant to Section 1023 of the Companies Act 2014 (the "Act") to allot equity securities (as defined by Section 1023 of the Act) for cash as if Section 1022(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 on the exercise of any option or warrant granted by the Company from time to time; and (b) in addition and without prejudice to the authority conferred by paragraph (a) of this Resolution, the allotment of equity securities up to the authorised but unissued share capital of the Company, from time to time. The power hereby conferred shall expire on the earlier of the conclusion of the 2025 Annual General Meeting and 4 September 2025, 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 may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Dated this 9th day of May 2024

BY ORDER OF THE BOARD

**Max Williams**

*Secretary*

Notes:

1. A Member who is entitled to vote at the AGM is entitled to appoint a proxy to vote on his/her behalf. A proxy need not be a member of the Company. A proxy shall be bound by the Articles of Association of the Company.
2. A Form of Proxy for use by ordinary shareholders is enclosed with the Notice of AGM. To be effective, completed forms of proxy and the power of attorney or other authority (if any) under which they are signed for or a copy of the power of attorney certified notarially must be lodged in accordance with the instructions printed thereon, not later than 48 hours before the time appointed or any adjourned meeting. Any alteration of the Form of Proxy must be initialled by the person who signs it.
3. Only those shareholders registered on the Company's register of members at the close of business on the day before the day that falls 72 hours before the date of the AGM or, if the AGM is adjourned, at the close of business on the day before the day that falls 72 hours before the date of the adjourned AGM shall be entitled to attend and vote at the AGM or, if relevant, any adjournment thereof. Changes to entries on the Company's register of members after that time will be disregarded in determining the rights of any person to attend and vote at the AGM.
4. As a Member, you have several ways to exercise your right to vote:
  - (i) by attending the meeting and voting in person;
  - (ii) by appointing (by returning a completed Form of Proxy) the Chairman or another person as a proxy to vote on your behalf; or
  - (iii) by visiting [www.eproxyappointment.com](http://www.eproxyappointment.com) and submitting your proxy details electronically (see note 6).In the case of joint Members, the vote of the first-named holder on the Company's Register of Members who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other registered Member(s) and, for this purpose, seniority will be determined by the order in which the names stand in the Register of Members.
5. In the case of a body corporate Member, the Form of Proxy must be either executed under its common seal, signed on its behalf by a duly authorised officer or attorney, or submitted electronically in accordance with note 6.
6. Subject to the articles of association of the Company and provided it is received not less than 48 hours before the time appointed for the holding of the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy by a Shareholder may be submitted electronically, subject to the terms and conditions of electronic voting, via the internet by accessing the Company's Registrar's website [www.eproxyappointment.com](http://www.eproxyappointment.com). You will need your control number, shareholder reference number and your PIN number, which can be found on your Form of Proxy. Electronic proxy voting by Euroclear Nominees Limited in respect of the ordinary shares registered in the name of Euroclear Nominees Limited as nominee for Euroclear Bank SA/NV ("Euroclear Bank") may also occur through the use of a secured mechanism to exchange electronic messages as agreed by the Company with Euroclear Bank.
7. Persons who hold their interests in ordinary shares of the Company as Belgian law rights through the Euroclear system (either directly or indirectly, including through a custodian) or as CREST depository interests through the CREST system, should review the information on pages 4 and 5 of this circular regarding the processes and timelines for submitting proxy voting instructions for the AGM through the respective systems, and should consult with their stockbroker, custodian or other intermediary at the earliest opportunity for further information.
8. On any other business which may properly come before the AGM, or any adjournment thereof, and whether procedural or substantive in nature (including without limitation any motion to amend a resolution or adjourn the meeting), not specified in this Notice of AGM, the proxy will act at his/her discretion.
9. The total number of issued ordinary shares on the date of this Notice of AGM is 7,096,945,746. Each ordinary share carries one vote. On a poll every ordinary shareholder shall have one vote for every ordinary share of which he or she is the holder. Ordinary Resolutions require to be passed by a simple majority of votes cast by those ordinary shareholders who vote in person or by proxy. Special Resolutions require to be passed by a majority of 75% of votes cast by those ordinary shareholders who vote in person or by proxy.
10. Should you not receive a Form of Proxy, you may request this by telephoning the Company's Registrar on +353 1 447 5566 or by writing to the Company Secretary at the address set out above.
11. Should you wish to be sent copies of the Company's Annual Report and Financial Statements and/or any other documents relating to the meeting, you may request these by telephoning +44 207 933 8783 or by emailing [greatwesternmining@walbrookpr.com](mailto:greatwesternmining@walbrookpr.com). Copies of all documentation (including the Annual Report and Financial Statements) relating to the 2024 AGM can also be obtained from the Company's website, [www.greatwesternmining.com](http://www.greatwesternmining.com).

