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If you have sold or otherwise transferred all of your shares in Nativo Resources plc please send this document, at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom or by whom the sale or transfer was made, for delivery to the purchaser or transferee.

You will not have received a hard copy proxy form for the Annual General Meeting in the post. You can instead submit your proxy vote electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufig.com/>. Full details of how to vote are set out in the Notes to the Notice of Meeting. Please submit your proxy vote so as to reach the Company's registrar no later than 2:00 p.m. on 26 June 2025 or if you are a CREST member, by using the service provided by Euroclear in accordance with the timings prescribed by the CREST system.

Completion and return of a proxy will not prevent you from attending and voting at the meeting in person, should you so wish.

Notice of Annual General Meeting

Nativo Resources plc

(Incorporated and registered in England and Wales with registered no: 05483127)

Notice is hereby given that an Annual General Meeting of Nativo Resources plc (the "Company") will be held at the offices of Peterhouse Capital Limited, 3rd Floor, 80 Cheapside, London EC2V 6EE at 2:00 p.m. on 30 June 2025 for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 to 6 will be proposed as an ordinary resolutions and Resolutions 7-8 will be proposed as special resolutions:

Ordinary Resolutions

1. To receive and adopt the Annual Report and Accounts for the financial year ended 31 December 2024.
2. to re-appoint MAH Chartered Accountants as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
3. to authorise the Directors to agree the remuneration of the auditors of the Company.
4. to re-appoint Christian Yates as a Director of the Company, pursuant to Article 70 of the Articles of Association.

5. to re-appoint Andrew Donovan as a Director of the Company, pursuant to Article 67 of the Articles of Association.
6. the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “2006 Act”) to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £277,205.89 but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates, or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever, provided that this authority shall expire on 30 June 2026 or, if earlier, the date of the Company’s Annual General Meeting (AGM) in 2026, save that, prior to its expiry, the Company may make offers or enter into agreements which would or might require shares to be allotted or rights to be granted after such expiry, and the Directors shall be entitled to allot shares or grant rights to subscribe for or convert any security into shares in the Company pursuant to any such offer or agreement, as if this authority had not expired.

Special Resolutions

7. that subject to the passing of Resolution 6 pursuant to and in accordance with sections 570 and 573 of the 2006 Act, the Directors be and are generally and unconditionally authorised to allot equity securities (as defined in section 560(1) of the 2006 Act) wholly for cash under the authority given by Resolution 6 and/or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment (or sale), up to an aggregate nominal amount of £277,205.89, such authority to expire on 30 June 2026 or if earlier, the date of the Company’s AGM in 2026, save that prior to its expiry, the Company may make offers or enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after such expiry, and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if such authority had not expired.
8. that the Company be and it is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of 0.15p each in the capital of the Company (“ordinary shares”) on such terms and in such manner as the Directors may from time to time determine provided that:
 - (a) the maximum aggregate number of ordinary shares which may be purchased is 9,240,196;
 - (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 0.15p; and
 - (c) the maximum price (exclusive of expenses) which may be paid for any ordinary share does not exceed the higher of:
 - (i) 5% above the average middle market price of the ordinary shares on AIM, a market operated by the London Stock Exchange plc (“AIM”) for the five business days immediately preceding the date on which the Company agrees to buy the shares concerned; and
 - (ii) the price of the last independent trade of any ordinary share and the highest independent current bid for an ordinary share on AIM at the time the purchase is carried out.

In exercising this authority the Company may purchase shares using any currency, including British pounds sterling, United States Dollars and Euros.

This authority shall expire 30 June 2026 or if earlier, the date of the Company's AGM in 2026, provided that the Company may before such expiry make a contract to purchase ordinary shares which will or may be executed or completed wholly or partly after such expiry and may make a purchase of ordinary shares in pursuance of such contract as if the authority conferred by this resolution had not expired.

By order of the Board

AMBA Secretaries Limited

Company Secretary

6 June 2025

Registered Office

85 Great Portland Street First Floor

London

W1W 7LT

Notes

Entitlement to attend, speak and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company has specified that only those members entered on the register of members at 6:00 p.m. on 26 June 2025 (or in the event that this meeting is adjourned, on the register of members 48 hours excluding non-business days before the time of any adjourned meeting) shall be entitled to attend, speak and vote at the meeting in respect of the number of ordinary shares in the capital of the Company held in their name at that time. Changes to the register after 6:00 p.m. on 26 June 2025 shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting.

Appointment of proxies

2. Only holders of ordinary shares are entitled to attend and vote at this meeting. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the Annual General Meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company.
3. You will not have received a hard copy proxy form for the Annual General Meeting in the post. You can instead submit your proxy vote electronically via the Investor Centre app or by accessing the Investor Centre at <https://uk.investorcentre.mpms.mufig.com/>. You will require your email and password in order to log in and vote. If you have forgotten your password you can request a reminder via the Investor Centre. If you have not previously registered to use the Investor Centre you will require your investor code ("IVC") which can be found on your share certificate or is available by emailing the Company's registrars, MUFG Corporate Markets.

Proxy votes should be submitted as early as possible and, in any event, no later than 48 hours before the time for the holding of the meeting or any adjournment of it.

Investor Centre is a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufig.com/>.



4. You may request a hard copy proxy form directly from the Company's registrars, MUFG Corporate Markets, by emailing shareholderenquiries@cm.mpms.mufig.com, calling 0371 664 0300 or by post MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. To be valid, any hard copy proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's registrars, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 48 hours before the time for the holding of the meeting or any adjournment of it. If you are a CREST member, see note 10 below.

Appointment of proxies using CREST

5. CREST members may vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent MUFG Corporate Markets (whose CREST ID is RA 10) by the Proxy Vote Closing Time. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

Proxy Voting – Changes and Revocations

10. 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 applies 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 MUFG Corporate Markets using the contact details in Note 3 above. 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.
11. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to:

MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. 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. The revocation notice must be received by the Registrar no later than the Proxy Vote Closing Time. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to Note 5 above, your proxy appointment will remain valid.

Corporate representatives

12. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Miscellaneous

13. Any member attending the Annual General 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 (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
14. As at 5 June 2025 (being the last practicable date prior to the publication of this notice) the Company's issued voting share capital consists of 92,401,963 ordinary shares of 0.15p each, carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at that date are 92,401,963.

Explanatory Notes

Resolution 1 – Annual Report and Accounts

The Directors are required to present the Annual Report and Financial Statements for the year ended 31 December 2024 to the meeting. The Annual Report and Financial Statements 2024 are available at <https://www.nativoresources.com>

Resolutions 2 and 3 – Reappointment of auditor and remuneration of auditor

At each meeting at which the Company's accounts are presented to its members, the Company is required to appoint auditors to serve until the next such meeting. The Audit Committee oversees the relationship with the auditor.

Resolution 3 gives authority to the Audit Committee to set the auditor's remuneration.

Resolution 4 and 5 – Re-appointment of Directors

Resolutions 4 and 5 concern the appointment and re-appointment of Directors of the Company. In accordance with Article 70 of the Articles of Association, Christian Yates is standing for re-appointment following retirement by rotation. The Board has, since last year's annual general meeting, appointed a new Director. In accordance with Article 67 of the Company's Articles of Association, Andrew Donovan is standing for re-appointment.

Resolution 6 – Allotment of share capital

The Directors may allot shares and grant rights to subscribe for, or convert, any security into shares only if authorised to do so by shareholders. Resolution 6 will be proposed as an ordinary resolution to grant new authorities to the Directors. This resolution will, if passed, provide the directors with flexibility to allot shares and grant rights to subscribe for, or convert any security into shares up to an aggregate nominal amount of £277,205.89. If granted, this authority will expire on 30 June 2026 or if earlier, the date of the Company's AGM in 2026.

Resolution 7 – Disapplication of statutory pre-emption rights

Resolution 7 (which is conditional on Resolution 6 being passed) will, if passed as a special resolution, renew broadly on the same terms as the authority given at the last General Meeting enabling your Directors to allot shares (and other equity securities) for cash and otherwise to existing shareholders pro rata to their holdings, up to an aggregate nominal amount of £277,205.89. The purpose of this authority is to enable the Company to take advantage of specific opportunities to raise additional finance quickly if required, and without the time, cost and expense of the Company having to publish a circular to shareholders. If given, this authority will expire on 30 June 2026 or if earlier, the date of the Company's AGM in 2026.

The Board is seeking shareholder approval to authorise the issue of equity securities on a non-pre-emptive basis up to 200% of the Company's issued share capital. This request is being made to provide the Company with the flexibility to respond quickly to growth opportunities and to strengthen its capital position, should suitable opportunities arise.

The Company is focused on pursuing strategic initiatives that will enhance shareholder value, including potential acquisitions, investments in innovation, and the scaling of operations. These opportunities can often require swift execution and timely access to capital.

While the Board remains fully committed to the principles of pre-emption and does not intend to use this authority lightly, it believes that having the flexibility to raise capital at short notice — and potentially at a lower cost — is in the best long-term interests of shareholders. The Company will continue to consider the effects of dilution carefully and will provide clear rationale and disclosure should this authority be exercised.

Resolution 8 – Authority for the Company to purchase its own shares

Authority is sought in special resolution 8 for the Company to be able to make market purchases of its own shares. If passed, the resolution gives authority for the Company to purchase up to a maximum aggregate number of ordinary shares of 9,240,196 (representing approximately 10% of its issued and voting ordinary share capital as at 5 June 2025 (being the last practicable date prior to the publication of this Notice)) at a minimum price of 0.15p per share. The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority. The authority will expire on 30 June 2026 or if earlier, the date of the Company's AGM in 2026.

The Directors do not currently have any intention of exercising the authority granted by this resolution. The Directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share.

The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury) or cancel them.