

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.

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 General Meeting in the post. You can instead submit your proxy vote electronically by accessing the Investor Centre 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 12:00 p.m. on 3 September 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 the form of proxy will not prevent you from attending and voting at the meeting in person, should you so wish.

Notice of General Meeting

Nativo Resources plc

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

Authority to allot shares and disapply pre-emption rights

Dear Shareholder,

Authority to allot shares and disapply pre-emption rights

Notice of General Meeting

Introduction

I am writing to you to give Notice of a General Meeting of the Company to be held at the offices of Peterhouse Capital Limited, 3rd Floor, 80 Cheapside, London EC2V 6EE at 12:00 p.m. on Friday, 5 September 2025.

Authority to allot shares and disapply pre-emption rights

The Board is seeking authority to allot shares and disapply pre-emption rights for two purposes:

- For authorities up to an aggregate nominal amount of approximately £0.970 million 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; and
- For authorities in connection with the exercise of warrants issued to Eurobond Noteholders that voted in favour of the restructuring proposals on 30 July 2025, and to creditors that arranged the Eurobond restructure and establishment of the Company's digital asset infrastructure and wallet system.

Notice of General Meeting

You will find at the end of this document a notice convening a General Meeting to be held at the offices of Peterhouse Capital Limited, 3rd Floor, 80 Cheapside, London EC2V 6EE at 12:00 p.m. on Friday, 5 September 2025. The Resolutions proposed for consideration at the General Meeting are set out in full in the Notice of General Meeting at the end of this document and are separately summarised below:

Resolution 1 – Authority to allot shares

An ordinary resolution to grant the Directors authority pursuant to section 551 of the Companies Act 2006 (as amended) (the "Act") to allot new Ordinary Shares up to a nominal amount of £970,408.19, being an amount of the nominal value of approximately 200 per cent of the Company's issued share capital and in connection to the issue of warrants.

Resolution 2 – Disapplication of statutory pre-emption rights

Conditional on the passing of Resolution 1 above, a special resolution to disapply pre-emption rights pursuant to section 570 and 573 of the Act. This Resolution would allow the Directors to allot new Ordinary Shares on a non-pre-emptive basis:

- i) for up to approximately 200 per cent of the Company's issued share capital; and
- ii) for authorities in connection with the exercise of warrants.

Recommendation

The Directors believe that the authority sought to allot and issue further Ordinary Shares is important for the Company and will promote the success of the Company for the benefit of its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of all the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their own beneficial holdings.

Yours faithfully,

Christian Yates
Executive Chairman

Notice is hereby given that a 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 12:00 p.m. on Friday, 5 September 2025 for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolution One will be proposed as an ordinary resolution and Resolution Two will be proposed as a special resolution:

Resolution One

THAT, 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 £2,481,331.21 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.

Resolution Two

THAT subject to the passing of Resolution One 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 One 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):

- i) up to an aggregate nominal amount of £970,408.19; and
- ii) up to an aggregate nominal amount of £1,510,923.03, and to be issued solely in connection with the exercise of warrants issued to Eurobond Noteholders that voted in favour of the restructuring proposals on 30 July 2025, and to creditors that arranged the Eurobond restructure and establishment of the Company’s digital asset infrastructure and wallet system.

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.

By order of the Board

AMBA Secretaries Limited
Company Secretary

20 August 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 3 September 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 3 September 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 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 General Meeting in the post. You can instead submit your proxy vote electronically via the Investor Centre app or by accessing the MUFG Corporate Markets Investor Centre at 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 on shareholderenquiries@cm.mpms.mufig.com or by calling on 0371 664 0300 and +44 (0) 371 664 0300 (international). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. 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.
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 notes 5 - 8 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. You must telephone the Registrar using the contact details in Note 3 above. 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 the 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 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 19 August 2025 (being the last practicable date prior to the publication of this notice) the Company's issued voting share capital consists of 323,469,395 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 323,469,395.

