

**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 Wednesday, 24 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.

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## **Notice of General Meeting**

**Nativo Resources plc**

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

Authority to disapply pre-emption rights

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Dear Shareholder,

**Authority to 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, 26 September 2025.

***Authority to disapply pre-emption rights***

Following the General Meeting on 5 September 2025, where authority to allot shares up to approximately £970,408 was granted, the Board is now requesting the authority to issue shares up to the same amount on a non-pre-emptive basis. Although the recent vote on this matter at the General Meeting on 5 September 2025 did not meet the 75 per cent threshold required, this authority remains crucial for securing the capital needed to maintain business continuity. Therefore, the Board seeks to disapply pre-emption rights on this amount for two specific purposes:

- For authorities up to an aggregate nominal amount of approximately £970,408 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, 26 September 2025. The Resolution proposed for consideration at the General Meeting is set out in full in the Notice of General Meeting at the end of this document and is summarised below:

**Resolution – Disapplication of statutory pre-emption rights**

A special resolution to disapply pre-emption rights pursuant to section 570 and 573 of the 2006 Companies Act. This Resolution would allow the Directors to allot new Ordinary Shares on a non-pre-emptive basis:

- i) for up to approximately £970,408; and
- ii) for authorities in connection with the exercise of warrants.

***Recommendation***

The Directors believe that the authority sought 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 the Resolution 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, 26 September 2025 for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution:**

**THAT** pursuant to and in accordance with sections 570 and 573 of the 2006 Companies 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 at the General Meeting on 5 September 2025 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

10 September 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 24 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 24 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 web browser 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 on [shareholderenquiries@cm.mpms.mufig.com](mailto: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 9:00 a.m. - 5:30 p.m., 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](mailto: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](http://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 9 September 2025 (being the last practicable date prior to the publication of this notice) the Company's issued voting share capital consists of 361,930,728 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 361,930,728.



