

LETTER FROM THE CHAIRMAN

Alba Mineral Resources plc

(Registered in England and Wales with company number 05285814)

Directors:

George Frangeskides (Executive Chairman)
Michael Nott (Non-Executive Director)
Elizabeth Henson (Non-Executive Director)

Registered Office:

C/O Arch Law Limited
Huckletree Bishopsgate
8 Bishopsgate,
London
EC2N 4BQ

2 May 2025

Notice of Annual General Meeting

Dear Shareholders,

1 INTRODUCTION

The purpose of this document is to provide you with details of certain matters to be considered at the annual general meeting of the Company to be held at 10 a.m. on Tuesday 27 May 2025 (“**Annual General Meeting**” or “**AGM**”). This document also sets out why the Directors consider the resolutions to be proposed at the Annual General Meeting (“**Resolutions**”) to be in the best interests of the Company and its shareholders as a whole and to recommend that shareholders vote in favour of the Resolutions.

In addition, we would like to encourage you, if you have not already done so, to contact our Registrars with your communication preferences in order to sign up for electronic communications. Using electronic communications saves the Company time and reduces printing and postage costs which have risen considerably in recent years. This can be done by emailing enquiries@shareregistrars.uk.com, with your preferred communication preference stated, confirming your full name, address and number of shares held, in the body of the email.

2 EXPLANATORY NOTES

Enclosed with this letter is a notice convening the Annual General Meeting of the Company to be held at 10 a.m. on Tuesday 27 May 2025 which sets out the Resolutions to be proposed at that meeting. By way of explanation:

ORDINARY BUSINESS

Resolution 1

This Resolution, which is required to be put to the Annual General Meeting, seeks to receive and adopt the report of the directors and the financial statements for the period ended 30 November 2024 and the report of the auditors thereon. A copy of the Report and Consolidated Financial Statements for the year ended 30 November 2024 is enclosed.

Resolutions 2 and 3

Resolutions 2 seeks the re-appointment of Mr Michael Nott as a director of the Company in accordance with Article 77.2 of the Company’s Articles of Association.

Resolution 3 seeks the re-appointment of Ms Elizabeth Henson as a director of the Company in accordance with Article 77.1 of the Company's Articles of Association.

Resolution 4

This Resolution seeks to re-appoint PKF Littlejohn LLP as auditors to hold office from the conclusion of the Annual General Meeting until the conclusion of the next general meeting of the Company at which the accounts are laid before members and to authorise the directors to determine their remuneration.

SPECIAL BUSINESS

Resolution 5 - subdivision and redesignation of ordinary share capital in order to reduce par value of Ordinary Shares

The Company is proposing to undertake the subdivision and redesignation of the existing ordinary share capital of the Company in order to achieve a reduction in the par value of each existing Ordinary Share ("Subdivision").

While the Company's share price is currently trading above the nominal value of its existing ordinary shares, share price volatility in recent months has led to trading near the nominal value. As a company is unable to issue new ordinary shares at a price below its nominal value, a Subdivision is considered advisable. It is a standard process designed to alter the nominal value of a company's ordinary share capital in order to create an appropriate buffer between the nominal value and market value of such shares in the event of further share price volatility in the future.

The proposed Subdivision will consist of each existing Ordinary Share in the capital of the Company being subdivided into one new Ordinary Share of 0.001 pence (£0.00001) each and one new C Deferred Share of 0.009 pence (£0.00009) each. If the Resolution is passed, the Subdivision will become effective immediately following close of business on that date.

IMPORTANT: The Subdivision will have no impact whatsoever on the total number of Ordinary Shares in issue. Each Shareholder will have the same number of Ordinary Shares immediately after the subdivision as they have immediately prior to the Subdivision. As such, the trading price of the Company's shares is not expected to be affected by the Subdivision. However, Shareholders are advised to read this document in its entirety.

Section 3 below provides you with further information about the subdivision.

Resolution 6 - authority to allot Ordinary Shares

As required by the Companies Act 2006 (the "Act"), this Resolution, to be proposed as an ordinary resolution, relates to the grant to the Directors of authority to allot unissued Ordinary Shares until the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business 15 months from the date of this meeting), unless the authority is renewed or revoked prior to such time. If approved, this authority is limited to a maximum of approximately 90 per cent. of the current issued share capital of the Company as at the date of this notice.

In order to enable the Company to take advantage of opportunities that may arise in the sector in which it operates, the Board believes it is important to put in place further authorities now to enable it to raise funds through the allotment of shares at short notice.

Passing this Resolution will retain the Directors' flexibility to act in the best interests of the Company and shareholders, so that when opportunities that benefit the Company arise, the Directors can issue new Ordinary Shares without the need to incur the cost and delay of convening a general meeting of the Company to seek specific authority for each allotment.

Resolution 7 – disapplication of pre-emption rights

The Act requires that if the Directors decide to allot unissued Ordinary Shares in the Company, the shares proposed to be issued be first offered to existing shareholders in proportion to their existing holdings, in accordance with the provisions of Section 561(1) of the Act. This is known as shareholders' pre-emption rights.

However, to act in the best interests of the Company the Directors may require flexibility to allot shares for cash on a non-pre-emptive basis. Therefore, this Resolution, to be proposed as a special resolution, seeks authority to enable the Directors to allot equity securities on a non-pre-emptive basis up to a maximum of approximately 90 per cent. of the current issued share capital of the Company as at the date of this notice. This authority expires at the conclusion of the next Annual General Meeting (or, if earlier, at the close of business 15 months from the date of this meeting).

In proposing this Resolution, the Directors consider that it is in the best interests of the Company and shareholders that the Directors retain their flexibility to allot some shares without having to offer them to existing Shareholders first.

It should be noted that:

- While rights issues are considered to be prohibitively expensive for junior AIM companies, where possible the Company has sought to provide a mechanism for existing shareholders to participate in capital raisings on the same terms as any new investors.
- In respect of the Company's share placings in March and November 2024, Retail Offers were undertaken in parallel with those placings so that shareholders who did not initially have the opportunity to participate in the broker-led placing could do so on the same terms through the Retail Offer. Where possible, and with the cooperation of the Company's brokers, the Company will continue to endeavour to provide such mechanisms in the future.
- While the Board considers these share allotment and pre-emption right disapplication resolutions to be critical to the Company's business while it remains in the pre-revenue phase, as they provide the Company with the flexibility to fund its ongoing exploration and development activities, this does not in itself mean that the authorities will be used in full.

Resolution 8 – adoption of new Articles of Association (“Articles”)

Resolution 8 will be proposed as a Special Resolution to enable the Directors to make consequential amendments to the Company's Articles of Association in order to include provisions in respect of the subdivision and redesignation of the existing Ordinary Shares and the creation of the C Deferred Shares and is conditional on the passing of Resolution 5 above. As explained below, the C Deferred Shares will have limited rights in respect of voting and the entitlement to receive dividends, and only very limited rights on a return of capital.

A copy of the proposed changes to the Articles can be found at <https://albamineralresources.com/corporate-documents>.

3 PROPOSED SUBDIVISION

Background

Pursuant to the provisions of section 580 of the Act, a Company may not issue shares at an issue price which is less than the nominal value of those shares. A decline in share price within the next 12 months could restrict the Company's ability to preserve cash by using its shares as consideration for various ongoing expenditure such as the payments of commissions and consultants' and Directors' fees. In addition, in the event that the

Directors believe it is in the best interests of the Company to raise capital, a share price below nominal value would restrict the Company's ability to do so.

The trading price of the new Ordinary Shares is not expected to be affected by the Subdivision. It is only the nominal value of the new Ordinary Shares which will change, to 0.001p (£0.00001) each, compared to the current nominal value of the existing Ordinary Shares of 0.01p (£0.0001) each.

Assuming no further existing Ordinary Shares are issued before the Annual General Meeting and the Resolutions are passed, the issued share capital of the Company immediately following the Subdivision will comprise 11,541,721,949 new Ordinary Shares, 11,541,721,949 new C Deferred Shares, 93,070,100 existing Deferred Shares of 0.9 pence each and 3,918,351,946 existing B Deferred Shares of 0.09 pence each.

The entitlements to existing Ordinary Shares of holders of securities or instruments convertible into ordinary shares (such as share options or share warrants) will not change as a result of the Subdivision.

The proposed Subdivision will consist of each existing Ordinary Share in the capital of the Company being subdivided into one new Ordinary Share of 0.001 pence (£0.00001) each and one new C Deferred Share of 0.009 pence (£0.00009) each.

C Deferred Share Rights

As is standard, it is proposed that each C Deferred Share will have very limited rights and will effectively be valueless. CREST accounts of Shareholders will not be credited in respect of any entitlement to C Deferred Shares and the Company will not issue any share certificates in respect of C Deferred Shares.

The C Deferred Shares shall have the rights and restrictions set out in the New Articles. The holders of C Deferred Shares shall not be entitled to receive notice of or attend and vote at any general meeting of the Company or to receive a dividend or other distribution.

The holders of the C Deferred Shares shall on a return of capital or on a winding up or otherwise be entitled only to the repayment of the amounts paid up on such shares after the repayment of the capital paid up on the Ordinary Shares and the payment of an additional £1,000,000 on each such Ordinary Share, but the holders of the C Deferred Shares shall not be entitled to any further participation in the assets or profits of the Company.

The Company is irrevocably authorised to cancel all or any of the C Deferred Shares in accordance with the Companies Act without making any payment therefor or obtaining the sanction of the holder thereof.

New Ordinary Share Rights

It is proposed that each new Ordinary Share will carry the same rights in all respects under the New Articles as each existing Ordinary Share does at present under the Existing Articles, including in respect of voting and the entitlement to receive dividends.

Adoption of New Articles

As part of the Subdivision, the Company proposes to make consequential amendments to the existing Articles to incorporate provisions in respect of the C Deferred Shares. The Company has determined that it will be preferable to do this by adopting a new set of Articles. Please refer to Resolution 8 set out in the Notice of the Annual General Meeting at the end of this document for further details.

The Subdivision is conditional on the passing of Resolutions 5 and 8 at the Annual General Meeting.

4 ADMISSION TO AIM AND SETTLEMENT

The Subdivision is conditional upon the new Ordinary Shares being admitted to AIM. Application for Admission will be made so as to enable the new Ordinary Shares to be admitted to trading on AIM as soon as practicable following the Record Date. It is expected that Admission will become effective at 8.00 am on or around 28 May 2025.

The ISIN in respect of the new Ordinary Shares will be unchanged and remain the same as the ISIN in respect of the existing Ordinary Shares.

Following the Subdivision, existing share certificates will continue to be valid. No share certificates will be issued in respect of the C Deferred Shares.

5 TAXATION

The following statements are intended only as a general guide to the current tax position under UK taxation law and HM Revenue & Customs' published practice. They relate only to certain limited aspects of the UK tax position for Shareholders who (i) are the absolute beneficial owners of existing Ordinary Shares, (ii) are resident and (in the case of individuals) domiciled in the UK for UK tax purposes, (iii) hold their existing Ordinary Shares as an investment (and not as securities to be realised in the course of a trade) and (iv) did not acquire their existing Ordinary Shares by virtue of an office or employment. The following is not, and is not intended to be, an exhaustive summary of the tax consequences of acquiring, holding and disposing of existing Ordinary Shares, C Deferred Shares or new Ordinary Shares and it does not constitute advice. If you are in any doubt as to your tax position or are subject to tax in any jurisdiction other than the UK, you should consult an appropriate professional adviser.

The proposed Subdivision should constitute a reorganisation of the Company's share capital for the purposes of section 126 of the Taxation of Chargeable Gains Act 1992. Therefore, you should not be treated as making a disposal of any of your existing Ordinary Shares or an acquisition of C Deferred Shares or new Ordinary Shares for the purposes of UK taxation of chargeable gains. Your C Deferred Shares and new Ordinary Shares should instead be treated as the same asset as, and as having been acquired at the same time and for the same aggregate cost as, your holding of existing Ordinary Shares from which they derive. Where it is necessary to apportion your base cost in your holding of existing Ordinary Shares between your C Deferred Shares and your New Ordinary Shares on a disposal of part of the same, the apportionment should generally be by reference to market value of what is disposed of and what is retained as at the date of disposal.

No liability to stamp duty or stamp duty reserve tax should be incurred by a holder of existing Ordinary Shares as a result of the proposed Subdivision.

6 ACTION TO BE TAKEN BY SHAREHOLDERS IN RESPECT OF THE AGM

Shareholders will find enclosed with this document a Form of Proxy for use at the Annual General Meeting. Whether or not you propose to attend the Annual General Meeting in person, you are encouraged to **use the online Voting Portal, for which a personalised Username and Access Code has been printed on the Form of Proxy** (or will have been emailed to you, if you have signed up to electronic communications from the Registrar. Alternatively, you can complete, sign and return your Form of Proxy by post in accordance with the instructions printed on it as soon as possible, but in any event so as to be received **by no later than 10 a.m. on 22 May 2025** (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the Annual General Meeting in the event of your absence. **The completion and return of the Form of Proxy will not prevent you from attending and voting at the Annual General Meeting, or any adjournment thereof, in person should you wish to do so. Shareholders wishing to attend the AGM in person must pre-register by emailing cosec@arch.law prior to the meeting.**

7 RECOMMENDATION

The Directors believe that the Resolutions to be considered at the Annual General Meeting are in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do (or procure to be done) in respect of their own beneficial holdings totalling **234,311,952** Ordinary Shares, representing approximately **2** per cent. of the voting rights of the Company.

Yours faithfully

George Frangeskides
Executive Chairman

SCHEDULE 1

DEFINITIONS

In this document, the following words and expressions shall, except where the context requires otherwise, have the following meanings:

"Admission"	the admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules;
"AIM"	the AIM market operated by the London Stock Exchange;
"AIM Rules"	the rules applicable to AIM companies and governing the operation of AIM, as published by the London Stock Exchange from time to time;
"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held on 28 April 2020, notice of which is set out at the end of this document;
"C Deferred Shares"	the new deferred shares of £0.00009 (0.009p) each in the Company arising from the Share Capital Reorganisation and having the rights set out in the New Articles;
"Board" or "Directors"	the board of directors of the Company;
"Companies Act"	the Companies Act 2006, as amended;
"Company"	Alba Mineral Resources plc;
"CREST"	the relevant system for the paperless settlement of share transfers and the holding of shares in uncertificated form in respect of which CREST Limited is the Operator (as defined in the CREST Regulations);
"Existing Articles"	the articles of association of the Company as at the date of this document;
"Existing B Deferred Shares"	the existing deferred shares of £0.0009 (0.09p) each in the Company in issue at the date of this document;
"Existing Deferred Shares"	the existing deferred shares of £0.009 (0.9p) each in the Company in issue at the date of this document;
"Existing Ordinary Shares"	the existing ordinary shares of £0.0001 (0.01p) each in the Company in issue at the date of this document;
"Form of Proxy"	the form of proxy for use by Shareholders in connection with the Annual General Meeting;

"New Articles"	the articles of association of the Company as adopted following the passing of Resolution 8 at the Annual General Meeting, further details of which are set out in Section 3 of this document;
"New Ordinary Shares"	the new ordinary shares of £0.00001 (0.001p) each in the Company arising on subdivision of the Existing Ordinary Shares;
"Record Date"	close of business at 6 p.m. on 27 May 2025 (or such other time and date as the Directors may determine);
"Resolutions"	the resolutions set out in the notice of Annual General Meeting attached to this document;
"Subdivision"	has the meaning ascribed to that expression in Section 2 of this document;
"Shareholder"	a holder of Existing Ordinary Shares; and
"uncertificated" or "in uncertificated form"	shares being held in uncertificated form in CREST and title to which by virtue of the Regulations may be transferred by means of CREST.

SCHEDULE 2

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Circular posted to Shareholders	2 May 2025
Latest time and date for receipt of Forms of Proxy	10 a.m. on 22 May 2025
Annual General Meeting	10 a.m. on 27 May 2025
Record Date for the Share Capital Reorganisation	6 p.m. on 27 May 2025
Admission of the New Ordinary Shares to trading on AIM	8 a.m. on 28 May 2025