

**Company number: 04913119**

**THE COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**ORDINARY/SPECIAL RESOLUTIONS**

of

**GCM RESOURCES PLC**

(Company)

**Passed on 29 February 2024**

At an Annual General Meeting of the Company, duly convened and held at QEII Centre, Broad Sanctuary, Westminster, London, SW1P 3EE, at 10.00 a.m. on 29 February 2024 the following resolutions were duly passed by the Company as ordinary and special resolutions as indicated:

**ORDINARY RESOLUTION**

1. That for the purpose of section 551 of the Act the Directors of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of Section 560 of the Act) up to an aggregate nominal amount of £1,500,000 provided that this authority shall expire at the earlier of the conclusion of the next annual general meeting of the Company and the date 15 months after the passing of this resolution, save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

This authority revokes and replaces all unexercised authorities, previously conferred upon the Directors for the purposes of section 551 of the Act, but without prejudice to any allotments made, offered or agreed to be made pursuant to the terms of such authorities.

**SPECIAL RESOLUTION**

2. That, subject to and conditional upon the passing of resolution 2 above, the Directors of the Company be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) either pursuant to the authority conferred by resolution 2 above and to sell treasury shares (within the meaning of section 724(1) of the Act) for cash as if section 561 of the Act did not apply to any such allotment provided that the power conferred by this resolution shall be limited to:
- (i) the allotment of equity securities in connection with an issue or offer of equity securities (including, under a rights issue, open offer or similar pre-emptive arrangement) to holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings of equity securities subject only to such exclusions or other arrangements as the board may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange in any territory;
  - (ii) the grant of options to subscribe for shares in the Company, and the allotment of such shares pursuant to the exercise of options granted, under the terms of any



share option scheme adopted or operated by the Company; and

- (iii) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph i) of this resolution 3) up to a maximum aggregate nominal value of £1,500,000.

The power conferred by this resolution shall expire (unless previously renewed, revoked or varied by the Company in general meeting), at such time as the general authority conferred on the board by resolution 2 above expires, except that the Company may at any time before such expiry make any offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors of the Company may allot or sell equity securities or treasury shares for cash in pursuance of such an offer or agreement as if the authority conferred hereby had not expired



Chairman