

**CITIUS RESOURCES PLC**  
**(the "Company")**

*(Registered in England and Wales under No. 12557958)*

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the Company will be held at 55, Athol Street, Douglas, Isle of Man IM1 1LA at 10 a.m. on 19 August 2022 for the following purposes:

**ORDINARY BUSINESS**

To consider and, if thought fit, to pass the following resolutions, each of which will be proposed as ordinary resolutions:

1. To receive and adopt the Company's annual accounts for the financial year ended 30 April 2022 together with the Directors' report and Auditors' report on those accounts.
2. To appoint Crowe U.K. LLP as auditors and to authorise the Directors to determine the auditors' remuneration.
3. To re-elect Cameron Pearce as a Director in accordance with Article 29 of the Articles of Association.
4. That the Directors be generally and unconditionally authorised pursuant to section 551 of the Act, the Directors be generally and unconditionally authorised to issue and allot equity securities (as defined by section 560 of the Companies Act) and to grant rights to subscribe for or convert any security into shares of the Company as follows:
  - (i) up to 20,000,000 Ordinary Shares be issued as Placing Shares and/or Subscription Shares;
  - (ii) in respect of any valid exercise of any share options granted to officers, employees or consultants of the Company in accordance with the terms of the Share Option Scheme;
  - (iii) in respect of any valid exercise of any warrant over Ordinary Shares granted to any person by the Company.

provided that such authorities shall, unless renewed, varied or revoked by the Company, expire on the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require relevant securities to be allotted and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution.

**SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution:

5. That the Directors of the Company be given the authority to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred upon them by Resolution 4 above (as varied, renewed or revoked from time to time by the Company at a general meeting) as if section 561(1) of the Act did not apply to any such allotment provided that such power shall be limited to:

- (i) an allotment in connection with a rights issue or any other pre-emptive offer in favor of holders of equity securities where the equity securities offered to each such holder is proportionate (as nearly as may be) to the respective amounts of

equity securities held by each such holder subject only to such exclusion or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws of or the requirements of any recognised regulatory body in any territory or otherwise;

- (ii) an allotment in connection with the valid exercise of any share options granted in accordance with the terms of the Share Option Scheme;
- (iii) an allotment in connection with the valid exercise of any warrants over Ordinary Shares granted by the Company;

(iii) otherwise, Ordinary Shares with up to a maximum nominal amount of £1,000,000

By order of the Board  
**Cameron Pearce**  
**Company Director**  
**27 July 2022**

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:

(a) 10.00 a.m. on 19 August 2022; or

(b) if this Meeting is adjourned, at close of business on the day two business days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

#### **Appointment of proxies**

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy your proxy card or contact Nick Oxley to obtain an extra proxy card on + 44 1624 681250 or [Corporate.Governance@fim.co.im](mailto:Corporate.Governance@fim.co.im) or 55 Athol Street, Douglas, Isle of Man IM1 1LA (Offices are open between 9.00 a.m. – 5.00 p.m., Monday to Friday).

5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

#### **Appointment of proxy using hard copy proxy form**

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:

(a) completed and signed;

(b) sent or delivered to Nick Oxley at FIM Capital Limited, 55 Athol Street, Douglas, Isle of Man, IM1 1LA or [Corporate.Governance@fim.co.im](mailto:Corporate.Governance@fim.co.im)

(c) received by no later than 10.00 a.m. on 17 August 2022

In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

#### **Appointment of proxy by joint members**

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-name being the most senior).

#### **Changing proxy instructions**

8. 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 apply 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 hardcopy proxy form, please contact Nick Oxley to obtain an extra proxy card on + 44 1624 681250 or [Corporate.Governance@fim.co.im](mailto:Corporate.Governance@fim.co.im) or 55 Athol Street, Douglas, Isle of Man IM1 1LA. 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.

#### **Termination of proxy appointments**

9. 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 Nick Oxley on + 44 1624 681250 or [Corporate.Governance@fim.co.im](mailto:Corporate.Governance@fim.co.im) or 55 Athol Street, Douglas, Isle of Man IM1 1LA. 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 [Corporate.Governance@fim.co.im](mailto:Corporate.Governance@fim.co.im) no later than 10.00 a.m. on 17 August 2022. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

#### **Corporate representatives**

10. 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.