

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser who specialises in advising on the acquisition of shares and other securities.

If you have recently sold or transferred all of your shares in Herencia Resources Plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

HERENCIA RESOURCES PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered number 05345029)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the 2024 Annual General Meeting of Herencia Resources Plc (the **Company**) to be held at the offices of VSA Capital, Park House, 16-18 Finsbury Circus, London EC2M 7EB on Friday, 20 September 2024 at 11.30am is set out on pages 3 to 4 of this document.

A form of proxy for use at the Annual General Meeting is enclosed and, to be valid, should be completed and returned in accordance with the instructions printed on the form so as to be received by the Company's Secretary, C/- Ashings Chartered Accountants, Northside House, Mount Pleasant, Barnet, EN4 9EB.

COMPLETION AND RETURN OF A FORM OF PROXY WILL NOT PREVENT MEMBERS FROM ATTENDING AND VOTING IN PERSON SHOULD THEY WISH TO DO SO.

CHAIRMAN'S LETTER

Dear Shareholder

Annual General Meeting

I am pleased to be writing to you with details of our Annual General Meeting which we are holding at the offices of VSA Capital, Park House, 16-18 Finsbury Circus, London EC2M 7EB on Friday, 20 September 2024 at 11.30am. The formal notice of Annual General Meeting ("**Notice**") is set out on page 3 of this document.

If you would like to vote on the Resolutions but cannot come to the Annual General Meeting, please fill in the proxy form sent to you with this Notice and return it in accordance with the instructions printed on the form. It must be received by the Company's Secretary, C/- Ashings Chartered Accountants, Northside House, Mount Pleasant, Barnet, EN4 9EB as soon as possible but, in any event, no later than 11.30am on 18 September 2024.

An explanation of the business to be considered at this year's Annual General Meeting appears on pages 9 to 12 of this document.

Recommendation

The directors of the Company consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. The directors unanimously recommend that you vote in favour of all the proposed resolutions.

Yours sincerely



Carl Dumbrell

Executive Chairman

10 July 2024

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“**Meeting**”) of Herencia Resources Plc (**Company**) will be held at the offices of VSA Capital, Park House, 16-18 Finsbury Circus, London EC2M 7EB on Friday, 20 September 2024 at 11.30 am.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 11 will be proposed as ordinary resolutions. Resolution 12 & 13 will be proposed as a special resolutions.

RESOLUTIONS

1. To receive and consider the audited financial statements of the Company for the period ended 31 December 2023 together with the directors’ report and the auditors’ report thereon.
2. To receive and approve the report on directors’ remuneration in the Annual Report and Accounts for the period ended 31 December 2023.
3. To receive and consider the audited financial statements of the Company for the period ended 31 December 2022 together with the directors’ report and the auditors’ report thereon.
4. To receive and approve the report on directors’ remuneration in the Annual Report and Accounts for the period ended 31 December 2022.
5. To receive and consider the audited financial statements of the Company for the period ended 31 December 2021 together with the directors’ report and the auditors’ report thereon.
6. To receive and approve the report on directors’ remuneration in the Annual Report and Accounts for the period ended 31 December 2021.
7. To receive and consider the audited financial statements of the Company for the period ended 31 December 2020 together with the directors’ report and the auditors’ report thereon.
8. To receive and approve the report on directors’ remuneration in the Annual Report and Accounts for the period ended 31 December 2020.
9. To approve the re-appointment of Ashings Chartered Accountants as auditors of the Company, and to authorize the directors to determine the auditors’ remuneration.
10. To re-elect Carl Dumbrell as a director of the Company.
11. **THAT**, with effect from 6.00 p.m. on xx September 2024 (or such other time and date as the Directors may determine) (the “**Record Date**”), every 1000 existing Deferred shares of £0.0009 each in nominal value in issue as at the Record Date (the “**Existing Deferred Shares**”) in the capital of the Company, be consolidated into one new consolidated Deferred share of £0.9 each in nominal value (the “**New Consolidated Deferred Shares**”) having the same rights and ranking *pari passu* in all respects with the Existing Deferred Shares, provided that where such consolidation results in any member being

entitled to a fraction of a New Consolidated Deferred Share, such fraction shall be aggregated and the directors of the Company be and are hereby authorised to sell (or appoint another person to sell) such fraction on behalf of the relevant member, save that, where the net proceeds of such sale are less than £5.00, the net proceeds of such sale will be retained for the benefit of the Company.

12. **THAT** the directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (“the Act”) to exercise all the powers of the Company to allot and make offers to allot relevant securities (within the meaning of the Act):

a. up to an aggregate nominal amount of £1,500,000.00 generally;

and such authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2025 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

13. **THAT**, the directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 12 above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:-

a. the allotment of equity securities in connection with an issue in favour of shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (or as nearly as may be practicable) to the respective number of Ordinary Shares in the capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange, in any territory; and

b. the allotment (otherwise than pursuant to sub-paragraph (a) above) of further equity securities up to an aggregate nominal amount of:

i. £1,500,000.00 generally;

provided that this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire at the conclusion of the Annual General Meeting of the Company to be held in 2025. The Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

By order of the Board



Carl Dumbrell

Company secretary

Herencia Resources Plc (Company Number 05345029)

10 July 2024

NOTICE OF ANNUAL GENERAL MEETING

Entitlement to attend and vote

1. Only those shareholders registered in the Company's register of members at:

- 11.30am on 18 September 2024; or,
- if this meeting is adjourned, at 11.30am on the day two days prior to the adjourned meeting,

shall be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Website giving information regarding the meeting

2. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at: <http://herenciaresources.com>.

Attending in person

3. If you wish to attend the meeting in person, please arrive at the offices of VSA Capital, Park House, 16-18 Finsbury Circus, London EC2M 7EB on Friday, 20 September 2024 at least 15 minutes before the scheduled start time of 11.30am.

Appointment of proxies

4. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies 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. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

5. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.

6. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, please contact The Company Secretary at the address below. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid. 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.

7. Shareholders can:

- Appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post (see note 9).
- Register their proxy appointment electronically (see note 10).

8. 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 you either select the "Discretionary" option or 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 by post

9. 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:

- completed and signed;

sent or delivered to, The Company Secretary, Herencia Resources Plc, Northside House, Mount Pleasant, Barnet, EN4 9EB; and

- received by The Company Secretary no later than 11.30am 18 September 2024.

In the case of a shareholder 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.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact The Company Secretary at the above address.

Appointment of proxies electronically

10. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically via emailing your proxy form to carl@herenciaresources.com no later than 11.30am 18 September 2024.

Appointment of proxy by joint members

12. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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-named being the most senior).

Changing proxy instructions

13. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments 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 hard-copy proxy form, please contact The Company Secretary, Herencia Resources Plc, Northside House, Mount Pleasant, Barnet, EN4 9EB.

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 appointment

14. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by:

- Sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to The Company Secretary, Herencia Resources Plc, Northside House, Mount Pleasant, Barnet, EN4 9EB. In the case of a shareholder 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 Company Secretary, Herencia Resources Plc, Northside House, Mount Pleasant, Barnet, EN4 9EB no later than 11.30am 18 September 2024.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

15. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

16. As at 6.30pm on 10 July 2024 on, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 12,555,241,472 consolidated ordinary shares of 0.0001p each and 4,266,609,563 deferred shares of 0.0009p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.30pm on 10 July 2024 is 16,821,851,035.

The Company's website will include information on the number of shares and voting rights.

Questions at the meeting

17. Any member attending the meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the meeting unless:

- Answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information.
- The answer has already been given on a website in the form of an answer to a question.
- It is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Nominated persons

18. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (**Nominated Person**):

- You may have a right under an agreement between you and the shareholder of the Company who has nominated you to have information rights (**Relevant Shareholder**) to be appointed or to have someone else appointed as a proxy for the meeting.
- If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Shareholder to give instructions to the Relevant Shareholder as to the exercise of voting rights.
- Your main point of contact in terms of your investment in the Company remains the Relevant Shareholder (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

The rights relating to proxies set out in note 4 do not apply directly to nominated persons.

Voting

19. Voting on all resolutions will be conducted by way of a poll rather than on a show of hands.

As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and also placed on the Company's website.

Documents on display

20. Copies of the service contracts of the executive directors and the non-executive directors' contracts for services are available for inspection at the Company's registered office during normal business hours and at the place of the meeting from at least 15 minutes prior to the meeting until the end of the meeting.

EXPLANATION OF RESOLUTIONS

An explanation of each of the resolutions is set out below. Resolutions 1 to 6 are proposed as Ordinary Resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution.

Resolution 1: Annual Report and Accounts – 31 December 2023

The Directors are required to present to shareholders at the Annual General Meeting the Company's audited accounts and the Directors' and Auditor's reports for the period ended 31 December 2023 ("Annual Report and Accounts for the period ended 31 December 2023"). The accounts, the Directors' report and the Auditor's report on the accounts and on those parts of the Directors' remuneration report that are capable of being audited are contained within the Annual Report and Accounts for the period ended 31 December 2023.

Resolution 2: Approval of report on Directors' remuneration - 31 December 2023

The 2006 Act requires quoted companies, at each general meeting at which statutory accounts are to be laid, to propose an ordinary resolution approving the Directors' remuneration report for the year (the 'Remuneration Report'). Under Resolution 2 shareholders are asked to approve the content of the Remuneration Report, a copy of which is included in the Report and Accounts. This vote is advisory in nature and does not affect the actual remuneration paid to any individual Director or require any such amounts to be repaid, reduced or withheld.

Resolution 3: Annual Report and Accounts – 31 December 2022

The Directors are required to present to shareholders at the Annual General Meeting the Company's audited accounts and the Directors' and Auditor's reports for the period ended 31 December 2022 ("Annual Report and Accounts for the period ended 31 December 2022"). The accounts, the Directors' report and the Auditor's report on the accounts and on those parts of the Directors' remuneration report that are capable of being audited are contained within the Annual Report and Accounts for the period ended 31 December 2022.

Resolution 4: Approval of report on Directors' remuneration - 31 December 2022

The 2006 Act requires quoted companies, at each general meeting at which statutory accounts are to be laid, to propose an ordinary resolution approving the Directors' remuneration report for the year (the 'Remuneration Report'). Under Resolution 2 shareholders are asked to approve the content of the Remuneration Report, a copy of which is included in the Report and Accounts. This vote is advisory in nature and does not affect the actual remuneration paid to any individual Director or require any such amounts to be repaid, reduced or withheld.

Resolution 5: Annual Report and Accounts – 31 December 2021

The Directors are required to present to shareholders at the Annual General Meeting the Company's audited accounts and the Directors' and Auditor's reports for the period ended 31 December 2021 ("Annual Report and Accounts for the period ended 31 December 2021"). The accounts, the Directors' report and the Auditor's report on the accounts and on those parts of the Directors' remuneration report that are capable of being audited are contained within the Annual Report and Accounts for the period ended 31 December 2021.

Resolution 6: Approval of report on Directors' remuneration - 31 December 2021

The 2006 Act requires quoted companies, at each general meeting at which statutory accounts are to be laid, to propose an ordinary resolution approving the Directors' remuneration report for the year (the

‘Remuneration Report’). Under Resolution 2 shareholders are asked to approve the content of the Remuneration Report, a copy of which is included in the Report and Accounts. This vote is advisory in nature and does not affect the actual remuneration paid to any individual Director or require any such amounts to be repaid, reduced or withheld.

Resolution 7: Annual Report and Accounts – 31 December 2020

The Directors are required to present to shareholders at the Annual General Meeting the Company’s audited accounts and the Directors’ and Auditor’s reports for the period ended 31 December 2020 (“Annual Report and Accounts for the period ended 31 December 2020”). The accounts, the Directors’ report and the Auditor’s report on the accounts and on those parts of the Directors’ remuneration report that are capable of being audited are contained within the Annual Report and Accounts for the period ended 31 December 2020.

Resolution 8: Approval of report on Directors’ remuneration - 31 December 2020

The 2006 Act requires quoted companies, at each general meeting at which statutory accounts are to be laid, to propose an ordinary resolution approving the Directors’ remuneration report for the year (the ‘Remuneration Report’). Under Resolution 2 shareholders are asked to approve the content of the Remuneration Report, a copy of which is included in the Report and Accounts. This vote is advisory in nature and does not affect the actual remuneration paid to any individual Director or require any such amounts to be repaid, reduced or withheld.

Resolution 9: Re-election of Auditor and Auditor’s remuneration

The Company is obliged by law to re-appoint the Auditor at each general meeting at which accounts are laid. Resolution 3 proposes that Ashings Chartered Accountants be reappointed as the Company’s Auditor and asked the shareholders to authorise the Directors to determine the remuneration of the Auditor.

Resolutions 10: Election of a Director

In order to comply with the Articles of Association. Carl Dumbrell will seek election at the Annual General Meeting on xx September 2024.

Biographical details as at the xx July 2024, being the latest practicable date before the date of this document), of the Director standing for re-election are set out below:

Carl Dumbrell is a partner in a Sydney accounting firm with 20 years’ experience in taxation and assurance services in Australia and England, and with an on-going involvement in the raising of finance and the divestment of assets for listed companies.

Carl has Bachelor of Commerce and Master of Taxation Law degrees, and is a Chartered Accountant in both Australia and in England & Wales, as well as being a Chartered Tax Advisor, Registered Company Auditor, Registered Self-Managed Superannuation Fund Auditor, and Member of the Australia Institute of Company Directors.

Carl is Director & company secretary of Emperor Energy Limited (ASX: EMP) and Non-Executive Director of Mosman Oil & Gas Limited (AIM: MSMN). He also Chairman of the Kennedy Foundation and President of St Michael’s Golf Club, Sydney.

Resolution 11 – Consolidation of the company’s deferred shares

As at 10 July 2024 (being the latest practicable date prior to the publication of this Document), the Company had deferred shares of 4,266,609,563 on issue. In November 2019 the company shareholders approve the consolidation of Ordinary shares of 1:1000, this resolution will consolidate the deferred shares on the same basis.

The Consolidation will consist of the following steps:

1. a consolidation of every 1000 Existing Deferred Shares of £0.0009 each into one New Consolidated Ordinary Share of £0.9 each; and
2. the sale of all fractional entitlements arising on the Consolidation.

The Consolidation

The Board is proposing that the Existing Deferred Shares are consolidated on a 1000-for-1 basis such that every 1000 Deferred Shares of £0.0009 each are consolidated into and redesignated as 1 New Consolidated Deferred Share of £0.9 each.

Unless your holding of Existing Deferred Shares is exactly divisible by 1000 you will be left with a Fractional Entitlement to the redesignated New Consolidated Deferred Shares if the Resolution is approved.

Assuming an issued share capital immediately prior to the Extraordinary General Meeting of 4,266,609,563 Deferred Shares, following the Consolidation it is expected that the Company’s issued deferred share capital will consist of approximately 4,266,610 New Consolidated Deferred Shares.

The Resolution, which is an ordinary resolution, makes provision for the Consolidation.

Sale of Fractional Entitlements

No Shareholder will be entitled to a fraction of a New Consolidated Deferred Share. Instead, their entitlement will be rounded down to the nearest whole number of New Consolidated Deferred Shares. Fractional Entitlements to a New Consolidated Deferred Share will be aggregated and the whole number of shares will be sold on behalf of the Company for the best price reasonably obtainable. Shareholders holding Fractional Entitlements will receive the net proceeds, after deduction of costs, of their individual fractional entitlements subject to retention by the Company of amounts not exceeding £5.00 for each Shareholder.

Resolution 12 – Authority of the Directors to issue and allot new shares

The purpose of Resolution 12 is to renew the Directors’ authority to allot ordinary shares. If Resolution 12 is passed, the Directors will have authority to allot ordinary shares in the capital of the Company (and other relevant securities) up to an aggregate nominal amount of £1,500,000.

The Directors expect to only exercise this authority in relation to £1,500,000 aggregate nominal amount, after careful consideration of all the options available and if they consider such exercise to be in the best interests of the Company and its shareholders taken as a whole.

This authority will, if granted, expire at the conclusion of the annual general meeting of the Company to be held in 2025 or, if earlier, at the close of business on 12 months from the date of this annual general meeting, unless such authority is renewed prior to this time. The Company held no shares in treasury as at 10 July 2024 being the latest practicable date before the date of this document.

Resolution 13 – Disapplication of statutory pre-emption rights

If the Directors wish to exercise the authority under Resolution 13 to offer shares, or grant rights to subscribe for, or convert securities into shares, unless shareholders have given specific authority for the waiver of their statutory pre-emption rights, the new shares must be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot new shares (or to grant rights to subscribe for, or convert securities into, shares) for cash or to sell treasury shares for cash without first offering them to existing shareholders in proportion to their holdings. Resolution 13 asks shareholders to grant this limited waiver.

Resolution 13 would, if passed, authorise the Directors to do this by allowing the Directors to allot ordinary shares for cash or sell treasury shares for cash:

- in favour of existing shareholders in proportion to their shareholdings (subject to certain exclusions) in order to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders; or
- otherwise up to an aggregate nominal value of £1,500,000.

The Directors expect only to exercise this authority, in relation to £1,500,000 aggregate nominal amount, after careful consideration of all the options available and if they consider such exercise to be in the best interests of the Company and its shareholders taken as a whole. In particular, the Directors would only allot shares for cash on a non-pre-emptive basis in order to facilitate the Company's overall acquisition strategy.

These authorities, if granted, will each expire at the conclusion of the annual general meeting of the Company to be held in 2025 or, if earlier, at the close of business on 10 September 2025, unless such authority is renewed prior to this time.