

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) (“FSMA”) if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser. The whole of this document should be read.**

If you have sold or otherwise transferred all of your ordinary shares in Rambler Metals & Mining PLC (the “Company” or “Rambler”), please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of ordinary shares, please contact immediately your stockbroker, bank or other agent through whom the sale or transfer was effected.

This document does not comprise of a prospectus in accordance with the Prospectus Regulation Rules or an admission document for the purposes of the AIM Rules for Companies and, pursuant to section 85 of the Financial Services and Markets Act 2000 (as amended), has not been drawn up in accordance with the Prospectus Regulation Rules. This document has not been authorised by the Financial Conduct Authority (“FCA”) or by any other authority in any jurisdiction. This document does not constitute an offer of transferable securities to the public within the meaning of FSMA or otherwise and has not been approved for the purposes of section 21 of FSMA.

The Ordinary Shares are admitted to trading on AIM. The Ordinary Shares will not be dealt in, or on, any other recognized investment exchange and no other such application will be made.

AIM is a market designed primarily for emerging or smaller companies to which a high investment risk tends to be attached than to larger more established companies. AIM securities are not admitted to the Official List of the FCA. A prospective investor should be aware of the risks investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Neither the London Stock Exchange plc nor the FCA has examined or approved the content of this document.

---

## **Rambler Metals & Mining PLC**

*(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 5101822)*

### **Conversion of Debt for Equity Notice of General Meeting**

to be held on Wednesday 18 August 2021 at 2 p.m. (London time)

at

Rambler Metals and Mining Canada Limited,  
Route # 418, Ming’s Bight Road, NL, A0K 3S0, Canada

### ***Nominated Adviser and Corporate Broker***



---

**You should read the whole of this document. Your attention is drawn in particular to the letter from the Chairman of Rambler Metals & Mining PLC which is set out on page 4 of this document and which contains the recommendation of the Directors that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting (“GM”) referred to below.**

Notice of a General Meeting of Rambler Metals & Mining PLC, to be held at 2 p.m. on Wednesday 18 August 2021 at Rambler Metals and Mining Canada Limited, Route # 418, Ming’s Bight Road, NL, A0K 3S0, Canada, is set out at the end of this document. The Form of Proxy for use at the meeting accompanies this document and, to be valid, should be completed and returned to the Company’s Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to arrive by no later than 48 hours before the time fixed for the

meeting (or any adjournment or postponement thereof), weekends and bank holidays excluded. To be valid, a completed Form of Proxy must be in writing and must be executed by you or your attorney authorised in writing or, if you are a corporation, under your corporate seal or by an authorised officer or attorney of the corporation. The persons named in the enclosed Form of Proxy are officers or Directors of the Company.

**According to current Public Health Guidelines applicable in Newfoundland and Labrador, formal indoor gatherings are limited to 200 people, or 75% of the capacity of the venue, whichever is less. Attendees are required by applicable laws to wear a non-medical mask in indoor public spaces, and to maintain social distancing. However, the public is being urged to exercise caution as COVID-19 remains a prevalent risk. The Board remains committed to protecting the health and well-being of its Shareholders and of the general public. Therefore, it is regrettably the opinion of the Board that due to the continued risk presented by COVID-19, Shareholders should not physically attend the GM. Accordingly, the Board strongly urges Shareholders to consider whether travelling to and attending the GM would be necessary under the current circumstances. In any event, attendees will be required (if appropriate) to wear face coverings and keep a distance between themselves and other attendees.**

**The Company will arrange for the GM to be convened with the minimum attendance required to form a quorum, to conduct the necessary business of the GM. Shareholders are therefore encouraged to submit a Form of Proxy by following the above instructions. Shareholders are urged to appoint the Chairman of the meeting as their proxy as Shareholders and their proxies (other than the chairman) are strongly discouraged from attending the meeting in person. Voting at the meeting will be held by way of a poll vote instead of a show of hands. Shareholders may appoint a proxy by completing and depositing the enclosed proxy form at the offices of Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by 2 p.m. on 16 August 2021 or 48 hours before any adjourned meeting or via email to [#UKCSBRS.ExternalProxyQueries@computershare.co.uk](mailto:#UKCSBRS.ExternalProxyQueries@computershare.co.uk) with the original to follow when possible.**

SP Angel Corporate Finance LLP, which is authorised and regulated in the United Kingdom by the FCA and is a member of the London Stock Exchange, is acting as nominated adviser and broker to the Company for the purposes of the AIM Rules. SP Angel is acting exclusively for the Company and will not regard any other person (whether or not a recipient of this document) as a client and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for providing advice in relation to the contents of this document or any other matter referred to herein.

This document does not constitute an offer to buy or to subscribe for, or the solicitation of an offer to buy or subscribe for, Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. In particular, the Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933 as amended (the "Securities Act") or qualified for sale under the laws of any state of the United States or under the applicable laws of any of Canada, Australia, South Africa or Japan and, subject to certain exceptions, may not be offered or sold in the United States or to, or for the account or benefit of, US persons (as such term is defined in Regulation S under the Securities Act) ("US Person") or to any national, resident or citizen of Canada, Australia, South Africa or Japan. Neither this document nor any copy of it may be sent to or taken into the United States, Canada, Australia, South Africa or Japan, nor may it be distributed directly or indirectly to any US Person or to any persons with addresses in Canada, Australia, South Africa or Japan (the "Excluded Territories"), or to any corporation, partnership or other entity created or organised under the laws thereof, or in any country outside England and Wales where such distribution may lead to a breach of any legal or regulatory requirement.

This document will be available free of charge on the Company's website.

## **DIRECTORS, SECRETARY AND ADVISERS**

|   |   |
|---|---|
| Current Directors                                 | Terrell Ackerman (Non-executive Director)<br>Cong (Eason) Chen (Chief Financial Officer)<br>Belinda Labatte (Non-executive Director)<br>Bradford Mills (Non-executive Director and Chairman)<br>Mark Sander (Non-executive Director)<br>Toby Bradbury (President and Chief Executive Officer)<br>Priya Patil (Non-executive Director)<br>Richard Round (Non-executive Director) |
| Registered Office                                 | 3 Sheen Road<br>Richmond Upon Thames<br>Surrey<br>United Kingdom<br>TW9 1AD   |
| Vice President and Company Secretary              | Tim Sanford   |
| Nominated Adviser and Corporate Broker            | SP Angel Corporate Finance LLP<br>Prince Frederick House<br>35-39 Maddox Street<br>London<br>United Kingdom<br>W1S 2PP  |
| Legal advisers to the Company (as to English law) | Memery Crystal Limited<br>165 Fleet Street<br>London<br>EC4A 2DY  |
| Registrars (UK)                                   | Computershare Investor Services PLC<br>The Pavilions<br>Bridgwater Road<br>Bristol<br>BS13 8AE  |
| Company website                                   | <a href="http://www.ramblermines.com/">http://www.ramblermines.com/</a>   |

## **CURRENCY**

In the document, references to “pounds sterling”, “£”, “pence” and “p” are to the lawful currency of the United Kingdom. References to “Dollars” “\$” and “USD” are to the lawful currency of the United States of America.

## LETTER FROM THE CHAIRMAN

# Rambler Metals & Mining PLC

*(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 5101822)*

### Directors:

Terrell Ackerman (Non-executive Director)  
Cong (Eason) Chen (Chief Financial Officer)  
Belinda Labatte (Non-executive Director)  
Bradford Mills (Non-executive Director and Chairman)  
Mark Sander (Non-executive Director)  
Toby Bradbury (President and Chief Executive Officer)  
Priya Patil (Non-executive Director)  
Richard Round (Non-executive Director)

### Registered Office:

3 Sheen Road  
Richmond Upon Thames  
Surrey  
TW9 1AD  
United Kingdom

2 August 2021

Dear Shareholder,

### Conversion of Debt to Equity Notice of General Meeting

#### 1. Introduction

I am writing to provide you with details of a general meeting of the Company to be held at Rambler Metals and Mining Canada Limited, Route # 418, Ming's Bight Road, NL, A0K 3S0, Canada on Wednesday 18 August 2021 at 2 p.m.

The purpose of the General Meeting is to consider and if thought fit approve the following Resolutions:

- (i) to authorise the Directors to allot the Conversion Shares pursuant to its obligations under the CLN; and
- (ii) subject to the approval of (i) above, to disapply statutory pre-emption rights in respect of the allotment of the Conversion Shares.

A summary of the Resolutions is set out in paragraph 3 below.

In order to protect the health and safety of all and to avoid any unnecessary foreign travel by the Directors, the General Meeting will be hosted from Newfoundland, Canada.

The Board remains committed to protecting the health and well-being of its Shareholders and of the general public. Therefore, it is regrettably the opinion of the Board that due to the continued risk presented by COVID-19, Shareholders should not physically attend the GM. Shareholders are urged to appoint the Chairman of the meeting as their proxy, as Shareholders and their proxies (other than the Chairman) are strongly discouraged from attending the meeting in person.

#### 2. Background to the Proposals

The Company entered into a Convertible Loan Note Instrument ("CLN") with Riverfort Global Opportunities PCC Limited and YA II PN, Ltd (together, the "Noteholders") on 30 June 2021.

On completion of the CLN, the Company exercised its right to drawdown \$2,000,000 from the Noteholders ("**Initial Advance**") as a source of working capital for the Company.

The Company also had the right to draw down a second advance of \$2,000,000 ("**Second Advance**") and a third advance of \$2,000,000 ("**Third Advance**") under the CLN, equalling \$4,000,000 in total. The Second Advance is to be available at the Company's request from the period commencing one month from the date of the CLN and expiring on the business day prior to the commencement of the second month from the date of the CLN. The Third Advance is available on the later of (i) one month from the advance of the Second Advance; and (2) two months from the date of the CLN and expires on 31 December 2021.

As of 2 August 2021, the Company has drawn down the Initial Advance of \$2,000,000 from the Noteholders under the CLN and \$300,000 of this has been converted to Ordinary Shares.

Under the terms of the CLN, the Company is required to have sufficient Shareholder authority as at the relevant drawdown date to issue such number of Ordinary Shares as may be required to fulfil two times the Company's obligations in respect of any conversion of any advance, into Ordinary Shares, as required under the CLN ("**Conversion**"). Such Shareholder authority being to the value of the relevant advance and all other amounts outstanding to the Noteholders by the Company (with reference to the closing mid-price of such Ordinary Shares on AIM as reported by Bloomberg) on the day prior to the relevant drawdown. Therefore, in order to fulfil its obligations under the CLN, particularly its requirement to hold authority for two times the value of the Ordinary Shares that would be due to the Noteholders under a Conversion, the Company is seeking Shareholder authority for the allotment of the Conversion Shares. However, it is expected by the Company that the allotment and issue of approximately 15,000,000 Ordinary Shares is likely to be sufficient to allow the Company to satisfy its obligations under the CLN (based on the Company's recent share price and subject to any fluctuations in the Company's share price and changes in the exchange rate in US dollars and pounds sterling). Furthermore, the Directors may decide to pursue alternative financing options, which may reduce the number of Conversion Shares pursuant to the Company's obligations under the CLN.

The proposed authority to allot the Conversion Shares to the Noteholders pursuant to the terms of the CLN would allow the Company to drawdown an additional \$4,000,000 (being the Second Advance and the Third Advance) from the Noteholders. The proposed authority will expire on 31 December 2023, being the maturity date of the CLN.

The Resolutions referred to in paragraph 3 of this letter are sought by the Company in addition to the authorities given to the Directors at the 2021 Annual General Meeting held on 26 May 2021, and those authorities will remain in place.

### **3. General Meeting**

It is necessary for Shareholders to give the Board the authority to allot the Conversion Shares referred to above.

A summary explanation of the Resolutions being proposed is set out below. Please note that this is not the full text of the resolutions and you should read this section in conjunction with the Resolutions contained in the Notice of General Meeting at the end of this document.

#### **Resolution 1**

An ordinary resolution granting the Directors authority to allot Ordinary Shares up to a maximum aggregate nominal amount of £300,000 (representing approximately 25.5 per cent of the Company's issued Ordinary Share capital as at 2 August 2021), which represents the Conversion Shares. The authority given by this Resolution will expire on 31 December 2023. Under the provisions of section 551 of the Act, the Directors are not permitted to allot shares unless authorised to do so by the Shareholders.

If approved, this authority will be in addition to the authorities given to the Directors at the 2021 Annual General Meeting, and those authorities will remain in place.

#### **Resolution 2**

A special resolution disapplying the statutory pre-emption rights in respect of the allotment of the new Ordinary Shares to be allotted pursuant to Resolution 1, being the Conversion Shares. The authority given by these Resolutions will expire on 31 December 2023.

This Resolution will be in addition to the resolutions passed at the 2021 Annual General Meeting. The authority is conditional on the passing of Resolution 1.

### **4. Action to be taken**

Shareholders will find accompanying this document a Form of Proxy for use at the General Meeting. Shareholders are strongly encouraged to vote by proxy, and the Form of Proxy should be completed, signed and returned in accordance with the instructions printed on it as soon as

possible and in any event by no later than 2 p.m. on 16 August 2021 to the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

**Shareholders are urged to appoint the Chairman of the meeting as his or her proxy, as due to the continued risk presented by COVID-19, the Board strongly discourages Shareholders and their proxies from attending the meeting in person. The meeting will be held by way of a poll vote rather than a show of hands.**

The Company will provide joining details for the General Meeting allowing Shareholders to follow the business of the General Meeting. If you would like to view the General Meeting, please email [zoom@ramblermines.com](mailto:zoom@ramblermines.com) and joining details will be sent to you. Although you will be able to see and hear proceedings of the General Meeting (listen only mode), this will not constitute formal attendance at the General Meeting and you will not be able to speak or vote during the General Meeting.

As Shareholders are strongly discouraged from attending the General Meeting in person, if you would like to ask a question about the business to be discussed at the General Meeting, in advance of the General Meeting please send your questions to [zoom@ramblermines.com](mailto:zoom@ramblermines.com) to be received by the Company no later than 2 p.m. (London time) on 16 August 2021. The Directors will endeavour to answer these questions after the conclusion of the formal business of the General Meeting. Following the General Meeting Shareholders who have joined to view the General Meeting will be able to ask questions of the Directors using the same joining details and a Q&A of will be provided on the Company's website as soon as practicable after the General Meeting.

#### **5. Directors' recommendation**

The Directors consider that the Resolutions to be proposed at the General Meeting are in the best interests of the Company and its Shareholders as a whole and unanimously recommend that Shareholders vote in favour of all of the Resolutions, as the Independent Directors intend to do so in respect of their own beneficial holdings amounting to in aggregate 539,141 Ordinary Shares (representing approximately 0.46 per cent. of the existing issued share capital of the Company as at the date of this notice).

Yours sincerely,

Bradford Alan Mills  
Non-Executive Director and Chairman  
Rambler Metals and Mining plc



## DEFINITIONS

The following definitions apply throughout this document and the Form of Proxy, unless the context otherwise requires:

|  |   |
|--|---|
| <b>Act</b>                                 | Companies Act 2006  |
| <b>AIM</b>                                 | the AIM market of that name operated by the London Stock Exchange   |
| <b>Board or Directors</b>                  | the directors of the Company as at the date of this document, or any duly authorised committee thereof  |
| <b>Company or Rambler</b>                  | Rambler Metals & Mines Plc registered in England and Wales with company number 05101822 and registered offices as 3 Sheen Road, Richmond Upon Thames, Surrey, TW9 1AD   |
| <b>Conversion Shares</b>                   | the 30,000,000 new Ordinary Shares to be allotted pursuant to the Company's obligations under the CLN   |
| <b>CLN</b>                                 | has the meaning given in paragraph 2 of the Letter from the Chairman  |
| <b>CREST</b>                               | the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator   |
| <b>CREST Manual</b>                        | the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparts Service Manual, CREST Rules, Registrar Service Standards, Settlement Discipline Rules CCSS Operations Manual, Daily Timetable, CREST Application Procedure and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms) promulgated by Euroclear on 15 July 1996, (as amended) and published by Euroclear |
| <b>CREST member</b>                        | a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations)  |
| <b>CREST regulations</b>                   | the Uncertificated Securities Regulations 2001 (S12001/3755)  |
| <b>Euroclear</b>                           | Euroclear UK and Ireland Limited  |
| <b>Ordinary Share Capital</b>              | the issued ordinary share capital of the Company at the date of this document, comprising 117,728,243 Ordinary Shares   |
| <b>Ordinary Shares</b>                     | the ordinary shares of £0.01 each in the capital of the Company   |
| <b>FCA</b>                                 | the UK Financial Conduct Authority  |
| <b>Form of Proxy</b>                       | the form of proxy enclosed with this document for use by Shareholders in connection with the General Meeting  |
| <b>FSMA</b>                                | the Financial Services and Markets Act 2000, as amended   |
| <b>General Meeting</b>                     | the general meeting of the Company convened for 2 p.m. on Wednesday 18 August 2021 and any adjournment thereof, notice of which is set out at the end of this document  |
| <b>London Stock Exchange</b>               | London Stock Exchange plc   |
| <b>Notice or Notice of General Meeting</b> | the notice of General Meeting set out at the end of this document   |
| <b>Registrars</b>                          | Computershare Investor Services PLC   |
| <b>Resolutions</b>                         | the resolutions to be proposed at the General Meeting, details of which are set out in the Notice of Meeting  |
| <b>Shareholders</b>                        | holders of Ordinary Shares from time to time  |

**SP Angel**

SP Angel Corporate Finance LLP, the Company's nominated adviser and broker

**Uncertificated or uncertificated form**

recorded on the relevant register of Ordinary Shares as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST



## NOTICE OF GENERAL MEETING

# Rambler Metals & Mining PLC

*(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 5101822)*

**NOTICE IS HEREBY GIVEN** that a General Meeting of Rambler Metals & Mining Plc (the “Company”) will be held at Rambler Metals and Mining Canada Limited, Route # 418, Ming’s Bight Road, NL, A0K 3S0, Canada on Wednesday 18 August 2021 at 2 p.m. (London time) for the purpose of considering and, if thought fit, passing the following resolutions. Resolution 1 shall be proposed as an ordinary resolution and Resolution 2 shall be proposed as a special resolution:

### ORDINARY RESOLUTION

- 1 That, subject to the passing of Resolution 1, the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 551 of the Act to allot the Conversion Shares (as defined in the circular to shareholders accompanying this notice of general meeting (“**Circular**”) and this authority will (unless renewed, extended, varied or revoked by the Company in a general meeting) expire on 31 December 2023, save that the Company may, prior to the expiry of such period, make an offer or agreement which would or might require equity securities to be allotted after such authority expires and the Directors may allot equity securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

This authority is in addition to all previous authorities conferred upon the directors of the Company pursuant to section 551 of the Act at the 2021 Annual General Meeting.

### SPECIAL RESOLUTION

- 2 That, subject to the passing of Resolution 1 above, the Directors be and they are hereby generally authorised pursuant to Section 570 and Section 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 1 above, being the Conversion Shares, as if section 561 of the Act did not apply to any such allotment. The authority given by this Resolution will expire on the 31 December 2023, save that the Company may, prior to the expiry of such period, make an offer or agreement which would or might require equity securities to be allotted after such expiry but otherwise in accordance with the foregoing provisions of this authority in which case the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

**DATED** 2 August 2021

**By order of the Board**

*(Signed) “Tim Sanford”*

Tim Sanford  
Company Secretary  
Rambler Metals and Mining plc

Registered office: 3 Sheen Road, Richmond Upon Thames, Surrey TW9 1AD

*Notes: Voting*

- 1 Shareholders entitled to attend and vote at the meeting may appoint one or more proxies to attend, speak and vote in their place. A proxy need not be a Shareholder of the Company. **Shareholders are urged to appoint the Chairman of the meeting as his or her proxy, as due to the continued risk presented by COVID-19, the Board strongly discourages Shareholders and their proxies from attending the meeting in person. The meeting will be held by way of a poll vote rather than a show of hands.**
- 2 Shareholders may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. Shareholders may not appoint more than one proxy to exercise rights attached to any one share. If they wish to appoint more than one proxy, Shareholders should contact the Company's Registrars: (i) in the UK, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; (ii) alternatively, Shareholders should photocopy the Form of Proxy.
- 3 A vote withheld option is provided on the Form of Proxy to enable you to instruct your proxy not to vote on the resolution. However, it should be noted that a vote withheld in this way is not a "vote" in law and will not be counted in the calculation of the votes "For" and "Against" such resolution.
- 4 A Form of Proxy is enclosed with this document, and Shareholders who wish to use it should see that it is deposited, duly completed, at the offices of Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by 2 p.m. on 16 August 2021 or 48 business-day hours before any adjourned meeting or via email to [#UKCSBRS.ExternalProxyQueries@computershare.co.uk](mailto:#UKCSBRS.ExternalProxyQueries@computershare.co.uk) with the original to follow when possible. Completing and posting of the Form of Proxy will not preclude the appointing Shareholder from attending and voting in person at the meeting should they wish to do so.
- 5 The Company will provide joining details for the General Meeting allowing Shareholders to follow the business of the General Meeting. If you would like to view the General Meeting, please email [zoom@ramblermines.com](mailto:zoom@ramblermines.com) and joining details will be sent to you. Although you will be able to see and hear proceedings of the General Meeting (listen only mode), this will not constitute formal attendance at the General Meeting and you will not be able to speak or vote during the General Meeting.
- 6 As Shareholders are strongly discouraged from attending the General Meeting in person, if you would like to ask a question about the business to be discussed at the General Meeting, in advance of the General Meeting please send your questions to [zoom@ramblermines.com](mailto:zoom@ramblermines.com) to be received by the Company no later than 2 p.m. (London time) on 16 August 2021. The Directors will endeavour to answer these questions after the conclusion of the formal business of the General Meeting. Following the General Meeting Shareholders who have joined to view the General Meeting will be able to ask questions of the Directors using the same joining details and a Q&A of will be provided on the Company's website as soon as practicable after the General Meeting.
- 7 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only those Shareholders registered in the register of members of the Company as at 6 p.m. (London time) on 16 August 2021 shall be entitled to attend or vote at the aforesaid meeting in respect of the number of shares registered in their name at that time (or, in the event of any adjournment, 6 p.m. on the date which is two days before the time of the adjourned meeting or, in the case of an adjourned meeting, excluding any part of a day that is not a working day). Changes to entries on the register of members after 6 p.m. (London time) on 16 August 2021 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 8 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its power as a member provided that they do not do so in relation to the same shares. **Shareholders are urged to appoint the Chairman of the meeting as their corporate representative, as due to the continued risk presented by COVID-19, the Board strongly discourages physical attendance at the General Meeting.**

- 9 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(s) or postponement(s) of it by using the procedures described in the CREST Manual. CREST personal members, sponsored CREST members and CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action for them.

To complete a valid proxy appointment or instruction using the CREST service, the CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must in order to be valid, be transmitted and received by Computershare Investor Services PLC (Participant ID 3RA50) by no later than 48 hours before the time fixed for the meeting (or any adjournment or postponement thereof), weekends and bank holidays excluded. The time of receipt of the instruction will be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare Investor Services PLC 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.

CREST members and, where applicable, CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will apply 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 ensure that his CREST sponsor or voting service provider(s) take(s) the necessary action to ensure that a message is transmitted by means of the CREST system by a particular time. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should refer to the sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat a CREST Proxy Instruction as invalid as set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

- 10 As at 6 p.m. (London time) on 2 August 2021 (being the latest practicable date prior to the printing of this notice), the Company's issued share capital comprised 117,728,243 Ordinary Shares. 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 p.m. (London time) on the latest practicable date prior to the printing of this notice is 117,728,243.
- 11 Any electronic address provided either in this notice of General Meeting or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.
- 12 A copy of this notice of General Meeting can be found on the Company's website at [www.ramblermines.com](http://www.ramblermines.com).

