

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the contents of this document and/or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) who specialises in advising in connection with shares and other securities if you are in the United Kingdom or, if you are resident outside the United Kingdom, from another appropriately qualified independent financial adviser.**

If you have sold or otherwise transferred all of your ordinary shares of £0.01 each ("**Ordinary Shares**") in the capital of Eastinco Mining & Exploration PLC (the "**Company**"), please forward this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can forward these documents to the person who now owns the Ordinary Shares.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy Ordinary Shares.

---

# **EASTINCO MINING & EXPLORATION PLC**

(Incorporated and registered in England and Wales with registered number 07496976)

## **NOTICE OF ANNUAL GENERAL MEETING**

---

The formal notice of the Annual General Meeting, to be held at 11.00 a.m. on Friday 31 December 2021 at 24-26 Great Queen Street, London, WC2B 5BL, is set out on page 8 of this document.

Following the ease of COVID-19 restrictions in the UK, it is expected that Shareholders will be able to attend the AGM in person this year. However, the Company does strongly suggest that shareholders do not attend in person. If Shareholders do wish to attend the AGM it is kindly requested that they carry out a lateral flow test prior to attending the meeting, adhere to social distancing measures and wear a face covering (unless exempt). Please note that this is subject to the UK Government not announcing any further COVID-19 related restrictions prior to the AGM.

In the event that significant restrictions on personal movement are in place due to Covid-19 on the date of the AGM, we will hold a closed meeting which Shareholders will be unable to attend the meeting physically.

The Company will make arrangements such that the legal requirements to hold the AGM can be satisfied through the attendance of a minimum number of members and the format of the meeting will be purely functional – the meeting will comprise only the formal votes without any business update

Any changes to the arrangements for the AGM (including, without limitation, as to proxy appointments, attendance, venue, format, the business to be considered or timing, as the case may be) will be communicated to members before the meeting through our website and, where appropriate, via the Regulatory News Service.

Shareholders may access the AGM via Zoom video link. If you would like access to the video link, please contact Charles Bray via email at [info@eme-plc.com](mailto:info@eme-plc.com) with your request no later than 11.00 a.m. on 29 December 2021. Given the continuing uncertainty, Shareholders are strongly encouraged to submit a proxy vote in advance of the AGM. A Form of Proxy for use at the AGM accompanies this document and, to be valid, must be completed and returned to Share Registrars Ltd (Attn: Louisa Hopkins), The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR as soon as possible but in any event to be received not later than 11.00 a.m. on 29 December 2021 or 48 hours (excluding non-business days) before any adjourned meeting.

In the event that there are restrictions on attendance, the meeting will take place as a 'closed meeting'. In the event of a closed meeting, Shareholders are strongly encouraged to appoint the 'Chair of the meeting' as their proxy rather than a named person who will not be permitted to attend the meeting.

In the event of a closed meeting, Shareholders will be invited to submit questions in advance of the meeting to the Company via email at [info@eme-plc.com](mailto:info@eme-plc.com) by no later than 11.00 a.m. on 29 December 2021. Responses to the questions will be made available on the Company's website following the conclusion of the AGM. The Company must answer any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Copies of this document will be kept at 27-28 Eastcastle Street, London, England, W1W 8DH for a period of one month from the date of this document. This document will also be available at <https://www.eastinco.com/>. Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website is incorporated in, or forms part of, this document.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<b><u>Event</u></b>	<b><u>Expected time / date</u></b>
Publication of this document	8 December 2021
Latest time and date for receipt of Form of Proxy	11.00 a.m. on 29 December 2021
Annual General Meeting	11.00 a.m. on 31 December 2021

### **Notes:**

- (1) All times shown in this document are London times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or date above changes. The revised times and/or dates will be notified to Shareholders by announcement through the Regulatory News Service of London Stock Exchange plc.
- (2) If the Annual General Meeting is adjourned, the latest time and date for receipt of forms of proxy for the adjourned meeting will be notified to Shareholders by announcement through the Regulatory News Service of London Stock Exchange plc.

## DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires.

<b>"AGM" or "Annual General Meeting"</b>	a duly convened annual general meeting (or any adjournment thereof) of the Shareholders at which the Resolutions will be proposed to be held at 11.00 a.m. on 31 December 2021, notice of which is set out in the Notice of General Meeting;
<b>"Act"</b>	the Companies Act 2006 (as amended);
<b>"Company"</b>	Eastinco Mining & Exploration PLC, a company incorporated and registered in England and Wales with registered number 07496976;
<b>"COVID-19"</b>	Coronavirus;
<b>"CREST"</b>	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations);
<b>"CREST Regulations"</b>	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755) (as amended);
<b>"Directors" or "Board"</b>	the directors of the Company whose names are set out on page 4 of this document, or any duly authorised committee thereof;
<b>"Euroclear"</b>	Euroclear UK & Ireland Limited, the operator of CREST;
<b>"Form of Proxy"</b>	the form of proxy for use in connection with the Annual General Meeting which accompanies this document;
<b>"Listing Rules"</b>	the listing rules published by the Financial Conduct Authority;
<b>"Ordinary Shares"</b>	the ordinary shares of £0.01 each in the capital of the Company;
<b>"Resolutions"</b>	the ordinary resolutions and the special resolution set out in the Notice of Annual General Meeting;
<b>"Shareholders"</b>	holders of Ordinary Shares;
<b>"Special Resolution"</b>	resolution number 7 to be proposed at the Annual General Meeting seeking shareholder approval to dis-apply rights of pre-emption pursuant to the authority granted by resolution number 6; and
<b>"uncertificated" or "in uncertificated form"</b>	an Ordinary Share recorded on a company's share register 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.

## **EASTINCO MINING AND EXPLORATION PLC**

*(Incorporated and registered in England and Wales with registered number 07496976)*

*Directors:*

Charles Bray, Chairman  
Simon Rollason, Chief Executive Officer  
Simon Retter, Non-Executive Director  
Devon Marais, Non-Executive Director

*Registered Office:*

27-28 Eastcastle Street  
London  
England  
W1W 8DH

To Shareholders and, for information only, to the holders of warrants and options

8 December 2021

Dear Shareholder

### **Notice of Annual General Meeting**

#### **Introduction**

I am writing to you with details of this year's Annual General Meeting ("**AGM**") of the Company to be held at 11.00 a.m. on 31 December 2021 at 24-26 Great Queen Street, London WC2B 5BL. The formal notice of Annual General Meeting is set out on pages 8 to 12 of this document.

This letter also explains why the Directors recommend that shareholders of the Company (the "**Shareholders**") vote in favour of the resolutions being proposed at the AGM (the "**Resolutions**").

#### **COVID-19 special arrangements**

The Board is closely monitoring the evolving COVID-19 situation and public health concerns in the United Kingdom, including the related social distancing requirements, public health guidance and legislation issued by the UK Government.

Arrangements for the Company's AGM has the potential to be affected due to restrictions on personal movement and social distancing measures implemented by the UK Government in response to the COVID-19 pandemic. At the time of publication of the Notice of AGM, the Company is continuing to monitor public health guidance and legislation issued by the UK Government and the AGM is expected to proceed.

However, whilst attendance in person is expected to be possible, due to the unpredictability of the UK Government guidance and the continuing potential health risks from public gatherings because of the COVID-19 pandemic, Shareholders are strongly encouraged to submit a proxy vote in advance of the AGM.

Shareholders can vote by returning the proxy instructions which accompany this document. To be valid, the Form of Proxy must be completed and returned to Share Registrars Ltd (Attn:

Louisa Hopkins), The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR in accordance with the instructions in the Notes appended to this notice.

In any event, for those Shareholders who do not wish to attend the Meeting in person, we have made it accessible to join the AGM via Zoom video link. If you would like access to the video link, please contact Charles Bray via email at [info@eme-plc.com](mailto:info@eme-plc.com) with your request no later than 11.00 a.m. on 29 December 2021.

Shareholders are also invited to submit questions in advance of the meeting via email at [info@eme-plc.com](mailto:info@eme-plc.com) by no later than 11.00 a.m. on 29 December 2021. Responses to the questions will be made available on the Company's website following the conclusion of the AGM.

The Company must answer any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

This situation is constantly evolving and the UK Government may change current restrictions or implement further measures relating to the holding of general meetings during the affected period. Any changes to the arrangements for the AGM (including, without limitation, as to proxy appointments, attendance, venue, format, the business to be considered or timing, as the case may be) will be communicated to members before the meeting through our website and, where appropriate, via the Regulatory News Service of London Stock Exchange plc.

### **Explanatory notes to the Notice of AGM**

The following notes give an explanation of the proposed Resolutions. Resolutions 1-6 proposed as ordinary resolutions. This means for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolution 7 is proposed as a special resolution. This means that for this Resolution to be passed, at least three quarters of the votes cast must be in favour of the Resolution.

#### *Resolution 1 – Receiving and Considering the Accounts*

This is an ordinary resolution to receive and adopt the annual accounts of the Company for the financial year ended 31 December 2020 together with Directors' reports and auditors' report on those accounts.

#### *Resolutions 2-3 – Re-appointment/re-election of Directors*

Article 106 of the Company's Articles of Association ("**Articles**") requires that one third of the directors of the Company who have held office since the last AGM must retire and, if they are eligible, may offer themselves for re-election. The Board recommends the re-appointment of Simon Rollason as a director of the Company, who was appointed by the board since the last AGM and the re-election of Charles Bray who retires by rotation in accordance with article 106 of the Articles.

#### *Resolutions 4-5 – Re-appointment of Auditors*

Resolution 4 is an ordinary resolution to retrospectively approve the appointment of Adler Shine LLP for the year to 31 December 2020 and Resolution 5 is an ordinary resolution to appoint Crowe U.K. LLP as auditors to the Company and to authorise the Directors to fix their remuneration.

#### *Resolution 6 – Directors’ Authority to Allot Shares*

This is an ordinary resolution to grant the Directors the authority to allot and issue shares and grant rights to subscribe for shares in the Company for the purposes of Section 551 of the Act up to the maximum aggregate nominal amount of:

- £56,666.67 in connection with the proposed conversion of the convertible loan notes pursuant to the 2021 convertible loan note instrument dated 27 September 2021 (“CLNs”) into Ordinary Shares, but for no other purpose;
- £1,133,333 in connection with the issue of warrants over ordinary shares to be issued upon the conversion of the CLNs into equity;
- The £634,903 in connection with the issue of Ordinary Shares pursuant to the exercise of existing warrants; and
- £221,670 otherwise than in connection with the matters set out above.

This Resolution replaces any existing authorities to issue shares in the Company and the authority under this Resolution will expire at the conclusion of the next annual general meeting of the Company.

#### *Resolution 7 – Disapplication of Pre-emption Rights*

This is a special resolution to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act. This special resolution authorises the Directors to issue equity securities as continuing authority up to an aggregate nominal amount of the above amounts set out in Resolution 6 for cash on a non-pre-emptive basis pursuant to the authority conferred by Resolution 6 above. The authority granted by this Resolution will expire at the conclusion of the next annual general meeting of the Company.

#### **Voting and action to be taken by Shareholders**

Enclosed with the Notice of AGM accompanying this letter is a form of proxy for use by shareholders. All shareholders are invited and encouraged to attend the AGM or, if they are unable to attend in person, to complete, sign and return the form of proxy and return to Share Registrars Ltd (Attn: Louisa Hopkins), The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR in accordance with the instructions printed on it so as to be received as soon as possible, but in any event not later than 11.00 a.m. on 29 December 2021. Shareholders can either deliver the form of proxy by hand, by mail, by facsimile or as an attachment by email in accordance with the instructions contained thereon. Delivery of a form of proxy will not preclude a shareholder from attending and voting at the AGM in person if the shareholder wishes.

**Recommendation**

The Board believes that the Resolutions being put to the Shareholders as described in this letter are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the AGM as they intend to do in respect of their own beneficial holdings.

Yours faithfully

**Charles Bray**

*Chairman*

# EASTINCO MINING AND EXPLORATION PLC

*(Incorporated and registered in England and Wales with registered number 07496976)*

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Annual General Meeting of the Company will be held at 11.00 a.m. on 31 December 2021 at 24-26 Great Queen Street, London, WC2B 5BL, for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1 - 6 will be proposed as ordinary resolutions and resolution 7 will be proposed as a special resolution.

### ORDINARY RESOLUTIONS

- 1 To approve the Annual Report and Accounts for the year to 31 December 2020.
- 2 To re-appoint Simon Rollason, who was appointed by the board since the last Annual General Meeting, as a director of the Company.
- 3 That Charles Bray, a Director retiring by rotation in accordance with regulation 106 of the Articles of Association of the Company, be and is hereby re-elected as Executive Chairman of the Company.
- 4 To retrospectively approve the appointment of Adler Shine LLP for the year to 31 December 2020.
- 5 To appoint Crowe U.K. LLP as auditors to the Company and to authorise the Directors to fix their remuneration.
- 6 **THAT**, in accordance with section 551 of the Companies Act 2006 ("**Act**") the directors of the Company (the "**Directors**") be and are generally and unconditionally authorised to allot ordinary shares in the Company or to grant rights to subscribe for or to convert any securities into ordinary shares in the Company ("**Rights**") up to a maximum nominal amount of:
  - 6.1 £56,666.67 in connection with the proposed conversion of the convertible loan notes pursuant to the 2021 convertible loan note instrument dated 27 September 2021 ("**CLNs**") into Ordinary Shares, but for no other purpose;
  - 6.2 £1,133,333 in connection with the issue of warrants over ordinary shares to be issued upon the conversion of the CLNs into equity, but for no other purposes;
  - 6.3 £634,903 in connection with the issue of Ordinary Shares pursuant to the exercise of existing warrants; and
  - 6.4 £221,670 otherwise than in connection with the matters set out in 6.1 to 6.3 above,

provided that these authorities, unless duly renewed, varied or revoked by the Company, will expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the

Company to be held after the passing of this resolution, save that the Company may, before such expiry, make offers or agreements which would or might require ordinary shares to be allotted or Rights to be granted after such expiry and, the Directors may allot ordinary shares or grant Rights in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot relevant securities but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

### **SPECIAL RESOLUTION**

7 **THAT**, the Directors be and they are hereby empowered (in substitution for and to the exclusion of any other existing powers save to the extent that the same have been previously exercised) pursuant to Section 551 of the Act to allot equity securities (within the meaning of Section 560 of the Act) of the Company for cash pursuant to the authority conferred on them by Resolution 6 and to allot relevant securities as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities in connection with:

- 7.1 £56,666.67 in connection with the proposed conversion of the convertible loan notes pursuant to the 2021 convertible loan note instrument dated 27 September 2021 (“**CLNs**”) into Ordinary Shares, but for no other purpose;
- 7.2 £1,133,333 in connection with the issue of warrants over ordinary shares to be issued upon the conversion of the CLNs into equity, but for no other purposes;
- 7.3 £634,903 in connection with the issue of Ordinary Shares pursuant to the exercise of existing warrants; and
- 7.4 £221,670 otherwise than in connection with the matters set out in 7.1 to 7.3 above,

provided that these authorities, unless duly renewed, varied or revoked by the Company, will expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, save that the Company may, before such expiry, make offers or agreements which would or might require ordinary shares to be allotted or Rights to be granted after such expiry and, the Directors may allot ordinary shares or grant Rights in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot relevant securities but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

**BY ORDER OF THE BOARD**

**Charles Bray**

*Chairman*

8 December 2021

**Registered Office:**

27-28 Eastcastle Street

London

England

W1W 8DH

## NOTES

1. As a member of the Company, 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.
2. A Form of Proxy is enclosed with this Notice for use in connection with this business set out above. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with Share Registrars Ltd (Attn: Louisa Hopkins), The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR by 11.00 a.m. on 29 December 2021. In light of the COVID-19 restrictions, whilst attendance in person is expected to be possible, due to the unpredictability of the UK Government guidance and the continuing potential health risks from public gatherings because of the COVID-19 pandemic, Shareholders are strongly encouraged to submit a proxy vote in advance of the AGM. Shareholders are strongly encouraged to appoint the Chair of the meeting to be their proxy at the meeting to ensure that their vote is counted even if attendance at the meeting is restricted or the Shareholder or any other proxy the Shareholder might appoint are unable to attend in person. If, notwithstanding this position, Shareholders intend to appoint a person other than the Chair of the meeting as their proxy they should delete the words “the Chair of the meeting or”, insert the full name of the proxy or proxies they wish to appoint and initial the alteration.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
4. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate 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 instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent, Share Registrars Limited by 11.00 a.m. on 29 December 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer’s agent 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.
5. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation 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, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
6. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
7. In the case of joint holders of Ordinary Shares, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to vote at the

AGM (and for the purpose of the determination by the Company of the votes they may cast), a member of the Company must be entered in the register of members of the Company at 11.00 a.m. on 29 December 2021.

9. As at the close of business on 8 December 2021, the Company's issued share capital comprised 462,455,430 ordinary shares of £0.01 each. Each Ordinary Share carries the right to one vote at an annual general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 462,455,430.
10. Attendance at the AGM will be subject to the UK Government not announcing any social distancing restrictions prior to the AGM.
11. However, for those Shareholders who do not wish to attend the meeting in person, they can join the AGM virtually via Zoom video link. If you would like access to the video link, please contact Charles Bray via email at [info@eme-plc.com](mailto:info@eme-plc.com) with your request no later than 11.00 a.m. on 29 December 2021.