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If you have sold or transferred all of your ordinary shares in Arc Minerals Limited please forward this document and 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 transmission to the purchaser or transferee.

The distribution of this document in jurisdictions other than the UK 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 shares in Arc Minerals Limited.

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**ARC MINERALS LIMITED**

**NOTICE OF**

**ANNUAL GENERAL MEETING**

**2022**

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Notice of the Annual General Meeting (“AGM”) of the Shareholders of Arc Minerals Limited (the “Company”) to be held by web conferencing at 11:00 am GMT on 3 November 2022 is set out on page 4 of this document.

A Form of Proxy is available on the Company’s website ([www.arcminerals.com](http://www.arcminerals.com)) for use in connection with the meeting. Forms of Proxy should be completed and returned to the Company’s Registrars, Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgewater Road Bristol BS99 6ZY as soon as possible and in any event to be received not later than 11:00 am GMT on 1 November 2022<sup>1</sup>. Electronic voting is available and explained on the Form of Proxy.

A Form of Instruction for holders of Depositary Interests is available on the Company’s website ([www.arcminerals.com](http://www.arcminerals.com)) for use in connection with the AGM of Shareholders and, to be valid, must be completed and returned to Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS99 6ZY, England as soon as possible and in any event to be received not later than 11:00 am GMT on 31 October 2022<sup>2</sup> or 72 hours before any adjourned meeting.

The return of one or more completed Forms of Proxy or Forms of Instruction will not prevent you from attending the virtual AGM of Shareholders. The directors encourage shareholders to exercise their right to vote by submitting a Form of Proxy as shareholders will not be able to vote during the virtual AGM.

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*1 A Form of Proxy is available on the Company’s website 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 Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgewater Road, Bristol, BS99 6ZY by not later than 48 hours prior to the time fixed for the Meeting (without taking into account any part of a day that is not a working day).*

*2 A Form of Instruction to appoint the Custodian to vote on behalf of the holders of Depositary Interests is available on the Company’s website for use in connection with the business set out above. To be valid, Forms of Instruction and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS99 6ZY, England by not later than 72 hours prior to the time fixed for the Meeting (without taking into account any part of a day that is not a working day).*

# LETTER FROM THE CHAIRMAN

## Arc Minerals Limited

*(Incorporated and registered in the British Virgin Islands with registered number 1396532)*

### **Directors:**

Nicholas von Schirnding, *Executive Chairman*  
Rémy Welschinger, *Finance Director*  
Brian McMaster, *Non-Executive Director*  
Caleb Mulenga, *Non-Executive Director*  
Valentine Chitalu, *Non-Executive Director*

### **Registered Office:**

Craigmuir Chambers  
Road Town  
Tortola  
British Virgin Islands  
VG 1110

**19 October 2022**

### **To the Shareholders**

Dear Shareholder,

#### **1. Introduction**

I am writing to you to explain the resolutions to be proposed at this year's Annual General Meeting of Arc Minerals Ltd (the "Company"), to be held by web conferencing **at 11:00 am GMT on Thursday, 3 November 2022**, which are set out in the Notice of Annual General Meeting ("AGM") included in this document.

#### **2. Business of the AGM**

##### **Ordinary Resolutions**

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

This Resolution relates to receiving and considering the audited accounts for the financial period ended 31 December 2021, together with the Report of the Directors and the Auditors Report which is available on the Company's website at [www.arcminerals.com](http://www.arcminerals.com).

##### **Resolution 2 – Auditor's Reappointment and Remuneration**

This Resolution relates to the Auditors' re-appointment and authorising the Directors to determine their remuneration.

#### **3. Action to be taken by Shareholders**

A Form of Proxy (for Shareholders) and a Form of Instruction (for the holders of Depositary Interests) is available on the Company's website at [www.arcminerals.com](http://www.arcminerals.com) for use in connection with the AGM. **Shareholders are requested to complete, sign and return their Forms of Proxy to Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgewater Road, Bristol, BS99 6ZY.**

The Form of Proxy must be returned as soon as possible and, in any event, to arrive no later than **11:00 am GMT on 1 November 2022**<sup>3</sup>. The directors encourage shareholders to exercise their right to vote by submitting a Form of Proxy as shareholders will not be able to vote during the virtual AGM.

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<sup>3</sup> A Form of Proxy is available on the Company's website 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 Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgewater Road, Bristol, BS99 6ZY by not later than 48 hours prior to the time fixed for the Meeting (without taking into account any part of a day that is not a working day).

### **Appointment by Holders of Depositary Interests of the Custodian to vote on their behalf**

Holders of Depositary Interests are requested to complete, sign and return their Forms of Instruction appointing Computershare Company Nominees Limited (the “Custodian”) to vote the underlying Ordinary Shares on your behalf at the AGM to Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS99 6ZY, England as soon as possible and, in any event, to arrive no later than **11:00 am GMT on 31 October 2022**<sup>4</sup> or 72 hours before the time of any adjourned meeting (without taking into account any part of a day that is not a working day).

Holders of Depositary Interests have no right to attend and vote the underlying Ordinary Shares at a meeting of Shareholders and should therefore complete and return the Form of Instruction so that the Custodian may vote on their behalf.

### **Shareholder consent to receive information electronically**

Pursuant to previous shareholder approval<sup>5</sup> of electronic communication and dissemination of information via the Company’s official website, the Company would like to confirm that various forms of shareholder documents (such as Notices of AGM and Annual Reports) will continue to be distributed to shareholders electronically. If you would like to receive shareholder documents in relation to this AGM in print please email to [info@arcminerals.com](mailto:info@arcminerals.com) or write to the Company at 2nd Floor, 180 Piccadilly, London, W1J 9HF as soon as possible and, in any event, to arrive no later than 11:00 am BST on 27 October 2022.

Shareholders are reminded that their right to request information in print at any time in the future remains unaffected and that they can do so by email to [info@arcminerals.com](mailto:info@arcminerals.com) or by writing to the Company at 2nd Floor, 180 Piccadilly, London, W1J 9HF and by giving no less than 14 days’ notice.

## **4. Board Recommendation**

The Board consider that each of the Resolutions is in the best interest of the Company and unanimously recommend to Shareholders that they should vote in favour of each of them as they intend to do so in respect of their own beneficial holdings of Ordinary Shares representing at the date of this letter approximately 3% of the issued Ordinary Shares of the Company.

Yours faithfully

**Nicholas von Schirnding**  
**Executive Chairman**

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*4 A Form of Instruction to appoint the Custodian to vote on behalf of the holders of Depositary Interests is available on the Company’s website for use in connection with the business set out above. To be valid, Forms of Instruction and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS99 6ZY, England by not later than 72 hours prior to the time fixed for the Meeting (without taking into account any part of a day that is not a working day).*

*5 At the Annual General Meeting of the Company held in September 2012, Shareholders approved electronic communication and dissemination of information via the Company’s official website, including but not limited to Notices of General Meetings, Forms of Proxy and Annual Reports and Accounts.*

# ARC MINERALS LIMITED

*(Incorporated and registered in the British Virgin Islands with registered number 1396532)*

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Shareholders of the Company will be held by web conferencing **at 11:00 am GMT on Thursday, 3 November 2022** to consider and, if thought fit, pass the below Resolutions. Registration details for the AGM are made available in the Company's announcement on 19 October 2022. The Directors encourage all shareholders to exercise their right to vote by submitting a Form of Proxy as shareholders will not be able to vote during the virtual AGM.

### ORDINARY RESOLUTIONS

1. To receive and consider the audited accounts for the financial period ended 31 December 2021, together with the Reports of the Directors and the auditors thereon, which is available on the Company's website at [www.arcminerals.com](http://www.arcminerals.com).
2. To re-appoint PKF Littlejohn LLP as auditors to the Company, to hold office until the conclusion of the next annual general meeting and to authorise the Directors to determine their remuneration.

### By Order of the Board

**Nicholas von Schirnding**  
**Executive Chairman**

**19 October 2022**

Registered Office:  
Craigmuir Chambers  
Road Town, Tortola  
British Virgin Islands  
VG 11106

### NOTES

- (i) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (ii) A Form of Proxy is made available on the Company's website ([www.arcminerals.com](http://www.arcminerals.com)) for use in connection with the 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 Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by no later than 11:00 am GMT on 1 November 2022.
- (iii) A Form of Instruction to appoint the Custodian to vote on behalf of the holders of Depositary Interests is made available on the Company's website ([www.arcminerals.com](http://www.arcminerals.com)) for use in connection with the business set out above. To be valid, Forms of Instruction and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, England by no later than 11:00 am GMT on 31 October 2022.
- (iv) 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.
- (v) To be entitled to vote (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 close of business on 19 October 2022.
- (vi) As at the close of business on 19 October 2022, the Company's issued share capital will comprise 1,227,715,371 ordinary shares of no par value. 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 the time and date given above is 1,227,715,371.