

ROCKFIRE RESOURCES PLC

(Incorporated in England and Wales with registered Company number 07791328)

Notice of Annual General Meeting

Notice is hereby given that the 2022 Annual General Meeting (AGM) of Rockfire Resources plc ('the Company') will be held at 5 St Helen's Pl, London EC3A 6AB, United Kingdom (the office of the Company's NOMAD, Allenby Capital) on Thursday 30th June 2022 at 4:30pm (British summertime) for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions in the cases of resolutions 1-4 and as a special resolution in the case of resolution 5.

All resolutions at the AGM will be decided on a poll. Shareholders will still be able to vote in advance of the AGM by proxy. To ensure that their vote counts, shareholders should only appoint the Chairman of the AGM to act as their proxy. Details of how to submit a proxy are set out below.

Questions on the business of the meeting should be submitted in writing in advance, to the Company Secretary at 201 Temple Chambers, 3-7 Temple Avenue, EC4YODT, London, United Kingdom, or by email to info@rockfireresources.com

ORDINARY BUSINESS

ORDINARY RESOLUTIONS

- 1 - To receive and adopt the Annual Report for the year ended 31 December 2021.
- 2 - To re-appoint Patrick James Dymock Elliott as a Director, who retires in accordance with the Articles of Association of the Company and being eligible, offers himself for re-election.
- 3 - To appoint PKF Littlejohn as auditors of the Company and to authorise the Directors to determine their remuneration.
- 4 - THAT, in substitution for all existing and unexercised authorities, the Directors be and they are hereby generally and unconditionally authorised for the purpose of Section 551 of the Companies Act 2006 ('the Act') to exercise all or any of the powers of the Company to allot equity securities (within the meaning of Section 560 of the Act) up to a maximum nominal amount of £350,000 provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire on the earlier of the conclusion of the next Annual General Meeting of the Company or 30 June 2023, unless renewed or extended prior to such time except that the Directors of the Company may before the expiry of such period make an offer or agreement which would or might require equity securities to be allotted after the expiry of such period and the Directors of the Company may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

- 5 - THAT, in substitution for all existing and unexercised authorities and subject to the passing of Resolution 4, the Directors of the Company be and they are hereby empowered pursuant to Section 570 of the Companies Act 2006 ('the Act') to allot equity securities (as defined in Section 560 of the Act) pursuant to the authority conferred upon them by Resolution 4 as if Section 561(1) of the Act did not apply to any such allotment provided that the power conferred by this Resolution, unless previously revoked or varied by special resolution of the Company in general meeting, shall be limited:

- (a) to the allotment of equity securities in connection with a rights issue or other pre-emptive issue in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all such shareholders are proportionate (as nearly as may be) to the respective numbers of the ordinary shares held by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory; and
- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities or the grant of a right to subscribe for, or to convert; any equity securities into ordinary shares in the Company, up to an aggregate nominal amount of £350,000 in respect of any other issues for cash consideration;

and shall expire on the earlier conclusion of the next Annual General Meeting of the Company or 30 June 2023 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

By order of the Board

Graeme Hogan
Secretary

2 June 2022

Registered Office:

201 Temple Chambers
3-7 Temple Avenue
EC4Y0DT London
United Kingdom

Notes to the Notice of Annual General Meeting

Entitlement to attend and vote

1. In accord with Clause 25 of the Company's Articles of Association, the Company specifies that only those members registered on the Company's register of members 48 hours before the time of the Meeting shall be entitled to attend and vote at the Meeting. In calculating the period of 48 hours mentioned above no account shall be taken of any part of a day that is not a working day.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend and vote at the Meeting and you should have received a proxy form with this notice of meeting. To ensure that their vote counts, shareholders should only appoint the Chairman of the AGM as their proxy.
3. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard copy proxy form

5. 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 Share Registrars Limited at 3 Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX; and
- received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.
- scanned and signed copies of the proxy form may be sent to the following email address voting@shareregistrars.uk.com.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 30 June 2022 and any adjournment(s) thereof 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 voting 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.

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 & International 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 so as to be received by our agent Share Registrars Limited (Participant ID 7RA36) by the latest time(s) for receipt of proxy appointments specified in this Notice.

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 Applications 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. 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(s), 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 regard, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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 (as amended).

Appointment of proxy by joint members

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

Changing proxy instructions

7. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited, 3 Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

8. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited, 3 Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX;

In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, the revocation notice must be received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

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.

Issued shares and total voting rights

9. As at 6.00 p.m. British summertime 1 June 2022, the Company's issued share capital comprised 1,135,444,195 ordinary shares of £0.001 each. All of the ordinary shares have equal voting rights. Therefore, the total number of voting rights in the Company as at 1 June 2022 is 1,135,444,195.

General

10. The following documents will be available for inspection: (a) at the registered office of the Company during normal business hours on any weekday (public holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting; and (b) at the place of the Annual General Meeting from 15 minutes prior to and during the meeting:
 - (a) a copy of the register of directors' interests in the shares of the Company and its subsidiaries;
 - (b) copies of all contracts of service under which directors of the Company are employed by the Company or any of its subsidiaries;
 - (c) copies of the non-executive directors' letters of appointment; and
 - (d) a copy of the articles of association of the Company.