

11 July 2024

**Mining, Minerals & Metals plc**  
("MMM" or the "Company")

**Notice of General Meeting**

Mining, Minerals & Metals plc is pleased to announce that, following the publication of its prospectus, the proposed acquisition of Georgina Energy plc and the placing to raise gross proceeds of £5m is conditional upon, among other things, the approval of Shareholders at a General Meeting of the Company to be held at Shoosmiths LLP, 1 Bow Churchyard, London EC4M 9DQ on 29 July at 9.00 a.m.

The Resolutions seek, conditional on Re-admission, to approve, amongst other things, the Acquisition, the change of the Company's name, the Share Consolidation, and the Waiver of Rule 9 of the City Code.

The Prospectus and Notice of General Meeting will be posted to shareholders today and are also available on the Company's website at [www.mmmplc.com](http://www.mmmplc.com)

Defined terms used in this announcement carry the same meanings as those ascribed to them in the Company's Prospectus, unless the context requires otherwise.

**Highlights**

- Proposed Acquisition of the entire issued and to be issued share capital of Georgina Energy for an aggregate consideration of up to £5 million, to be satisfied by the issue of up to 57,500,000 New Ordinary Shares (the "**Consideration Shares**");
- Proposed Placing to raise gross proceeds of £5 million through the issue of 40,000,000 New Ordinary Shares at a placing price of 12.5p;
- Proposed share consolidation at a ratio of 1:5 (the "**Share Consolidation**");
- Proposed change of name to Georgina Energy plc; and
- Proposed board changes.

**Background on Georgina Energy**

Georgina Energy has two principal onshore interests held through its wholly owned Australian subsidiary, Westmarket O&G. The first, the Hussar Prospect, in which Westmarket O&G holds a 100% working interest, is located in the Officer Basin in Western Australia. The second, the Mount Winter Prospect, is located in the Amadeus Basin in Northern Australia, which Georgina has a right to earn an initial 75% interest in (with the potential to reach 90%).

**Expected Timetable of Principal Events**

Publication of the Prospectus	11 July 2024
Placing funds due from Placees applying for Ordinary Shares in CREST	30 July 2024
Issue of New Ordinary Shares	
Re-admission of the Ordinary Shares and admission of the New Ordinary Shares and commencement of unconditional dealings in the Enlarged Share Capital	8:00 a.m. on 30 July 2024
CREST members' accounts credited in respect of New Ordinary Shares	30 July 2024
Dispatch of definitive share certificates for New Ordinary Shares in within 10 Business Days certificated form by no later than of Re-admission	
Record Date of the Share Consolidation	29 July 2024

*Each of the times and dates above is subject to change without further notice. Reference to a time of day are to London time (GMT). If any of the times and/or dates above change the revised and/or dates will be notified by announcement through a Regulatory Information Service.*

**Placing Statistics**

Total number of Ordinary Shares as at the date of this Announcement	32,050,000
Number of Placing Shares being issued in the Placing	40,000,000
Number of Placing Shares as a percentage of the Enlarged Share Capital	44%
Issue Price	£0.125
Number of Initial Consideration Shares being issued in connection with the Proposed Acquisition	26,000,000
Number of Initial Consideration Shares as a percentage of the Enlarged Share Capital	29%
Number of Debt Shares being issued in connection with the Debt Conversion	4,568,537
Number of Debt Shares as a percentage of the Enlarged Share Capital	5%
Number of Convertible Loan Shares being issued in connection with the Conversion	12,909,859
Number of Convertible Loan Shares as a percentage of the Enlarged Share Capital	14%
Enlarged Share Capital immediately on Re-admission	90,088,396
Number of Warrant Shares	18,902,932

Number of Performance Shares that may be issued in connection with the Proposed Acquisition	Up to 31,500,000
Gross proceeds from the Placing	£5,000,000
Working Capital Net Proceeds	£4,330,000
Market capitalisation of the Company at the Issue Price	£11,200,000

### Dealing Codes

ISIN for the Ordinary Shares (at LPD)	GB00BF7L9148
SEDOL for the Ordinary Shares (at LPD)	BF7L914
ISIN for the Ordinary Shares on Re-Admission*	GB00BSMN5L80
SEDOL for the Ordinary Shares on Re-Admission*	BSMN5L8
LEI	2138008HMMWNFOBOHGW65
TIDM	GEX

\* The new ISIN/SEDOL codes shall only become effective if the resolution to approve the Proposed Consolidation is passed at the general meeting.

### Proposed Board Changes

Conditional upon Re-admission, each of Kay Asare-Bediako, Mike Stewart and Johnny Martin Smith have agreed they will resign their positions as Directors of the Company.

On Re-admission the Board will comprise:

Peter Bradley, Non-executive Chairman (aged 63)

Peter Bradley, Non-executive Chairman and director, is a corporate lawyer with around 35 years' experience advising on corporate transactions including capital raising and mergers and acquisitions on private and public markets. He has advised company boards from start-ups to some of the world's largest listed companies. He has practiced extensively in both Europe and Asia, both as a partner in City firms and in-house.

Anthony Hamilton, Chief Executive Officer (aged 64)

Anthony Hamilton is a Managing Partner of Westmarket Capital Ltd, is a Fellow of the Institute of Directors in London and is an Accountant by profession with over 35 years' of extensive experience in international business, from investment advisory to Oil & Gas, exploration and production of gold, diamonds, base metals and property development. Mr. Hamilton's experience has encompassed the role as CEO of an Oil & Gas company in South Texas, USA, raising US\$55 million for the refurbishment and re-establishing of operations producing 28 MMCFGD, managing both onshore and offshore operations. Mr. Hamilton is also accredited with developing Zimbabwe and North America's first commercial diamond mines with hands on expertise to develop assets from discovery to production.

Mark Wallace, Chief Financial Officer (aged 54)

Mark Wallace is a Managing Partner of Westmarket Capital Ltd, holds a Bachelor of Economics and Accounting, is a Chartered Accountant and has over 25 years' expertise in the global financial markets having held positions with internationally renowned investment banks and advisory firms including Standard Chartered Capital Markets, Cantor Fitzgerald and Credit Lyonnais in London and Natwest Capital Markets in Sydney. Mr. Wallace has significant experience and expertise in funding for the development of production and operational assets across numerous commodities and extensive knowledge of off-take markets.

John Heugh, Executive Technical Director (aged 74)

John Heugh holds a BSc (Hons) in geology and has completed 6 units of drilling engineering from the University of Texas, Austin. He has extensive experience in oil and gas exploration geology, including wellsite geology, project generation, operations geology and engineering support. John was the founding director and Managing Director for 15 years of Central Petroleum Ltd., the biggest acreage holder in Australia of prime petroleum exploration and appraisal ground (70 million acres). Extensive helium exploration and target identification expertise. Founding Director and Executive Vice-Chairman PetroAfric Oil & Gas Ltd. Founding director and Executive Chairman of Gryphon Mining & Energy Melanesia Pty Ltd. Raised over \$100 million for exploration, initial development & discovery. John Orchestrated over \$500 million of joint venture expenditure potential. Discovered over one trillion tons of coal, a 300 km<sup>2</sup> tight gas sand prospect, generated the first horizontal well onshore in Australia, and delivered first commercial oil to surface in the western Amadeus ever. Pioneered the promotion of unconventional (shale gas and oil) in Australia in 2007.

Robin Fryer, Non-Executive Director (aged 77)

Robin Fryer is a financial consultant, experienced listed company director and audit committee chairman; Robin is a former senior partner with Deloitte, where he was Global Mining and Metals Industry Leader and Global Audit Managing Director including being an audit committee financial expert for regulatory requirements. Robin has many years of experience advising major multinational companies in the mining, manufacturing, construction and service sectors in Europe, Australia, North and South America, and Africa on IPOs, mergers and acquisitions, due diligence, financial reporting, internal control, risk management and internal audit.

Roy Pitchford, Non-executive Director (aged 73)

Roy is a Zimbabwean national and qualified as a Chartered Accountant in Zimbabwe. He has highly experienced mining executive was formerly the chief executive officer at Cliff Resources, where he led the re-development of Freda Rebecca gold mine which was the largest gold mine in Zimbabwe and chief executive officer at Zimplats, where he oversaw the development of the Ngezi opencast platinum mine into production, the re-commission of the Selous metallurgical complex and created a company with a platinum-group metals resource base in excess of 300 million ounces. More recently, he was chief executive officer of Vast Resources until December 2017, a company that has mines in both Romania and Zimbabwe and is currently a non-executive director of Contango Holdings plc who are mining coking coal in Zimbabwe.

### Proposed Share Consolidation

As at the date of this announcement, the Company has an issued share capital of £320,499.99, comprising 32,049,999 fully paid Existing Ordinary shares.

Prior to Re-admission and subject to shareholder approval, a Resolution has been proposed to, *inter alia* consolidate each of the Existing Ordinary shares of £0.01 each into 6,410,000 Ordinary shares of £0.05 each (on a 5:1 basis). Based on a 5:1 ratio, one new Existing Ordinary Share will need to be issued prior to the Proposed Consolidation to ensure the issued share capital is exactly divisible.

As at the date of this announcement, there are loans owed to certain existing creditors and shareholders of both the Company and Georgia that will be repaid through the allotment of the Convertible Loan Shares and the Debt

Company and Georgia that will be repaid through the allotment of the Convertible Loan Shares and the Debt Shares.

Prior to Re-admission and subject to shareholder approval, a Resolution has been proposed to, *inter alia*, convert the CLN and Additional Convertible Loans into the Convertible Loan Shares.

Prior to Re-admission and subject to shareholder approval, a Resolution has been proposed, whereby the Re-admission Directors are generally and unconditionally authorised, in accordance with section 551 of the Companies Act, to exercise any power of the Company to allot Ordinary Shares up to an aggregate nominal amount of £7,524,835.01 and as if section 561(1) of the Companies Act did not apply to any such allotment, provided that power is limited to the allotment of Ordinary Shares up to that aggregate nominal amount. Such authority will be sufficient authority to allot and issue the New Ordinary Shares.

Immediately following the issue of the New Ordinary Shares, the Enlarged Share Capital will be 90,088,396 Ordinary Shares.

References in this announcement to "shares", the "share capital of the Company", the Company's "Enlarged Share Capital" and the like shall therefore, unless otherwise indicated, refer to the Company's ordinary shares after the Proposed Consolidation and Debt Conversion, which are the Company's voting shares and those proposed to be admitted following Re-admission.

### **Proposed Change of Name**

Assuming the Resolutions are approved by Shareholders, the Company will commence trading on its readmission under the new name of Georgina Energy plc.

END

**For further information, please contact:**

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### **Notes to Editors**

Georgina Energy aims to become a leading player in the global energy market and is focused on establishing itself among the top producers of helium and hydrogen worldwide. With a strategic approach and leveraging the experienced management team's expertise, Georgina Energy aims to capitalize on opportunities in these critical energy sectors.

The projects benefit from established infrastructure and a reliable supply chain, offering significant resource potential through low-risk, cost-effective drilling projects.

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Westmarket O&G. The first, the Mount Winter Prospect is located in the Stuart Basin in Western Australia and Westmarket O&G holds a 100% working interest in the exploration permit. The second, the Mount Winter Prospect, is located in the Amadeus Basin in the Northern Territory, which Georgina Energy has a right to earn an initial 75 per cent. interest in (with the potential to reach 90 per cent.).

In line with market demand trends, Georgina Energy is well-positioned to capitalize on the growing gap between supply and demand for hydrogen and helium with the resource potential of Mount Winter and Hussar projects for their potential accumulations.

For more information visit <https://www.georginaenergy.com>

#### **Forward-Looking Statements**

This announcement may contain forward-looking statements. Words such as "expects", "anticipates", "may", "should", "would", "could", "will", "intends", "plans", "believes", "targets", "seeks", "estimates", "aims", "projects", "pipeline" and variations of such words and similar expressions are intended to identify such forward-looking statements and expectations. These statements are not guarantees of future performance or the ability to identify and consummate transactions and involve certain risks, uncertainties, outcomes of negotiations and due diligence and assumptions that are difficult to predict, qualify or quantify. Therefore, actual outcomes and results may differ materially from what is expressed in such forward-looking statements or expectations. Among the factors that could cause actual results to differ materially are: the general economic climate, competition, interest rate levels, loss of key personnel, the result of legal and commercial due diligence and changes in the legal or regulatory environment.

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