

16 October 2024

**Eurasia Mining PLC**

**Notice of 2024 Annual General Meeting**

Eurasia Mining plc ("Eurasia" or the "Company"), the platinum, iridium, rhodium, ruthenium, palladium ("PGM") and gold mining company, announces that its Annual General Meeting (the "AGM") will be held virtually via an electronic meeting platform on 15 November 2024 at 9:00am

A complete notice of AGM follows below.

**Notice of 2024 Annual General Meeting**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Eurasia Mining Plc, ("AGM"), (company number 03010091), will be held virtually via an electronic meeting platform on **15 November 2024 at 09:00am**, to consider the below resolutions.

**Please note that this notice is important and requires your immediate attention. If you are in any doubt as to the action to be taken, please consult an independent adviser immediately.** If you have sold or transferred or otherwise intend to sell or transfer all of your holding of ordinary shares in the Company prior to the record date (as described in Note 1) for the meeting, you should send this document to the (intended) purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was or is to be effected for transmission to the (intended) purchaser or transferee.

**Voting on the resolutions will be available electronically during the meeting for those wishing to virtually attend the meeting via the electronic meeting platform, however the Company would still encourage shareholders to exercise their votes by submitting their proxy appointment electronically or by post in advance of the meeting. Lodging of a proxy will not preclude shareholders from attending and voting virtually via the electronic meeting platform. A vote submitted during the meeting will override a vote submitted in advance by proxy, further details below.**

The formal business of the AGM will be to consider and vote on the resolutions set out in this notice of meeting (the "Resolutions"). Shareholders wishing to vote, or appoint the Chairman of the meeting as proxy, on any of the matters of business may do so electronically at <https://investorcentre.linkgroup.co.uk/Login/Login> or by following instructions in [Note 2 below](#). A form of proxy is available at the Company's website <https://www.eurasiamining.co.uk/investors/circulars-notices>, or can be requested from the Company's registrar ("Registrar"), and must be completed and submitted in accordance with the instructions thereon to be received by the Registrar **no later than 09:00am on 13 November 2024**. Further information on voting procedures follows the Resolutions below. Queries regarding these procedures may be directed to [info@eurasiamining.co.uk](mailto:info@eurasiamining.co.uk) or the Company's registrars, Link Group, [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk); telephone number: 0371 664 0300 from the United Kingdom and +44 371 664 0300 from overseas.

**Shareholders who wish to attend the annual general meeting virtually will be able to attend, ask questions and vote in real-time via the electronic meeting platform, Lumi (see note 14 for more details).**

The following Resolutions will be proposed at the AGM, Resolutions 1 to 6 to be proposed as ordinary resolutions and Resolutions 7 and 8 to be proposed as special resolutions. The following note is prepared by the Chairman, Christian Schaffalitzky, to provide context for the business being put before the shareholders.

*"For the last 3 years, the Group has had to contend with significant changes to its operating environment. Before February 2022, a clear path had been set based on mining at West Kytlim, providing working capital while developing the much larger Kola nickel, copper and PGM tier-one mining cluster. Concurrently, we were running a process to sell our Russian assets, negotiating with several parties at the time regarding our assets.*

*"Subsequently, the geopolitical situation in Russia has altered the prospects for Eurasia Mining to advance the development of its mining assets. Positively though, we have noticed that as global interest rates start to ease, the prices for the metals are on an upward trend and there is renewed optimism for M&A opportunities. We are expanding the marketability of the Company and in that regard, we are planning a secondary listing in Kazakhstan on the Astana International Exchange.*

*"In the meantime, our financial resources at the plc level remain restricted. Thus, on 6 September 2024, we announced the signing of the Trade Finance Agreement ("TFA") to enable us to have sufficient capital for the next 12 months, notwithstanding the potential to generate additional sources of cash during this period from the sale of the Company's stored inventory of PGM. The TFA is convertible at a premium to today's share price. Eurasia has received the first tranche payment of £250,000 but has not yet needed to serve drawdown notice on the second tranche of £750,000. The lender has agreed that it will not elect to convert any of the TFA during the first 90 days the TFA is in place.*

*"For our strategy to be successful, we have tabled a resolution to provide the authority to issue new shares on a non-pre-emptive basis limited by approximately 10% of the Company's current issued share capital. The Board believes this will provide the Company with added flexibility to meet its working capital obligations.*

*"In parallel, I have put up the majority of my shareholding as collateral for the TFA. Together with the commitment from the rest of the Board and our M&A Officer, Dmitry Suschov, who have all deferred payments of accrued fees and expenses while the TFA remains outstanding, we are doing our best to enhance the prospects of the Company. The Company has always endeavoured to make the shareholders the primary focus of our decision-making. We understand the past few years have been a frustrating time, due largely to circumstances outside of the Company's control. We hope our stakeholders appreciate the effort we are undertaking to ensure we find a solution for our assets that will benefit the Company's shareholders. As such, we encourage*

shareholders to vote in favour of the Resolutions we are proposing at the AGM, as without the authority to issue new shares pursuant to the TFA, the future of the Company might be jeopardised."

**The Directors consider that the Resolutions are in the best interests of the Company and its Shareholders as a whole. The Directors are of the opinion that if the Resolutions are not passed the Company may not be in a position to meet its future operational commitments and its corporate obligations. Accordingly, the Directors recommend the Shareholders to vote in favour of the Resolutions at the General Meeting.**

#### Ordinary Resolutions

To consider, and if thought fit, pass the following Resolutions as ordinary resolutions:

1. To receive and consider the audited accounts for the period ended 31 December 2023 together with the Directors' and the auditors' reports therein.
2. To authorise the Directors to appoint the Grant Thornton LLP as auditors to the Company.
3. To authorise the Directors to determine the remuneration of the auditors of the Company.
4. To re-appoint Tamerlan Abdikeev as a Director, who retires for reappointment in accordance with Article 47.1.2 of the Company's Articles of Association.
5. To re-appoint Kotaro Kosaka as a Director, who retires in accordance with Article 47.1.2 of the Company's Articles of Association.
6. That, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £300,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the earlier of 18 months and the end of the next Annual General Meeting of the Company to be held after the date on which this resolution is passed, save that the Company may, before expiry, make an offer or agreement which would or might require shares to be allotted, or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act, but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to this authority.

#### Special Resolutions

To consider, and if thought fit, pass the following Resolutions as special resolutions:

7. That, subject to the passing of resolution 6, the Directors be given the general power to allot equity securities pursuant to section 570 (as defined by section 560 of the 2006 Act) for cash, either pursuant to the authority conferred by resolution 6 or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £300,000.

The power granted by this resolution will expire on the earlier of 18 months and conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before this expiry, make offers or agreements which would or might require equity securities to be allotted after the expiry and the Directors may allot equity securities in pursuance of any offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the 2006 Act did not apply, but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to this authority.

8. To authorise the Directors, in accordance with the Company's Articles of Association, to call a general meeting of the Company, other than an annual general meeting, on not less than 14 clear days' notice.

#### Notice of Meeting Notes:

The following notes explain your general rights as a shareholder and your right to attend, ask questions and vote electronically at this Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend, ask questions or vote electronically at the Annual General Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 13 November 2024. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the AGM.
2. You can vote, or appoint a proxy, by:



using Link Investor Centre, a free app for smartphone and tablet provided by Link Group (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

- Alternatively, you may access the Link Investor Centre via a web browser at:  
<https://investorcentre.linkgroup.co.uk/Login/Login>;
- through your relevant Nominee account platform - Please note:
  - the Registrar will only accept voting instructions from the legal holder of a shareholding.
  - Nominee providers may require voting instructions to be submitted by their clients up to one week in

- advance of the Registrar/Company's submission deadline;
- by requesting a hard copy Form of Proxy directly from Link Group by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or telephoning 0371 664 0300 (calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open 09:00 am to 5.30pm Monday to Friday, excluding public holidays in England and Wales); The form of proxy can also be downloaded and printed from the Eurasia Mining website - <https://www.eurasiamining.co.uk/investors/circulars-notice>.
- In the case of CREST members, by utilising the CREST electronic voting and proxy appointment service in accordance with the procedures set out in 6, 7 and 8 below.
- If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 09:00 am on 13 November 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

In order for a proxy appointment to be valid, it must be received, electronically or by post by the Registrar at:

**Link Group,  
PXS1,  
Central Square,  
29 Wellington Street,  
Leeds,  
LS1 4DL.**

During normal business hours by 09:00 am on 13 November 2024 or, in the event of any adjournment of the meeting, 48 hours before the time of the adjourned meeting).

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.
4. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
5. The return of a completed form of proxy, electronic filing, any CREST Proxy Instruction or the appointment of a proxy via Proximity will not prevent a shareholder from attending the meeting and voting electronically, if he/she wishes to do so.
6. 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 of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)). 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.
7. In order for a proxy appointment or instruction made by means of CREST 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 must be transmitted so as to be received by the issuer's agent (ID RA10) by 09:00 am on **13 November 2024** (being not less than 48 hours before the time for the holding of the meeting or any adjourned meeting). For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp 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.
8. 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 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(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 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. 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.
9. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
10. As at 11 October 2024 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 2,864,559,995 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 11 October 2024 are 2,864,559,995.
11. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
12. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the

Company for any purposes other than those expressly stated.

13. A copy of this Notice and any other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at [www.eurasiamining.co.uk](http://www.eurasiamining.co.uk).

**14. Virtual Meeting Attendance**

The Company is pleased to be able to offer facilities for Shareholders to attend, ask questions and vote at the AGM electronically in real time should they wish to do so. The details are set out below.

**Instructions on how to join the virtual meeting, vote and ask questions via the video webcast.**

**Logging in:**

In order to join the AGM electronically, vote and ask questions via the platform, Shareholders will need to connect to the following site <https://web.lumiagm.com>. Lumi is available as a mobile web client, compatible with the latest browser versions of Chrome, Firefox, Edge and Safari and can be accessed using any web browser, on a PC or smartphone device.

Once you have accessed <https://web.lumiagm.com> from your web browser on a tablet or Computer, you will be asked to enter the Lumi Meeting ID, which is **190-718-425**. You will then be prompted to enter your unique 11 digit Investor Code (IVC) including any leading zeros and 'PIN'. Your PIN is the last 4 digits of your IVC. This will authenticate you as a shareholder.

**For certificated holdings,** Your IVC can be found on your share certificate or via the Link Investor Centre (<https://investorcentre.linkgroup.co.uk/Login/Login>). You can also obtain your IVC by contacting Link Group, our Registrar, by calling +44 (0) 371 277 1020\*

**For holdings through Nominee accounts,** your Nominee will provide you with a unique IVC and PIN codes with which to access the meeting, upon request. Please contact the Corporate Actions team at your Nominee, or login to your Nominee client account.

Access to the virtual AGM will be available from 30 minutes before meeting start time, although the voting functionality will not be enabled until the Chairman of the meeting declares a poll open. During the AGM, you must ensure you are connected to the internet at all times in order to vote when the Chairman commences polling on the Resolutions. Therefore, it is your responsibility to ensure connectivity for the duration of the AGM via your wi-fi. A user guide to the Lumi platform is available on our website at: <https://www.eurasiamining.co.uk/investors/circulars-notice>.

If you wish to appoint a proxy other than the Chair of the meeting and for them to attend the virtual meeting on your behalf, please submit your proxy appointment in the usual way before contacting Link Group on +44 (0) 371 277 1020\* in order to obtain your appointee's IVC and PIN. It is suggested that you do this as soon as possible and at least 48 hours (excluding non-business days) before the meeting.

If your shares are held within a Nominee you should receive further instructions from your Nominee's Corporate Actions teams in due course, or will be notified through your online Nominee client account/ portal. If you do not receive a notification please contact your Nominee provider as soon as possible. Your Nominee will need to present a corporate letter of representation to Link Group, the Company's registrar via email to [meetingsadvisoryteam@linkgroup.co.uk](mailto:meetingsadvisoryteam@linkgroup.co.uk), as soon as possible and at least 72 hours (excluding non-business days) before the meeting, in order that they can obtain for you your unique IVC and PIN to enable you to attend the virtual meeting.

\*Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

For further information, please contact:

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