

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** When considering what action to take on the contents of this document, you are recommended to seek your own financial advice immediately from an independent financial adviser being, if you are resident in Ireland, an organisation or firm authorised under the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) or the Investment Intermediaries Act 1995 (as amended) or, if you are resident in the United Kingdom, an organisation or firm authorised pursuant to the Financial Services and Markets Act 2000 of the United Kingdom (as amended) or, if you are not so resident, from another appropriately authorised independent financial adviser in the relevant jurisdiction.

If you have sold or otherwise transferred all of your Ordinary Shares in Great Western Mining Corporation PLC (“Great Western” or “the Company”), please immediately forward this document, together with the enclosed 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 delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares in the Company, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

## **Great Western Mining Corporation PLC**

(incorporated and registered in Ireland under the Companies Act 2014 with registered number 392620)

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

**To be held on the 14<sup>th</sup> day of July 2022 at 10 a.m. (Irish Standard Time)  
at the Stephen's Green Club, 9 St. Stephen's Green, Dublin, DO2 C891, Ireland**

Notice of the Annual General Meeting of Great Western Mining Corporation PLC to be held at the Stephen's Green Club, 9 St. Stephen's Green, Dublin, DO2 C891 Ireland on 14 July 2022 at 10 a.m, is set out in this document, accompanied by a Form of Proxy for use in connection with the resolutions at the meeting. To be valid, the Form of Proxy must be returned, in the manner set out in the notes to this document, so as to be received by the Company's Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland by 10 a.m. on 12 July 2022.

## Letter from the Chairman

### GREAT WESTERN MINING CORPORATION PLC

(incorporated and registered in Ireland under the Companies Act 2014 with registered number 392620)

**Registered Office**  
1 Stokes Place  
St. Stephen's Green  
Dublin D02 DE03

#### Directors

B.A. Hall (Chairman)  
G.M. Cryan  
A.J. Ford  
A.N.J. Hay  
R. E. O'Connell  
M.V. Williams

21 June 2022

To: The holders of Ordinary Shares and, for information purposes only, the holders of Warrants and Options

Dear Shareholder/Warranholder/Optionholder,

#### Notice of 2022 Annual General Meeting

The Annual General Meeting ("AGM") of Great Western Mining Corporation PLC ("Great Western" or "the Company") is to be held at 10 a.m. on Thursday 14 July 2022 at the Stephen's Green Club, 9 St. Stephen's Green, Dublin, D02 C891 Ireland. The Notice of the Annual General Meeting is set out on page 6.

#### Business of the Annual General Meeting:

The Board proposes four Resolutions as Ordinary Business to be transacted at the AGM (as set out in Resolutions numbered 1 to 4), as explained below.

The Ordinary Business includes the proposed re-election of Mr. Robert O'Connell and Mr. Andrew Hay (Resolutions 3 and 4) as directors of the Company.

#### Arrangements for the Meeting

This year, Great Western expects to be able to welcome shareholders back and to facilitate attendance in person at the AGM. We will continue to monitor closely any changes the situation around COVID-19 and related government advice. We encourage shareholders to check the Company website for any further updates regarding the AGM. The Company reserves the right to refuse entry to the meeting where reasonably necessary to comply with the COVID-19 related public health measures and advice. To minimise public health risks in public gatherings, shareholders are requested not to attend if they display any symptoms of COVID-19 or have recently been in contact with anyone who has tested positive for COVID-19. We will also provide a teleconference facility to allow Shareholders the opportunity to access the AGM remotely. Shareholders may dial into the meeting using the telephone number and access code provided below and in the notice of meeting and listen to the proceedings. There will be no corporate presentation. Specific questions may be lodged by email to the Company care of Walbrook PR at [greatwesternmining@walbrookpr.com](mailto:greatwesternmining@walbrookpr.com) and the Directors will endeavour to answer them during the question and answer part of the meeting.

Your participation at the AGM is important to the Company and we would encourage every Shareholder to take part in the meeting either by attending the AGM or, if you are not able to attend, by completing and returning a form of proxy or making an electronic proxy appointment as soon as possible. The return of a form of proxy will not preclude a registered shareholder from attending the meeting and voting in person if he or she wishes to do so. The deadline for submitting proxies remains 10 a.m. Tuesday 12 July 2022. There are several ways for shareholders to exercise their right to vote remotely at the AGM:

- by submitting a validly completed proxy form to Computershare appointing the chair of the meeting as a proxy to vote on their behalf;
- by visiting [www.eproxyappointment.com](http://www.eproxyappointment.com) and submitting their proxy details; or
- by appointing a proxy as set out in the Voting Instructions on pages 4 and 5.

#### AGM conference call

Shareholders may listen to the proceedings of the AGM remotely by using teleconference facilities provided by the Company for this purpose.

#### Telephone dial-in-details

1. Please join the event conference prior to the start time by dialling the appropriate telephone number from the list below and enter the Participant passcode:
  - a. Ireland: +353 (0)1 800 943 590
  - b. UK / International: +44 (0) 800 358 1650
2. Enter the participant passcode: 9286177 and follow instructions.
3. You will be able to listen to the business of the AGM only, you will not be able to use this facility to vote, raise points or issues, ask questions or table resolutions.

#### **Recommendation**

The Directors believe that the Resolutions proposed are in the best interest of the Company and its shareholders as a whole and recommend you vote in favour of the Resolutions as set out in the Notice of AGM as they intend to do themselves in respect of their own beneficial holdings of Ordinary Shares.

Yours faithfully,

B.A. Hall  
Chairman

## **Voting Instructions**

### **Proxy voting**

Those Shareholders unable to attend the Meeting may appoint a proxy. For Shareholders whose name appears in the register of members of the Company at the record date, your proxy may be submitted by post by completing the enclosed Form of Proxy and returning it to the Company's Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland. Your proxy may also be submitted through Computershare's voting website [www.eproxyappointment.com](http://www.eproxyappointment.com), instructions on how to do this are set out on the Form of Proxy. Electronic proxy voting by Euroclear Nominees Limited as nominee for Euroclear Bank SA/NV ("Euroclear Bank" or "EB") in respect of the ordinary shares registered in the name of Euroclear Nominees Limited may also occur through the use of a secured mechanism to exchange electronic messages (as agreed by the Company with Euroclear Bank).

### ***Deadlines for receipt by the Company of proxy voting instructions***

All proxy votes must be received by the Company's Registrar not less than 48 hours before the time appointed for the Meeting or any adjournment of the Meeting. However, persons holding through the Euroclear Bank or (via a holding of CREST depository interests ("CDIs")) CREST systems will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity. The submission of a proxy will not prevent members attending and voting at the Meeting should you wish to do so.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

The following information for EB Participants and holders of CDIs is based on the information available to the Company as at the date of this document.

### ***Further information for EB Participants***

Participants in the Euroclear system ("EB Participants") can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" (the "EB Services Descriptions". EB Participants can either send:

- electronic voting instructions to instruct Euroclear Nominees Limited (as sole registered shareholder of all ordinary shares held through the Euroclear system) ("Euroclear Nominees") (or to appoint the chairman of the meeting as proxy) to:
  - vote in favour of all or a specific resolution(s);
  - vote against all or a specific resolution(s);
  - abstain from all or a specific resolution(s); or
  - give a discretionary vote to the chairman in respect of one or more of the resolutions being put to a shareholder vote; or
- a proxy voting instruction to appoint a third party (other than Euroclear Nominees/the chairman of the meeting) to attend the meeting and vote for the number of ordinary shares specified in the proxy voting instruction.

Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one (1) hour prior to the Company's proxy appointment deadline (being 48 hours before the relevant meeting).

Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline. There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions.

EB Participants are strongly encouraged to familiarise themselves with the new arrangements with Euroclear Bank, including the new voting deadlines and procedures.

***Further information for CREST members with holdings of CDIs***

Euroclear UK & Ireland Limited ("EUI"), the operator of the CREST system has arranged for voting instructions relating to the CDIs held in CREST to be received via a third-party service provider, Broadridge Financial Solutions Limited ("Broadridge"). Further details on this service are set out on the "All you need to know about SRD II in Euroclear UK & Ireland" webpage (see section CREST International Service – Proxy voting). CREST members can complete and submit proxy appointments (including voting instructions) electronically through Broadridge.

If you hold CDIs you will be required to make use of the Euroclear UK & Ireland proxy voting service facilitated on EUI's behalf by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions as required.

To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete the following documentation: Meetings and Voting Client Set-up Form (CRT408).

Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: [eui.srd2@euroclear.com](mailto:eui.srd2@euroclear.com).

Fully completed and returned applications forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.

The voting service will process and deliver proxy voting instructions received from CREST members on the Broadridge voting deadline date to Euroclear Bank, by its cut-off and to agreed market requirements. The same voting options as described above for EB Participants will be available (i.e. electronic votes by means of chairman proxy appointments or appointing a third-party proxy).

Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline as set out above. Broadridge will use best endeavours to accept late votes, changes and cancellations from a CDI holder after the voting deadline but there is no guarantee that these will be processed within the requisite timeframes. There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions.

CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail of this voting service.

## **Great Western Mining Corporation PLC**

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

Registered address: 1 Stokes Place, St. Stephen's Green, Dublin DO2 DE03  
Incorporated and registered in the Republic of Ireland, number 392620

#### **Notice of annual general meeting**

Notice is hereby given that the annual general meeting of the Company will be held at the Stephen's Green Club, 9 St. Stephen's Green, Dublin, DO2 C891 Ireland on the 14<sup>th</sup> day of July 2022 at 10 a.m. for the purpose of considering and, if thought fit, passing the following four Ordinary Resolutions numbered 1 to 4 (inclusive).

#### **Ordinary business:**

1. To receive and adopt the report of the Directors and the audited financial statements of the Company for the year ended 31 December 2021.
2. To authorise the Directors to appoint the auditor and fix the remuneration.
3. To re-elect Robert O'Connell as a Director of the Company, who retires in accordance with Article 99 of the Company's Articles of Association and offers himself for re-election.
4. To re-elect Andrew Hay as a Director of the Company, who retires in accordance with Article 99 of the Company's Articles of Association and offers himself for election.

Dated this 21<sup>st</sup> day of June 2022

BY ORDER OF THE BOARD

**Max Williams**

*Secretary*

Notes:

1. A Member who is entitled to vote at the AGM is entitled to appoint a proxy to vote on his/her behalf. A proxy need not be a member of the Company. A proxy shall be bound by the Articles of Association of the Company.
2. A Form of Proxy for use by ordinary shareholders is enclosed with the Notice of AGM. To be effective, completed forms of proxy and the power of attorney or other authority (if any) under which they are signed for or a copy of the power of attorney certified notarially must be lodged in accordance with the instructions printed thereon, not later than 48 hours before the time appointed or any adjourned meeting. Any alteration of the Form of Proxy must be initialled by the person who signs it.
3. The Company, pursuant to the Companies Act 2014 (as amended), specifies that only Members registered in the Register of Members of the Company at the close of business on the day which is four days before the date of the meeting (or in the case of an adjournment as at the close of business on the day which is four days before the date of the adjourned meeting) are entitled to vote at the meeting. Changes to the entries on the Register of Members after that time shall be disregarded in determining the rights of any person to vote at the meeting.
4. As a Member, you have several ways to exercise your right to vote:
  - (i) by appointing (by returning a completed Form of Proxy) the Chairman or another person as a proxy to vote on your behalf; or
  - (ii) by visiting [www.eproxyappointment.com](http://www.eproxyappointment.com) and submitting your proxy details electronically (see note 6).

In the case of joint Members, the vote of the first-named holder on the Company's Register of Members who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other registered Member(s) and, for this purpose, seniority will be determined by the order in which the names stand in the Register of Members.

5. In the case of a body corporate Member, the Form of Proxy must be either executed under its common seal, signed on its behalf by a duly authorised officer or attorney, or submitted electronically in accordance with note 6.
6. Subject to the articles of association of the Company and provided it is received not less than 48 hours before the time appointed for the holding of the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy by a Shareholder may be submitted electronically, subject to the terms and conditions of electronic voting, via the internet by accessing the Company's Registrar's website [www.eproxyappointment.com](http://www.eproxyappointment.com). You will need your control number, shareholder reference number and your PIN number, which can be found on your Form of Proxy. Electronic proxy voting by Euroclear Nominees Limited in respect of the ordinary shares registered in the name of Euroclear Nominees Limited as nominee for Euroclear Bank SA/NV ("Euroclear Bank") may also occur through the use of a secured mechanism to exchange electronic messages as agreed by the Company with Euroclear Bank.
7. Persons who hold their interests in ordinary shares of the Company as Belgian law rights through the Euroclear system (either directly or indirectly, including through a custodian) or as CREST depository interests through the CREST system, should review the information on pages 4 and 5 of this circular regarding the processes and timelines for submitting proxy voting instructions for the AGM through the respective systems, and should consult with their stockbroker, custodian or other intermediary at the earliest opportunity for further information.
8. On any other business which may properly come before the AGM, or any adjournment thereof, and whether procedural or substantive in nature (including without limitation any motion to amend a resolution or adjourn the meeting), not specified in this Notice of AGM, the proxy will act at his/her discretion.
9. The total number of issued ordinary shares on the date of this Notice of AGM is 3,577,510,005. Each ordinary share carries one vote. On a poll every ordinary shareholder shall have one vote for every ordinary share of which he or she is the holder. Ordinary Resolutions require to be passed by a simple majority of votes cast by those ordinary shareholders who vote in person or by proxy. Special Resolutions require to be passed by a majority of 75% of votes cast by those ordinary shareholders who vote in person or by proxy.
10. Should you not receive a Form of Proxy, you may request this by telephoning the Company's Registrar on +353 1 447 5452 or by writing to the Company Secretary at the address set out above.
11. Should you wish to be sent copies of the Company's Annual Report and Financial Statements and/or any other documents relating to the meeting, you may request these by telephoning +44 207 933 8783 or by emailing [greatwesternmining@walbrookpr.com](mailto:greatwesternmining@walbrookpr.com). Copies of all documentation (including the Annual Report and Financial Statements) relating to the 2021 AGM can also be obtained from the Company's website, [www.greatwesternmining.com](http://www.greatwesternmining.com).

