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**If you are in any doubt as to the contents of this document and/or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.**

If you have sold or otherwise transferred all of your ordinary shares in Cadence Minerals PLC, please forward this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can forward these documents to the person who now owns the ordinary shares.

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This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy ordinary shares in Cadence Minerals PLC.

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# **CADENCE MINERALS PLC**

(incorporated and registered in England and Wales under number 05234262)

## **NOTICE OF ANNUAL GENERAL MEETING**

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Notice of a Meeting of the Shareholders of the Company to be held at 11 a.m. on 10 August 2022 at the offices of Hill Dickinson LLP, The Broadgate Tower, 8th Floor, 20 Primrose Street, London, EC2A 2EW is set out at the end of this document.

A Form of Proxy for use at the Annual General Meeting of Shareholders accompanies this document and, to be valid, must be completed and returned to the offices of Hill Dickinson LLP, The Broadgate Tower, 8th Floor, 20 Primrose Street, London, EC2A 2EW as soon as possible but in any event to be received not later than at 11 a.m. on 8 August 2022 or 48 hours (excluding non-business days) before any adjourned meeting.

## DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

<b>“Act”</b>	the Companies Act 2006
<b>“Annual General Meeting” or “AGM”</b>	the annual general meeting of the Company to be held at 8th Floor, 20 Primrose Street, London, EC2A 2EW, United Kingdom on 10 August 2022 at 11 a.m., notice of which is set out at the end of this document
<b>“AIM Rules”</b>	the AIM Rules for Companies published by the London Stock Exchange from time to time
<b>“AIM”</b>	the market of that name operated by the London Stock Exchange
<b>“AQSE Growth Market”</b>	the growth and regulated primary markets of that name operated by AQSE Exchange Plc
<b>“AQSE Rules”</b>	the AQSE Rules for Companies published by AQSE Exchange Plc from time to time
<b>“Board” or “Directors”</b>	the directors of the Company whose names are set out on page 5 of this document
<b>“Circular” or “Document”</b>	this document, containing details of the Resolutions
<b>“Company” or “UKOG”</b>	Cadence Minerals Plc, a company incorporated and registered in England and Wales, with registered number 05234262
<b>“CREST”</b>	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force
<b>“FCA”</b>	the Financial Conduct Authority
<b>“Form of Proxy”</b>	the form of proxy for use by the Shareholders in connection with the Annual General Meeting

<b>“Group”</b>	the Company and its subsidiary undertakings
<b>“Issued Share Capital”</b>	the 172,719,813 Ordinary Shares in issue as at the date of this Document
<b>“London Stock Exchange”</b>	the London Stock Exchange plc
<b>“Nominated Adviser”</b>	W H Ireland Limited, the Company’s Nominated Adviser in accordance with the AIM Rules
<b>“Ordinary Shares”</b>	the ordinary shares of £0.01 each in the capital of the Company
<b>“Regulatory Information Service”</b>	any information service authorised from time to time by the FCA for the purpose of disseminating regulatory announcements
<b>“Resolutions”</b>	the resolutions to be proposed at the Annual General Meeting, notice of which is set out at the end of this document
<b>“Shareholders”</b>	the holders of Ordinary Shares in the Company

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<b><u>Event</u></b>	<b><u>Expected time / date</u></b>
Publication of this document	6 July 2022
Latest time and date for receipt of forms of proxy	11 a.m. on 8 August 2022
Date and time of Annual General Meeting	11 a.m. on 10 August 2022

### **Notes:**

- (1) All times shown in this document are London times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or date above changes. The revised times and/or dates will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange plc.
- (2) If the Annual General Meeting is adjourned, the latest time and date for receipt of forms of proxy for the adjourned meeting will be notified to Shareholders by announcement through the regulatory news service of the London Stock Exchange.

## LETTER FROM THE CHAIRMAN

### Cadence Minerals PLC

*(Incorporated and registered in England & Wales with registered number 05234262)*

*Directors:*

Andrew Suckling      *(Non-Executive Chairman)*  
Kiran Morzaria      *(Chief Executive Officer)*  
Donald Strang      *(Finance Director)*  
Adrian Fairbourn      *(Non-Executive Director)*

*Registered Office:*

The Broadgate Tower  
8<sup>th</sup> Floor  
20 Primrose Street  
London  
EC2A 2EW

To the Shareholders and, for information only, to the holders of warrants and options

6 July 2022

Dear Shareholder

### Notice of Annual General Meeting

#### Introduction

I am writing to invite you to the annual general meeting of the Company to be held at 11 a.m. on 10 August 2022 at the offices of Hill Dickinson LLP, The Broadgate Tower, 8th Floor, 20 Primrose Street, London, EC2A 2EW. The notice of the Annual General Meeting is set out on pages 7 and 8 of this document.

This letter also explains why the Directors recommend that Shareholders of the Company vote in favour of the Resolutions being proposed at the Annual General Meeting.

#### Explanatory notes to the Notice of Annual General Meeting

The notes on the following pages give an explanation of the proposed resolutions. Resolutions 1 to 4 are proposed as ordinary resolutions. This means for each of those resolutions to be passed, more than half of the votes cast must be in favour of each resolution. Resolution 5 is proposed as a special resolution. This means that for the resolution to be passed, at least three quarters (75%) of the votes cast must be in favour of the resolution.

##### *Resolution 1 - Receiving and Considering the Accounts*

This is an ordinary resolution to receive and consider the financial statements of the Company for the period ended 31 December 2021 together with the report of the Directors and the report of the auditors thereon.

##### *Resolutions 2– Reappointment of Director*

The Board recommends the re-appointment of Andrew Suckling, who will retire by rotation in accordance with Articles 77 and 78 of the Company's articles of association, and being eligible, offers himself for re-appointment.

##### *Resolution 3 – Reappointment of Auditors*

This Resolution seeks to authorise the re-appointment of PKF Littlejohn LLP as auditors of the Company and to authorise the Directors to determine their remuneration.

##### *Resolution 4 – Directors' Authority to Allot Shares*

This is an ordinary resolution to grant the Directors the authority to allot and issue shares and grant rights to subscribe for shares in the Company for the purposes of Section 551 of the Companies Act 2006 (“**Act**”) up to the maximum aggregate nominal amount of £1,000,000 (representing approximately 57.8% of the current issued ordinary share capital of the Company). This resolution replaces any existing authorities to issue shares in the Company and the authority under this resolution will expire at the conclusion of the next annual general meeting of the Company.

#### *Resolution 5 – Disapplication of Pre-emption Rights*

Resolution 5 proposes to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act. This is a special resolution authorising the Directors to issue equity securities as continuing authority up to an aggregate nominal amount of £1,000,000 (representing approximately 57.8% of the current issued ordinary share capital of the Company) for cash on a non-pre-emptive basis pursuant to the authority conferred by Resolution above. The authority granted by this Resolution will expire at the conclusion of next annual general meeting of the Company.

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

Shareholders will find enclosed with this letter a Form of Proxy for use at the Annual General Meeting. The Form of Proxy should be completed and returned in accordance with the instructions printed on it so as to arrive at the offices of Hill Dickinson LLP, The Broadgate Tower, 8th Floor, 20 Primrose Street, London, EC2A 2EW as soon as possible and in any event not later than at 11 a.m. on 8 August 2022. Completion and the return of the form of proxy will not prevent Shareholders from attending and voting at the Annual General Meeting should they so wish.

#### **Recommendation**

The Directors unanimously believe that the Resolutions are in the best interests of the Company and its Shareholders and unanimously recommend you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings in the Company.

Yours faithfully

**Andrew Suckling**

Non-Executive Chairman

## CADENCE MINERALS PLC

(Registered in England No. 05234262)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Annual General Meeting of Cadence Minerals PLC (the “**Company**”) will be held at the offices of Hill Dickinson LLP at The Broadgate Tower, 8th Floor, 20 Primrose Street, London, EC2A 2EW at 11 a.m. on 10 August 2022:

#### ORDINARY BUSINESS

To consider, and if thought fit, to pass the following Resolutions which are proposed as ordinary resolutions:-

##### Receive and Consider Accounts

*Resolution 1:* To receive and consider the report of the directors and the financial statements for the period ended 31 December 2021 and the report of the auditors thereon.

##### Re-Appointment of Director

*Resolution 2:* To re-appoint, as a director of the Company, Andrew Suckling, who retires in accordance with Article 77 and 78 of the Company’s articles of association (the “**Articles**”) and offers himself for re-election.

##### Re-appointment of Auditor

*Resolution 3:* To re-appoint PKF Littlejohn LLP as auditors and to authorise the directors to determine their remuneration.

#### SPECIAL BUSINESS

To consider, and if thought fit, to pass the following resolution which is proposed as an ordinary resolution:-

##### Directors’ Authority to Allot Shares

*Resolution 4:* That, pursuant to section 551 of the Companies Act 2006 (“**the Act**”) the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined by section 560 of the Act) up to the maximum aggregate nominal amount of £1,000,000 (representing approximately 57.8% of the current issued ordinary share capital of the Company) PROVIDED that the authority granted under this resolution shall lapse at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors shall be entitled to allot shares and grant equity securities pursuant to such offers or agreements as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant equity securities be and are hereby revoked.

##### Disapplication of pre-emption rights

To consider, and if thought fit, to pass the following resolution which is proposed as a special resolution:-

*Resolution 5:* That, subject to the passing of Resolution 4 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 5 or by way of a sale of treasury shares,

as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares:

- (a) in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
- (b) (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £1,000,000 (representing approximately 57.8% of the current issued ordinary share capital of the Company);

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

## **BY ORDER OF THE BOARD**

**Andrew Suckling**

*Non-Executive Chairman*

6 July 2022



## Notes:

### Appointment of proxies

- 1 As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a Form of Proxy with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.
- 2 A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.
- 3 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company at 8<sup>th</sup> Floor, the Broadgate Tower, 20 Primrose Street, London, EC2A 2EW. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
- 4 If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting.

### Appointment of proxy using the hard copy Form of Proxy

- 5 The notes to the Form of Proxy explain how to direct your proxy how to vote on each resolution or withhold his vote.
- 6 To appoint a proxy using the proxy form, it must be:
  - 6.1 completed and signed;
  - 6.2 sent or delivered to the offices of Hill Dickinson LLP, The Broadgate Tower, 8th Floor, 20 Primrose Street, London, EC2A 2EW; and
  - 6.3 received by the Company no later than 11:00 a.m. on 8 August 2022.
- 7 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.
- 8 Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 9 The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those ordinary shareholders registered in the register of members of the Company 48 hours (excluding non-business days) before the meeting shall be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the meeting. If the meeting is adjourned by more than 48 hours, then to be so entitled, shareholders must be entered on the Company's register of members 48 hours (excluding non-business days) before the time appointed for

holding the adjourned meeting or if the Company gives notice of the adjourned meeting, at the time specified in that notice.

### **Appointment of proxy by joint members**

- 10 In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

### **Changing proxy instructions**

- 11 To change your proxy instructions simply submit a new proxy appointment using the method set out in paragraph 6 above. Note that the cut off time for receipt of proxy appointments specified in that paragraph also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
- 12 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 the Company as indicated in paragraph 3 above.
- 13 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**

- 14 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 the Company as indicated in paragraph 3 above. 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.
- 15 The revocation notice must be received by the Company no later than 11:00 a.m. on 10 August 2022.
- 16 If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 17 below, your proxy appointment will remain valid.
- 17 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.

### **Total voting rights**

- 18 As at 6:00p.m. on 5 July 2022, the Company's issued share capital comprised 172,719,813 ordinary shares of £0.01 each with voting rights. Therefore, the total number of voting rights in the Company as at 6:00 p.m. on 5 July 2022 is 172,719,813.