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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.

The distribution of this Document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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 GENERAL MEETING**

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Notice of a General Meeting of the Shareholders of the Company to be held at 10:00 a.m. on 29 September 2025 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 General Meeting of Shareholders accompanies this Document and, to be valid, must be completed and returned to the following address: Cadence Minerals PLC, 78 Pall Mall, St James's, London, SW1Y 5ES, as soon as possible but in any event to be received not later than at 10:00 a.m. on 25 September 2025 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>“Amapa Project”</b>	the Amapá Iron Ore Project in Brazil;
<b>“Annual General Meeting”</b>	the last annual general meeting of the Company that was held at 8th Floor, 20 Primrose Street, London, EC2A 2EW, United Kingdom on 06 August 2025 at 11:00 a.m.;
<b>“Board” or “Directors”</b>	the directors of the Company whose names are set out on page 4 of this Document;
<b>“Company” or “Cadence”</b>	Cadence Minerals PLC, a company incorporated and registered in England and Wales, with registered number 05234262;
<b>“Document”</b>	this document, containing details of the Resolution;
<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 General Meeting;
<b>“General Meeting”</b>	the general meeting of the Company to be held at 8th Floor, 20 Primrose Street, London, EC2A 2EW, United Kingdom on 29 September 2025 at 10:00 a.m., notice of which is set out at the end of this Document;
<b>“London Stock Exchange”</b>	the London Stock Exchange PLC;
<b>“Ordinary Shares”</b>	the ordinary shares of £0.01 each in the capital of the Company;
<b>“PBA”</b>	Pedra Branca Alliance Pte Ltd;
<b>“Prepayment Facility”</b>	a potential financial arrangement that may be contributed to by the Company in connection with a future shipment of iron ore concentrate from the Azteca Plant;
<b>“Regulatory News Service”</b>	any information service authorised from time to time by the FCA for the purpose of disseminating regulatory announcements;
<b>“Resolution”</b>	the resolution to be proposed at the General Meeting, notice of which is set out at the end of this Document; and
<b>“Shareholders” or “Shareholder”</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	11 September 2025
Latest time and date for receipt of forms of proxy	10:00 a.m. on 25 September 2025
Date and time of General Meeting	10:00 a.m. on 29 September 2025

### **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.
- (2) If the 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:

20 Primrose Street  
London  
EC2A 2EW

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

11 September 2025

Dear Shareholder

### Notice of General Meeting

#### Introduction

I am writing to invite you to the General Meeting of the Company to be held at 10:00 a.m. on 29 September 2025 at the offices of Hill Dickinson LLP, The Broadgate Tower, 8th Floor, 20 Primrose Street, London, EC2A 2EW. The notice of the General Meeting is set out on pages 7, 8 and 9 of this Document.

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

#### Explanatory notes to the notice of General Meeting

##### Plain-English Summary

- **What we are asking:** Authority to issue new shares without applying statutory pre-emption rights.
- **Why:** To give the Company flexibility to raise funds quickly so that Cadence can (i) contribute its share of a prepayment offtake facility for the restart of the Azteca Plant at the Amapá Project, (ii) meet essential operational working capital needs, and (iii) support initiatives to expand marketing and shareholder engagement to broaden the Company's investor base.
- **How much:** Cadence's share of the Prepay is expected to be 10%–15% of the total US\$4.6 million facility (approx. US\$0.5–0.7 million).
- **Protection for shareholders:**
  - Existing eligible shareholders will be given, where practicable, an opportunity to participate on equivalent terms in any equity raising.
  - The authority will be used only where it is in the best interests of all shareholders.
  - The Board will report back on any use of this authority.
- **Consequence if not approved:** Cadence would be unable to participate in the Prepay, delaying the restart of the Azteca Plant and deferring expected cashflows from the Amapá Project.

The Directors are seeking authority to disapply statutory pre-emption rights in connection with the issue of new Ordinary Shares as part of potential future fundraisings.

As announced on 9 September 2025, the Company, through its joint venture interest in Pedra Branca Alliance Pte Ltd (“**PBA**”) (in which the Company holds a 35% interest), is advancing the Amapá Iron Ore Project in Brazil (the “**Amapa Project**”). The immediate objective is to restart production through the licensing, refurbishment, and recommissioning of the Azteca Plant. Once operational, the Azteca Plant is expected to produce approximately 380,000 tonnes per annum of 65% iron ore concentrate.

The total estimated capital requirement for this near-term objective is approximately US\$4.6 million, comprising:

- **US\$3.45 million** for licensing and refurbishment of the Azteca Plant; and
- **US\$1.15 million** of working capital to fund the first shipment of approximately 50,000 tonnes of concentrate.

Heads of terms have been signed with an international shipping and trading group (the “**Offtaker**”) for a prepayment offtake facility (“**Prepay**”) to provide this funding. Under these terms, Cadence is expected to contribute approximately 10%–15% of the Prepay on the same commercial terms as the Offtaker. Participation in the Prepay is a condition of finalising the definitive agreement, and therefore the Company must be able to raise its share of funds in advance. Based on current assumptions, Cadence’s participation is expected to deliver an attractive internal rate of return of approximately 70%.

Once operational, the Azteca Plant is expected to be net cashflow positive from the first shipment, with strong operating margins (average Free on Board costs of ~US\$37/t, Cost and Freight costs of ~US\$79/t, versus current market prices of ~US\$120/t for 65% Fe fines CFR China). Over the initial three years, the plant is expected to generate approximately US\$32 million in free cash flow to equity holders, with an estimated NPV10 of US\$26 million. Surplus cash flow is intended to be reinvested into operations, working capital, maintenance, and - where available - funding of the Definitive Feasibility Study and early works for the larger 5.5 Mtpa DR-grade Amapá development.

The Board recognises that the disapplication of pre-emption rights is an important shareholder protection. In seeking this authority, the Directors have regarded to the principles of the QCA Corporate Governance Code. Accordingly:

- The authority will be used only where it is considered to be in the best interests of shareholders as a whole.
- The Company intends, where practicable, to make available to eligible existing shareholders an opportunity to participate on equivalent terms in any equity raising undertaken pursuant to this authority. Such participation may be facilitated through an appropriate mechanism designed to provide access for retail and other shareholders alongside institutional investors.
- The Board will report on the use of this authority in subsequent communications to shareholders.

**The Directors believe that the flexibility afforded by the disapplication of pre-emption rights is in the best interests of the Company and its shareholders as a whole and, accordingly, recommend that Shareholders vote in favour of the Resolution. The Company notes that, in the event the Resolution being proposed at the General Meeting is not approved, the Company will be unable to participate in the Prepay which will result in further delays in respect of the development of the Amapa Project and, in particular, any future production at the Azteca Plant.**

The Directors obtained authority to allot Ordinary Shares up to a maximum aggregate nominal amount of £1,000,000 (representing approximately 33% of the current issued ordinary share capital of the Company) at the Annual General Meeting and, accordingly, such authority will not be sought at the General Meeting.

The Resolution 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.

***Special Resolution – Disapplication of pre-emption rights***

The Resolution 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 33% of the current issued ordinary share capital of the Company) for cash on a non-pre-emptive basis pursuant to the authority granted at the Annual General Meeting. The authority granted by this Resolution will expire at the conclusion of the 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 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 following address: Cadence Minerals PLC, 78 Pall Mall, St James's, London, SW1Y 5ES, as soon as possible and in any event not later than at 10:00 a.m. on 25 September 2025. Completion and the return of the form of proxy will not prevent Shareholders from attending and voting at the General Meeting should they so wish.

**Recommendation**

**The Directors unanimously believe that the Resolution are in the best interests of the Company and its Shareholders and unanimously recommend you vote in favour of the Resolution 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 with No. 05234262)

## NOTICE OF GENERAL MEETING

**NOTICE** is hereby given that a 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 10:00 a.m. on 29 September 2025 to consider and, if thought fit, to pass the following resolution, which is proposed as a special resolution:

### **Disapplication of pre-emption rights**

**THAT**, in accordance with section 570 of the Companies Act 2006 (“**Act**”), the directors of the Company (“**Directors**”) be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority granted by the Company’s shareholders at the Company’s annual general meeting held on 6 August 2025, or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment or sale, 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 33% 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*

**11 September 2025**

## 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 ("**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 following address: Cadence Minerals PLC, 78 Pall Mall, St James's, London, SW1Y 5ES; and
  - 6.3 received by the Company no later than 10:00 a.m. on 25 September 2025.
- 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 Form of Proxy.
- 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 10:00 a.m. on 29 September 2025.
- 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 5:00 pm on 10 September 2025, the Company's issued ordinary share capital comprised of 327,631,038 ordinary shares of £0.01 each with voting rights. Therefore, the total number of voting rights in the Company as at 10 September 2025 was 327,631,038.

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## CADENCE MINERALS PLC

### General Meeting

### Form of Proxy

I/We (Block Letters).....

.....

of .....

being a member/members of Cadence Minerals PLC (the “**Company**”) hereby appoint the Chairman of the Meeting or

\* .....

of .....

as my/our proxy to vote for me/us on my/our behalf at the general meeting of the Company (“**General Meeting**”) to be held at the offices of Hill Dickinson LLP, The Broadgate Tower, 8th Floor, 20 Primrose Street, London, EC2A 2EW at 10:00 a.m. on 29 September 2025 (London time). I/We direct that my/our vote(s) be cast on the resolution as indicated by an X in the appropriate box.

	<i>For</i>	<i>Against</i>	<i>Withheld</i>
1. <b>Special Resolution – to dis-apply pre-emption rights</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If it is desired to appoint another person as a proxy these words should be deleted and the name and address of the proxy, who need not be a member of the Company, inserted. Unless otherwise directed, and in respect of any other resolution properly moved at the General Meeting, the proxy will vote, or may abstain from voting, as he thinks fit.

**DATED THIS ..... day of ..... 2025**

**SIGNATURE** .....

#### **NOTES:**

- (1) Any member entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company) of his own choice to attend and, on a poll, to vote in his place.
- (2) Forms of proxy together with any power of attorney or other authority under which it is executed or a notarially certified copy thereof, must be completed and to be valid, must reach Cadence Minerals PLC, 78 Pall Mall, St James’s, London, SW1Y 5ES by 10:00 a.m. on 25 September 2025.
- (3) The appointment of a proxy does not preclude a member from attending and voting at the meeting.

- (4) If the appointor is a corporation, this form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
  - (5) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
  - (6) If you wish to appoint as proxy someone other than the chairman of the meeting, please delete the words "the Chairman of the Meeting" and insert the name and address of the person you wish to appoint in the space provided. A proxy need not be a member.
  - (7) Only those shareholders on the register of members at 10:00 a.m. on 25 September 2025 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than forty eight (48) hours, then to be so entitled, shareholders must be entered on the Company's register of members at the time which is forty eight (48) hours 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.
-