

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000, as amended. If you have sold or otherwise transferred all your shares in Corcel Plc, please forward this document and the accompanying form of proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.**

Please submit your proxy vote so as to reach Share Registrar, Corcel plc's registrar no later than 15:00 on 24 April 2023. Please reference Note 2 for full details on how to vote.

If you are a CREST member, you may appoint a proxy by using the service provided by Euroclear so as to be received no later than 15:00 on 24 April 2023.

Further details can be found in the notes section of this notice.

**To ensure that votes are registered, Shareholders are strongly encouraged to submit their proxy vote, appointing the Chair of the meeting as their proxy.**

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## NOTICE OF GENERAL MEETING



*(registered in England and Wales No. 05227458)*

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Notice is hereby given that the General Meeting (GM) of Corcel Plc (the "Company") will be held at Room LGA, 125 Kingsway, London WC2B 6NH on Wednesday, 26 April 2023 at 15:00 for the purposes of considering and, if thought fit, passing the following Resolutions One as an ordinary resolution and Two as a special resolution:

### Resolution One

#### THAT:

- 1.1 The Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act"), to exercise all of the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares in the Company:
  - 1.1.1 up to an aggregate nominal amount of £21,110.29 in respect of the right to subscribe for 211,102,900 new Ordinary Shares proposed to be granted under the warrants to be issued to investors participating in the placing as announced by the Company on 28 March 2023 ("**Placing Warrants**");
  - 1.1.2 up to an aggregate nominal amount of £18,750 in respect of the issue of 187,500,000 new Ordinary Shares at a price of £0.004 per share pursuant to an agreement to enable conversion of the Company's outstanding corporate debt as announced by the Company on 30 January 2023 ("**Debt Conversion**");
  - 1.1.3 up to an aggregate nominal amount of £5,000 in respect of the issue of 50,000,000 new Ordinary shares at a price of £0.004 per share to be allotted to Huntsman Exploration Inc in respect of the £200,000 consideration to be paid for the exercise of the option for the Canegrass Lithium project as announced to the Market on 4 April 2023 (the "Acquisition Shares"); and

- 1.1.4 otherwise than pursuant to sub-paragraphs 1.1.1 to 1.1.3 above up to a maximum aggregate nominal amount (within the meanings of sections 551(3) and (6) of the Act) of £115,722 but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever.
- 1.2 such authorities shall expire at the conclusion of the Annual General Meeting (AGM) of the Company in 2023 or on 31 December 2023, whichever is the earlier, save that the Company may before such expiry make any offer or agreement, which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorities conferred by this resolution had not expired.

## **Resolution Two**

### **THAT:**

- 2.1 subject to the passing of Resolution One, the Directors be generally and unconditionally empowered pursuant to section 570(1) and 573 of the Act to exercise all the powers of the Company to allot equity securities for cash pursuant to the authorisation conferred by Resolution One above as if section 561 of the Act did not apply to the allotment, provided that this power shall be limited to the allotment of equity securities:
  - 2.1.1 up to an aggregate nominal amount of £21,110.29 in respect of the right to subscribe for 211,102,900 new Ordinary Shares proposed to be granted under the Placing Warrants;
  - 2.1.2 up to an aggregate nominal amount of £18,750 in respect of the issue of 187,500,000 new Ordinary Shares at a price of £0.004 per share proposed to be allotted in respect of the Debt Conversion;
  - 2.1.3 up to an aggregate nominal amount of £5,000 in respect of the issue of 50,000,000 new Ordinary shares proposed to be allotted in respect of the Acquisition Shares;
  - 2.1.4 in connection with an offer by way of a rights issue to shareholders in proportion (as nearly as may be practicable) to their existing holdings of Ordinary shares; and holders of other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, but subject to such exclusions and other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements, record dates, legal, regulatory or practical problems or under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and
  - 2.1.5 otherwise than pursuant to sub-paragraphs 2.1.1 to 2.1.4 above, the allotment of further equity securities up to an aggregate nominal amount of £115,722.
- 2.2 such power shall expire (unless previously revoked by the Company) at the conclusion of the AGM of the Company in 2023 or on 31 December 2023, whichever is the earlier, save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

By order of the Board

**AMBA Secretaries Limited**  
Company Secretary

4 April 2023

*Registered Office*  
Salisbury House  
London Wall  
London  
EC2M 5PS

## NOTES:

1. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the GM (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company no later than 15:00 on the day that is two days before the time for holding the meeting or any adjournment of it. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. Only holders of ordinary shares are entitled to attend and vote at this meeting.

A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the GM. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company.

You can register your vote(s) for the GM either:

- by logging on to [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions;
- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 3 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 15:00 on Monday, 24 April 2023.

3. Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained below.

CREST members, who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service, may do so for the GM and any adjournment(s) thereof by using the procedures and to the address, described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)) (log-in required), subject to the provisions of the Company's Articles of Association. CREST personal members or other CREST sponsored members and those CREST members, who have appointed a voting 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear & International ("**Euroclear**") specifications and must contain the information required for such instructions as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID:7RA36) by the latest time(s) for receipt of proxy appointments specified in the notice of the GM. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications 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.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. 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 or her 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 service provider(s) 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.

4. Any corporation, which is a member, can appoint one or more corporate representatives, who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.
5. Any member, attending the GM, has the right to ask questions. The Company must cause to be answered any such question, relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

6. As at 3 April 2023 (being the last practicable date prior to the publication of this notice), the Company's issued voting share capital consists of 805,647,007 ordinary shares, carrying one vote each. Therefore, the total number of voting rights in the Company as at that date are 805,647,007.

You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006), provided in this Notice of Meeting (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

**EXPLANATORY NOTES:**

7. **Resolution 1.** This resolution deals with the Directors' authority to allot Relevant Securities in accordance with section 551 of the 2006 Act. If passed, the resolution will authorise the Directors to allot ordinary shares or to grant rights to subscribe for or to convert any security into shares in respect of the shares to be issued for the Placing Warrants, Debt Conversion and Acquisition Shares together with an additional general authority of up to a nominal value of £115,722. The authority granted by this resolution will expire at the conclusion of the 2023 AGM or 31 December 2023, whichever is the earlier.
8. **Resolution 2.** This resolution 2 will, if passed, give the Directors power, pursuant to the authority to allot granted by resolution 1 to allot equity securities (as defined by section 560(1) of the 2006 Act) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings in respect of the shares to be issued for the Placing Warrants, Debt Conversion and Acquisition Shares together with an additional general authority of up to a nominal value of £115,722. The power granted by this resolution will expire on the conclusion of the 2023 AGM or 31 December 2023 whichever is the earlier.