

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document you should immediately consult your stockbroker, bank manager, solicitor, accountant, or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are in the UK, or if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Ordinary Shares, please send this document to the purchaser or transferee or to the stockbroker, bank, or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold part of your holding, please consult the stockbroker, bank, or other agent through whom the sale was effected.

This document contains no offer of transferable securities to the public within the meaning of section 102B of the Financial Services and Markets Act 2000, as amended (“**FSMA**”) or otherwise. Accordingly, this document does not constitute an offer to sell or an invitation to subscribe for or a solicitation of an offer to subscribe or buy Ordinary Shares in any jurisdiction.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company, which is set out at Part I of this document and which recommends that you vote in favour of the Resolution to be proposed at the General Meeting.

TERTIARY MINERALS PLC

(Incorporated in England and Wales with registered number 03821411)

DISAPPLICATION OF PRE-EMPTION RIGHTS

and

NOTICE OF GENERAL MEETING

Notice of a General Meeting of Tertiary Minerals plc to be held at Silk Point, Queens Avenue, Macclesfield, Cheshire SK10 2BB at 11.00 a.m. on Wednesday 24 March 2021 is set out in Part III of this document.

In order to observe ongoing government restrictions on social distancing and public gatherings only the Chairman and one other nominated Shareholder will attend the General Meeting to ensure that the meeting is quorate. Other Shareholders and third parties will not be permitted to attend the meeting and will be refused entry. Shareholders are therefore encouraged to appoint the Chairman as their proxy (online at www.signalshares.com or by requesting and submitting a hard copy Form of Proxy) as soon as possible and, in any event, so as to be received by the Company’s Registrars, Link Group, at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, not later than 11.00 a.m. on Monday 22 March 2021.

Please see further information on how to appoint a proxy in the Notes 8 to 10 inclusive of the Notes to the Notice of General Meeting at the back of this document on pages 12 to 13.

If you hold your Ordinary Shares in uncertificated form (i.e. in CREST) you may vote using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying Notes to the Notice of General Meeting set out at the end of this document). Proxies submitted via CREST must be received by the Company’s agent (ID RA10) by no later than 11.00 a.m. on Monday 22 March 2021 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)).

This document is being provided to you solely for the purposes of considering the Resolution to be voted upon at the General Meeting to be held on Wednesday 24 March 2021. This document does not constitute an offer, or the solicitation of an offer, to buy or to subscribe for any securities, nor shall there be any sale or subscription of the Ordinary Shares, or any securities in any state or jurisdiction. The distribution of this

document in certain jurisdictions 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. Shareholders who are residents or citizens of any country other than the United Kingdom and any persons (including, without limitation, custodians, nominees, and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the United Kingdom should seek appropriate advice before taking any action.

FORWARD-LOOKING STATEMENTS

Certain statements in this document are forward-looking statements including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations. These statements can be identified by the use of forward-looking terminology, including statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "estimates", "intends", "plans", "projects", "will", "may", "anticipates", "would", "could" or similar expressions or the negative of them. These forward-looking statements include all statements that are not matters of historical fact. They include, but are not limited to, statements regarding the Directors' expectations regarding the Company's future growth, results of operations, performance, future capital, and other expenditures (including the amount, nature, and sources of funding of these), competitive advantages, planned development activity and the results of such activity, business prospects and opportunities.

Such forward-looking statements reflect the Directors' current beliefs and assumptions and are based on information currently available to management. Forward-looking statements by their nature involve significant known and unknown risks and uncertainties and other important factors beyond the Company's control that could cause actual results, performance, or achievements of the Company to be materially different from the results, performance, or achievements, expressed or implied by such forward-looking statements. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements including without limitation risks associated with vulnerability to general economic and business conditions, industry trends, competition, changes in regulation, regulatory activity, currency fluctuations, changes in business strategy, political and economic uncertainty, reliance on key personnel and other factors, many of which are beyond the control of the Company.

Although the forward-looking statements contained in this document are based upon what the Directors believe to be reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. Any forward-looking statements speak only as of the date of this document. Subject to the requirements of the Financial Conduct Authority, the London Stock Exchange, the AIM Rules (and/or any other applicable regulatory requirements) or applicable law, each of the Company and the Directors expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained in this document to reflect any change in the Company's expectations with regard to them, any new information or any change in events, conditions or circumstances after the date of this document on which any such statements are based, unless required to do so by law or any appropriate regulatory authority.

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COVID-19 ARRANGEMENTS

IMPORTANT – PLEASE READ

The Board takes its responsibility to safeguard the health of its Shareholders, stakeholders, and employees very seriously and so the following measures will be put in place for the General Meeting in response to the COVID-19 pandemic and the current social distancing measures being implemented by the Government in the United Kingdom, which may continue until after the date of the General Meeting.

The formal business of the General Meeting will only be to consider and vote upon the Resolution set out in the Notice of General Meeting. The holding of the General Meeting will be kept under review in line with Public Health England guidance. However, based on current measures implemented by the Government in the United Kingdom **SHAREHOLDERS WILL NOT BE ADMITTED TO THE PHYSICAL MEETING AND ARE THEREFORE ADVISED NOT TO TRAVEL TO THE GENERAL MEETING.** It is intended that the General Meeting will be held with the minimum number of Shareholders and Directors present required to form a quorum as per the Company's Articles of Association. The Company is taking these precautionary measures to safeguard its Shareholders', stakeholders' and employees' health and make the General Meeting as safe and efficient as possible.

SHAREHOLDERS WISHING TO VOTE ON THE RESOLUTION ARE STRONGLY URGED TO VOTE BY APPOINTING THE CHAIRMAN AS THEIR PROXY THROUGH COMPLETION OF A FORM OF PROXY which must be completed and submitted in accordance with the instructions given in the Notes to the Notice of General Meeting at the back of this document on pages 12 to 13. This will enable the Chairman of the General Meeting to vote on your behalf, and in accordance with your instructions, at the General Meeting.

It is emphasised that any Forms of Proxy being returned via a postal service should be submitted as soon as possible to allow for any delays to or suspensions of postal services in the United Kingdom as a result of measures being implemented by the Government of the United Kingdom.

If you hold your Ordinary Shares in uncertificated form (that is, in CREST) you may vote using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying Notes to the Notice of the General Meeting (specifically Notes 8 to 10 inclusive) set out at the end of this document).

In line with corporate governance best practice and in order that any proxy votes of those Shareholders who are not allowed to attend and to vote in person are fully reflected in the voting on the resolutions, the Chairman of the General Meeting will direct that voting on the Resolution set out in the Notice of General Meeting will take place by way of a poll. The final poll vote on the Resolution will be published after the General Meeting on the Company's website.

Further information on voting procedures is set out in the Notes to the Notice of General Meeting. Queries regarding these procedures may be directed to the Company's Registrars, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL Tel: 0371 664 0300.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	Date
Publication of this document	Thursday 4 March 2021
Latest time and date for receipt of Forms of Proxy	11.00 a.m., Monday 22 March 2021
Latest time and date for receipt of CREST Proxy Instructions	11.00 a.m., Monday 22 March 2021
General Meeting	11.00 a.m., Wednesday 24 March 2021
Announcement of the results of the General Meeting	Wednesday 24 March 2021

Notes:

- 1 Each of the times and dates in the above expected timetable of principal events and mentioned throughout this document may be subject to change, in which event details of the new times and dates will be notified, where appropriate, by means of an announcement through a Regulatory Information Service.
- 2 All references to times in this document are to London times.

PART I

LETTER FROM THE CHAIRMAN OF TERTIARY MINERALS PLC

(Incorporated and registered in England and Wales with registered number 03821411)

Directors:

Patrick Lyn Cheetham *(Executive Chairman)*
Donald Alexander Robert McAlister *(Non-Executive Director)*
Dr Michael Graham Armitage *(Non-Executive Director)*

Registered Office:

Sunrise House
Hulley Road
Macclesfield
Cheshire
SK10 2LP

4 March 2021

Disapplication of Pre-Emption Rights and Notice of General Meeting

To Holders of Warrants for information purposes only

Dear Shareholders,

1 INTRODUCTION

As you may be aware, at the Annual General Meeting (“**AGM**”) of the Company, held on 28 January 2021, a resolution was passed authorising the Directors to issue new ordinary shares in the Company up to an aggregate nominal amount of £70,000 (consisting of 700,000,000 ordinary shares of 0.01p each), such authority to expire at the end of the next Annual General Meeting of the Company, unless renewed, varied or revoked by the Company (the “**General Authority**”).

However, the special resolution proposed at the AGM to disapply the pre-emption rights in respect of any such new shares that might be issued pursuant to the General Authority (the “**Disapplication Resolution**”) failed to obtain sufficient votes in favour for it to be passed.

Although 42.49% of the votes cast were against the passing of the Disapplication Resolution this represents just 1.8% of the number of ordinary shares in the Company then in issue. In total only 4.25% of shares then in issue were voted at the AGM, and the Directors therefore are of the view that the wishes of the Shareholders as a whole may not have been properly represented and would like to give Shareholders a second opportunity to consider granting the Directors the authority that would have been granted pursuant to the Disapplication Resolution.

The Board is now proposing that a new resolution (the “**New Resolution**”) be put to Shareholders in the same terms as the Disapplication Resolution, to disapply pre-emption rights in respect of the ordinary shares in the Company which may be issued pursuant to the General Authority (the “**Proposal**”) and I am, therefore, writing to you to:

- provide you with information about the background to, and reasons for, the Proposal;
- explain why the Board considers the Proposal to be in the best interests of the Company and its Shareholders as a whole and, accordingly, why the Board is unanimously recommending that Shareholders vote in favour of the New Resolution, as they themselves intend to do; and
- give notice of the General Meeting being convened for the purpose of putting the New Resolution to the Shareholders and enabling them to vote thereon it.

The General Meeting of the Company at which the New Resolution will be proposed has been convened for 11.00 a.m. on Wednesday 24 March 2021.

2 BACKGROUND TO THE PROPOSAL

The Company does not have a sustaining cash flow and is currently reliant on raising funds periodically from the market to fund its exploration business and to continue as a going concern. At this stage in its development, the Company has relied on fundraising by methods, including share placings, that do not offer pre-emptive rights to existing Shareholders, and this is often the case for similar junior quoted exploration companies.

The reason for this is that rights issues and open offers can be disproportionately expensive for small companies, especially in the event that the amount of the funds to be raised is relatively small. In addition, there is no certainty that any pre-emptive offer will be substantially taken up, especially given that a significant proportion of the Company's issued shares are held indirectly through execution-only broker nominee accounts.

Furthermore, whilst the Company has no immediate plans to issue new securities, it is often the case that opportunities become available during the course of the year for the Company to raise funds on advantageous terms. Such opportunities may only be available on short notice and without the authorities granted by the New Resolution, the requirement to call a general meeting for Shareholders to grant any requisite authority may cause a delay such that the opportunity would be lost.

If the New Resolution is not passed in a timely manner the Board may be unable to raise funds on an ongoing basis and it will need to reduce its exploration spending, which in turn may have an adverse impact on the Company's opportunity to advance its interests and those of the Shareholders as a whole.

The Directors understand and appreciate that on occasion Shareholders have concerns regarding the grant of authority to directors to disapply pre-emption rights, although historically the Company's Shareholders have always been supportive. The Company is mindful of these concerns and has always been grateful for the continued support of Shareholders and your Board has always been judicious in the use of these authorities only using them where necessary to raise funds for its continued mineral exploration business.

Whilst rights issues are not currently a favoured way to raise funds for the Company, the Board notes that in recent years a number of mechanisms have evolved to allow wider participation in share placings and the Board will consider the use of such mechanisms in future.

3 GENERAL MEETING

As noted above, the New Resolution will be proposed at the General Meeting for approval by Shareholders. Set out at the end of this document on page 11 is a notice convening the General Meeting to be held at Silk Point, Queens Avenue, Macclesfield, Cheshire SK10 2BB at 11.00 a.m. on Wednesday 24 March 2021. The only business of the General Meeting shall be to consider the New Resolution which will be proposed as a special resolution. The New Resolution will be passed if at least 75% of the votes cast (in person or by proxy) at the General Meeting are in favour of it.

The Board continues to monitor the Government advice in relation to the COVID-19 situation. The latest guidelines from the Government prohibit public gatherings **and therefore physical attendance in person at the General Meeting will not be permitted. The Company encourages Shareholders to appoint the Chairman as their proxy with their voting instructions.** Shareholders are therefore asked to return any Form of Proxy as soon as possible and, in any event, so as to be received by the Company's Registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL not later than 11.00 a.m. on Monday 22 March 2021. Details of how to appoint a proxy are set out in the Notes to the Notice of General Meeting set out on pages 12 to 13 of this document.

As the General Meeting will be held as a closed meeting, the Company invites Shareholders to send in any questions that they may have concerning the New Resolution and the background to it by email to gmtertiary@tertiaryminerals.com on or before 4.00 p.m. on Wednesday 17 March 2021. Any questions raised, together with answers to them, will be published on the Company's website www.tertiarymineralsplc.com by 4.00 p.m. on Thursday 18 March 2021.

The Company will continue to monitor the situation and if Government advice dictates that further changes to the arrangements for the General Meeting are necessary, details will be published on the website and via a Regulatory Information Service.

4 ACTION TO BE TAKEN

Shareholders are encouraged to appoint their proxies electronically. Forms of Proxy can also be requested from the Company's Registrars as set out in the Notes to the Notice of General Meeting and must be returned to the Company's Registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, as soon as possible and, in any event, so as to be received not later than 11.00 a.m. on Monday 22 March 2021. The completion and return of a Form of Proxy will enable you to vote at the General Meeting without having to be present in person. If you hold your Ordinary Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Link Group so that it is received no later than 11.00 a.m. on Monday 22 March 2021.

Shareholders are strongly advised to appoint the Chairman as their proxy given the fact that the General Meeting will be held (due to the restrictions imposed by the Government during the COVID-19 pandemic) as a closed meeting, in order to ensure that their proxy is able to attend and their vote therefore counted.

5 RECOMMENDATION

The Proposal is vital if the Company is to continue to raise capital to fund its exploration activities and continue as a going concern. The Board considers the Proposal to be in the best interests of Shareholders and the Company as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the New Resolution, as they intend to do so in respect of their own beneficial holdings of Ordinary Shares which amount, in aggregate, to 15,579,080 Ordinary Shares representing approximately 1.32% of the total issued share capital of the Company as at the date of this Circular.

If Shareholders continue to have any concerns as regards the issues of shares, I encourage any such Shareholder to contact me, or any of the Directors, in order to discuss their concerns.

Thank you for your ongoing support of Tertiary Minerals plc.

Yours faithfully,

Patrick Cheetham
Chairman

Tertiary Minerals plc

PART II

DEFINITIONS

The following definitions apply throughout this document, the Notice of General Meeting and the Form of Proxy unless the context otherwise requires:

AIM	the market of that name operated by the London Stock Exchange;
Articles of Association	the Articles of Association of the Company as adopted from time to time;
Board	the board of Directors of the Company;
Business Day	a day other than a Saturday, Sunday or public holiday on which banks are open for commercial business in the City of London;
document	this document;
Company	Tertiary Minerals plc, incorporated and registered in England and Wales with registered number 03821411;
Companies Act	the UK Companies Act 2006, as amended from time to time;
CREST	the computerised settlement system to facilitate the transfer of title of shares in uncertificated form, operated by Euroclear UK & Ireland Limited (formerly CRESTCo Limited);
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended from time to time;
CREST Manual	the rules governing the operation of CREST consisting of the CREST Reference Manual, the CREST International Manual, the CREST Central Counterparty Service Manual, the CREST Rules, the CCSS Operations Manual, the Daily Timetable, the CREST Application Procedures and the CREST Glossary of Terms (as updated in November 2001);
Director or Directors	a director or (as the case may be) the directors of the Company whose names are set out in Part I of this Circular;
Form of Proxy	the form of proxy for use by Shareholders in connection with the General Meeting;
FSMA	the Financial Services and Market Act 2000 of the United Kingdom, as amended from time to time;
General Meeting	the general meeting of the Company convened for 11.00 a.m. on Wednesday 24 March 2021, the notice of which is set out at the end of this document, or any adjournment of such meeting;
London Stock Exchange	London Stock Exchange plc;
Notice of General Meeting	the notice of general meeting as set out at the end of this document;
Ordinary Shares	the ordinary shares of 0.01 pence nominal value each in the capital of the Company;
Proposal	the proposal to authorise the Board to allot equity securities detailed more fully in this document;

Shareholders	the persons who are registered as holders of the Ordinary Shares from time to time;
Special Resolution	a resolution of the Shareholders which requires at least 75% of the votes cast in favour of it in order to pass;
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland; and
uncertificated or in uncertificated form	a share or other security title to which is recorded in the relevant register of the share or security as being held in uncertificated form, in CREST, and title to which, by virtue of the CREST Regulations may be transferred by means of CREST.

References to the singular shall include references to the plural, where applicable and vice versa.

Save where specifically required or indicated otherwise, words importing one gender shall be treated as importing any gender and words importing the singular shall be treated as importing the plural and vice versa.

All references to legislation are to English legislation, unless the contrary is indicated, and any reference to any provision of any legislation includes any amendment, modification, re-enactment, or extension thereof.

PART III
TERTIARY MINERALS PLC

(Incorporated in England and Wales with registered number 03821411)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of Tertiary Minerals plc will be held at Silk Point, Queens Avenue, Macclesfield, Cheshire, SK10 2BB at 11.00 a.m. on Wednesday 24 March 2021.

The business of the meeting will be to consider and, if thought fit, to pass the resolution set out below as a Special Resolution of the Shareholders.

Capitalised terms contained in this notice shall have the meaning given to them in the circular published by the Company dated the same date as this notice (the "Circular").

SPECIAL RESOLUTION

That the directors be given the general power to allot equity securities (as defined by section 560 of the Companies Act 2006 (the "2006 Act") for cash, either pursuant to the authority conferred at the Annual General Meeting held on 28 January 2021 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:

- a) the allotment of equity securities in connection with an offer by way of a rights issue to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £70,000 (consisting of 700,000,000 ordinary shares of 0.01 pence each).

The power granted by this resolution will expire on the conclusion of the Company's next Annual General Meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements 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 offer or agreement notwithstanding that the power conferred by this resolution has expired.

BY ORDER OF THE BOARD OF DIRECTORS

Rod Venables

Company Secretary

Tertiary Minerals plc

4 March 2021

Registered Office:

Sunrise House
Hulley Road
Macclesfield
Cheshire
SK10 2LP

NOTES TO THE NOTICE OF GENERAL MEETING

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

1. Due to the restrictions imposed by the Government in connection with the COVID-19 pandemic, the Meeting will be held as a closed meeting, with only the minimum number of Shareholders and Directors in attendance as will be required to ensure that the Meeting is quorate. This being the case, shareholders are advised not to travel to attend the Meeting as they will not be admitted. Shareholders are therefore urged to register a proxy vote appointing the Chairman to vote in **accordance with their instructions**.
2. To be entitled to attend and vote at the 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 Monday 22 March 2021. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting. **Please note that on this occasion the Meeting will be held as a closed meeting and therefore Shareholders will not be able to attend in person.**
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A Shareholder 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 ordinary share or ordinary shares held by that Shareholder. A proxy need not be a Shareholder of the Company. **Shareholders are advised that as the Meeting will be a closed meeting they should appoint the Chairman of the Meeting as their proxy, in order to guarantee their proxy is in attendance. Appointment of a proxy who is unable to attend the Meeting will mean that your vote will not be counted.**
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
5. 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.
6. You can appoint a proxy to vote on your behalf:
 - by logging on to www.signalshares.com and following the instructions to appoint one or more proxies and direct your votes.
 - by hard copy Form of Proxy. You may request a hard copy Form of Proxy directly from the Registrars, Link Group, on Tel: 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 between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a Form of Proxy must be completed. In each case the Form of Proxy must be received by the Registrars, Link Group, at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 11.00 a.m. on Monday 22 March 2021.

7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrars before the latest time for the receipt of Forms of Proxy 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.
8. 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/site/public/EUI). 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.

9. 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 & Ireland 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 11.00 a.m. on Monday 22 March 2021. 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.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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.
11. 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.
12. As the Meeting is a closed Meeting, Shareholders who wish to raise any queries regarding the Resolution to be put to the Meeting may do so by email to gmtertiary@tertiaryminerals.com at any time up to and including before 4.00 p.m. on Wednesday 17 March 2021 and the questions along with the answers will be published on the Company's website by 4.00 p.m. on Thursday 18 March 2021.
13. You may not use any electronic address (within the meaning of Section 333(4) of the 2006 Act) 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.

