

THIS DOCUMENT AND ANY ACCOMPANYING DOCUMENTS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document or the action you should take 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, as amended ("FSMA") if you are in the UK, or if not, another appropriately authorised independent financial adviser.

If you sell or have sold or transferred all of your Ordinary Shares, please forward this document and any accompanying documents 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. Such documents should not, however, be forwarded or transmitted into any jurisdiction outside the United Kingdom if to do so would constitute a violation of the relevant law and/or regulations of such jurisdiction. If you have sold or transferred only part of your registered holding of Ordinary Shares, please contact the stockbroker, bank or other agent through whom the sale was effected immediately.

The new Ordinary Shares to be issued pursuant to the Placing are to be available to qualified investors within the meaning of paragraph 15 of Part 2 of the Schedule 1 of the Public Offers and Admissions to Trading Regulations ("**POATR**") or otherwise in circumstances not resulting in an offer of relevant securities to the public under POATR. The Placing does not constitute an offer to the public requiring an approved prospectus under the Prospectus Rules and accordingly this document is not, and is not required to be, a prospectus for the purposes of the Prospectus Rules. This document, which has not been, and will not be, reviewed by the Financial Conduct Authority of the United Kingdom ("**FCA**"), does not constitute a prospectus for the purposes of the FCA's Prospectus Rules: Admission to Trading on a Regulated Market sourcebook, as amended from time to time ("**PRM**"). This document has not been approved by the FCA, pursuant to paragraph 1.4.1 of the PRM, the London Stock Exchange, any securities commission or any other authority or regulatory body. Furthermore, this document does not constitute an Admission Document drawn up in accordance with the AIM Rules for Companies.

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 in Part I of this document and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting.

The Company's Ordinary Shares are admitted to trading on AIM, the market of that name operated by the London Stock Exchange ("**AIM**").

TERTIARY MINERALS PLC

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

**Placing of 1,666,666,667 new Ordinary Shares at the Issue Price
of 0.06 pence per new Ordinary Share**

and

Notice of General Meeting

SP Angel Corporate Finance LLP ("**SP Angel**"), which is authorised and regulated by the FCA in the United Kingdom, is acting as nominated adviser and broker to the Company for the purposes of the AIM Rules for Companies in connection with the Placing and Admission and, as such, its responsibilities are owed solely to the London Stock Exchange and are not owed to the Company or the Directors or to any other person or entity. SP Angel will not be responsible to any person other than the Company for providing the protections afforded to clients of SP Angel or for providing advice to any other person in connection with the Placing or any acquisition of Ordinary Shares. SP Angel is not making any representation or warranty, express or implied, as to the contents of this document. SP Angel has not authorised the contents of, or any part of, this document, and no liability whatsoever is accepted by SP Angel for the accuracy of any information or opinions contained in this document or for the omission of any material information.

General Meeting

Notice of a General Meeting of Tertiary Minerals plc to be held on Wednesday 28 October 2026 at 11.00 a.m. at The Meeting Room, Silk Point, Queens Avenue, Macclesfield, Cheshire SK10 2BB is set out in Part III of this document. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the General Meeting. Instructions for appointing a proxy are set out on pages 14 to 16 of this Circular.

To be valid a proxy appointment must be received by the Company's Registrars, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, as soon as possible but in any event so as to arrive no later than 11.00 a.m. on Monday 26 October 2026. Appointment of a proxy will not preclude shareholders from attending the General Meeting and voting in person if they so wish.

Copies of this document are available free of charge to the public on the Company's website <https://www.tertiaryminerals.com>. However, the contents of the Company's website or any hyperlinks accessible from the website do not form part of this document.

This Circular is being provided to you solely for the purposes of considering the Resolutions to be voted upon at the General Meeting to be held on Wednesday 28 October 2026. This Circular 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 Circular in certain jurisdictions may be restricted by law and therefore persons into whose possession this Circular 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 Circular 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 FCA, the AIM Rules for Companies (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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DIRECTORS AND ADVISERS

Directors	Patrick L Cheetham Dr Richard W Belcher Dr Michael G Armitage Lorenz J Werndle
Company Secretary	Rodney G Venables
Registered Office	Sunrise House Hulley Road Macclesfield Cheshire SK10 2LP
Nominated Adviser and Joint Broker	SP Angel Corporate Finance LLP Prince Frederick House 35-39 Maddox Street London W1S 2PP
Joint Broker	AlbR Capital Limited 3rd Floor 80 Cheapside London EC2V 6EE
Legal Advisers to the Company	Gowling WLG (UK) LLP 4 More London Riverside London SE1 2AU
Registrars	MUFG Corporate Markets Central Square 29 Wellington Street Leeds LS1 4DL
Shareholder Enquiries	MUFG Corporate Markets Central Square 29 Wellington Street Leeds LS1 4DL Email: shareholderenquiries@cm.mpms.mufg.com Telephone: +44 (0)371 664 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. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that MUFG Corporate Markets cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.
Company Website	https://www.tertiaryminerals.com

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<i>Event</i>	<i>Timing</i>
Announcement of the Placing and General Meeting	30 September 2026
Publication and posting of this document (including Notice of General Meeting)	7 October 2026
Latest time and date for receipt of Forms of Proxy and receipt of electronic proxy appointments via the Investor Centre, the CREST System and Proximity	11.00 a.m. on 26 October 2026
Record date for entitlement to vote at the General Meeting	6.00 p.m. on 26 October 2026
General Meeting	11.00 a.m. on 28 October 2026
Announcement of results of General Meeting	28 October 2026
Admission effective and dealings in the Placing Shares expected to commence on AIM (subject to Shareholder approval)	8.00 a.m. on 29 October 2026
CREST accounts credited in respect of the conditional Placing Shares (subject to Shareholder approval)	8.00 a.m. on 29 October 2026

Notes:

- (i) If any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.
- (ii) All references to times and dates in this document are to times and dates in London.

PLACING STATISTICS

Number of Ordinary Shares in issue immediately before the Placing	7,154,355,727
Number of Placing Shares	1,666,666,667
Gross proceeds of the Placing	£1,000,000
Number of Broker Warrants	83,333,333
Number of Ordinary Shares forming the Enlarged Share Capital	8,821,022,394
Percentage of Enlarged Share Capital represented by the Placing Shares	18.89%
Number of Ordinary Shares forming the Fully Diluted Share Capital (including the Broker Warrants but excluding any other warrants or options in issue)	8,904,355,727
Percentage of Fully Diluted Share Capital represented by the Placing Shares and the Warrant Shares (assuming the Broker Warrants are exercised in full)	19.65%

PART I

LETTER FROM THE CHAIRMAN OF

TERTIARY MINERALS PLC

(Incorporated in England and Wales with registered number 03821411)

Directors:

Patrick L Cheetham *(Non-Executive Chairman)*
Dr Richard W Belcher *(Managing Director)*
Dr Michael G Armitage *(Non-Executive Director)*
Lorenz J Werndle *(Non-Executive Director)*

Registered Office:

Sunrise House
Hulley Road
Macclesfield
Cheshire
SK10 2LP
United Kingdom

7 October 2026

***To the Shareholders of Tertiary Minerals plc and (for information only)
to holders of share warrants in the Company***

Dear Shareholder

Placing of new Ordinary Shares, Broker Warrants and Notice of General Meeting

1. INTRODUCTION

On 21 September 2026, following encouraging results from its recent Phase 4 drilling at the Mushima North silver-copper Project, Tertiary announced its plan to advance the Project further and its intention to undertake a fundraising, to be arranged by SP Angel, the Company's Nominated Adviser and Joint Broker.

Tertiary also announced that, following the recent updates to the AIM Rules for Companies, the Company had elected to utilise the Capital Access Window in connection with the proposed fundraising.

The Capital Access Window provides AIM companies with a voluntary mechanism to implement a temporary suspension of trading in its securities and Tertiary had elected to utilise this facility to provide pricing stability during the period of the proposed fundraising.

Accordingly, trading in the Company's Ordinary Shares was temporarily suspended pursuant to a Capital Access Window with effect from 7.30 a.m. on 21 September 2026.

On 30 September 2026, Tertiary announced that it had completed a conditional placing of 1,666,666,667 new Ordinary Shares of 0.01 pence each in the Company (the "**Placing Shares**") at a price of 0.06 pence per share (the "**Issue Price**") which will raise for the Company, in aggregate, £1,000,000 before expenses (the "**Placing**"). The Company also announced that the Capital Access Window had closed and that trading in the Company's Ordinary Shares would resume at 7.30 a.m. on 30 September 2026.

The Company will require further share authorities to issue and allot the Placing Shares, accordingly the issue of the Placing Shares is conditional upon shareholder approval at the General Meeting of the Company.

Today, 7 October 2026, Tertiary announced the publication and posting to Shareholders of this Circular which includes details of the Proposals and a notice of a General Meeting.

The Company's General Meeting will be held at 11.00 a.m. on Wednesday 28 October 2026.

The purpose of this Circular is to explain the background to and reasons for the Proposals and the Resolutions to be proposed at the General Meeting. The Circular will also explain why the Board considers the Proposals and the Resolutions (in particular the Placing Resolutions) to be proposed at the General Meeting to be in the best interests of the Company and the Shareholders as a whole and why the Directors recommend that you vote in favour of the Resolutions, as they intend to do so in respect of their own beneficial holdings.

2. THE PLACING

The Company has announced that it has conditionally raised £1,000,000 before expenses, through a placing of 1,666,666,667 Placing Shares at the Issue Price. The issue of the Placing Shares pursuant to the Placing is conditional upon Shareholder approval at a General Meeting and the shares being admitted to trading on AIM ("**Admission**") which is expected to occur on or around 29 October 2026.

The Placing Shares are expected to be issued and allotted on or around 29 October 2026 and will be credited as fully paid and rank in full for all dividends and other distributions declared, made or paid and rank *pari passu* in all respects with the Ordinary Shares in issue as at the date of this Circular.

3. PROCEEDS OF THE PLACING

The proceeds of the Placing in the sum of £1,000,000 (before expenses) will be primarily applied to the advancement of the company's flagship Mushima North silver-copper Project in Zambia, with work programmes including deeper drilling to test for the continuation of mineralisation beneath the oxide zone, laboratory assaying of critical minerals, expansion of metallurgical testwork and environmental and community baseline surveys to support future work programmes and Environmental Impact Assessment and general working capital.

4. BROKER WARRANTS

The Placing was arranged by SP Angel pursuant to the terms of SP Angel's Letter of Engagement dated 9 September 2026.

Under the terms of SP Angel's Letter of Engagement, SP Angel agreed to use its reasonable endeavours to procure subscribers for the Placing Shares. The Placing has not been underwritten.

Under the terms of its engagement, SP Angel will, on Admission, be granted 83,333,333 warrants (the "**Broker Warrants**") with each Broker Warrant entitling the holder to subscribe for one new Ordinary Share at the Issue Price at any time within the period of 12 months from the Admission Date (the "**Warrant Shares**").

The issue of the Broker Warrants and the issue of the Warrant Shares in the event the Broker Warrants are exercised is conditional upon the approval by Shareholders of the Placing Resolutions which will be proposed at the General Meeting to be held at 11.00 a.m. on Wednesday 28 October 2026.

5. GENERAL MEETING

A notice convening a General Meeting of the Company is set out at the end of this Circular. The General Meeting will be held at 11.00 a.m. on Wednesday 28 October 2026 at The Meeting Room, Silk Point, Queens Avenue, Macclesfield, Cheshire SK10 2BB.

The business of the General Meeting is to approve share allotment authorities in connection with the issue of the Placing Shares and the Warrant Shares to be issued in the event that the Broker Warrants are exercised and additional share allotment authorities to provide the Company with additional headroom for the issue of new equity securities should the issue of such securities be required in the future.

The Directors currently have no intention of issuing any new equity securities, other than any Placing Shares and such number of Warrant Shares as may be issued pursuant to the exercise of any Broker Warrants, any Ordinary Shares issued on the exercise of existing warrants or options and any Ordinary Shares issued on conversion of the convertible loan note held by Sanderson Capital Partners Limited, assuming the passing of the Resolutions at the General Meeting.

Accordingly, the Board is seeking Shareholders' approval of the Resolutions (which are summarised below) to be proposed at the General Meeting.

Resolution 1 is an Ordinary Resolution to authorise the Directors under section 551 of the Companies Act to allot new Ordinary Shares for cash up to an additional aggregate nominal amount of £175,000, being equal to 1,750,000,000 new Ordinary Shares (being the Placing Shares and the Warrant Shares which may be issued pursuant to the exercise of the Broker Warrants).

Resolution 2, which is conditional upon the passing of Resolution 1, is a Special Resolution to authorise the Directors under section 571 of the Companies Act to allot new Ordinary Shares up to an additional aggregate nominal amount of £175,000, being equal to 1,750,000,000 new Ordinary Shares being the Placing Shares and the Warrant Shares which may be issued pursuant to the exercise of the Broker Warrants) on a non pre-emptive basis.

Resolution 3 is an Ordinary Resolution to authorise the Directors under section 551 of the Companies Act to allot new Ordinary Shares for cash up to an additional aggregate nominal amount of £250,000, being equal to 2,500,000,000 new Ordinary Shares.

Resolution 4, which is conditional upon the passing of Resolution 3, is a Special Resolution to authorise the Directors under section 571 of the Companies Act to allot new Ordinary Shares up to an additional aggregate nominal amount of £250,000, being equal to 2,500,000,000 new Ordinary Shares which may be issued on a non pre-emptive basis.

The authorities to be granted pursuant to the Resolutions will expire on 28 October 2027 (unless renewed, varied or revoked by the Company prior to or on that date) and the authorities shall be in addition to the Directors' current authorities to allot relevant securities and dis-apply statutory pre-emption rights granted at the Company's Annual General Meeting held on 19 March 2026.

Resolutions 1 and 3 are to be proposed as ordinary resolutions which to be passed require a simple majority of those voting (in person or by proxy) to vote in favour of them.

Resolutions 2 and 4 are to be proposed as special resolutions which to be passed require 75% of those voting (in person or by proxy) to vote in favour of them.

The Company has set the level of authorities requested in Resolutions 3 and 4 to be at a level consistent with the authorities granted by the Shareholders at the Company's Annual General Meeting held on 19 March 2026.

6. ACTION TO BE TAKEN

Whether or not you intend to be present at the General Meeting, you are invited to appoint a proxy in accordance with the instructions set out in Part IV of this document. The proxy appointment should be submitted to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL as soon as possible and, in any event, so as to arrive not later than 11.00 a.m. on Monday 26 October 2026.

If you require a hard copy Form of Proxy, instruction on how to request one, and when and how it should be returned are set out in Part IV of this document.

7. RECOMMENDATION

The Board considers the Proposals to be in the best interests of Shareholders and the Company as a whole and the Directors therefore recommend that you vote in favour of the Resolutions, as they intend to do in respect of their own directly held shareholdings.

Yours faithfully,

Patrick Cheetham
Non-Executive Chairman

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:

Admission	admission of the Placing Shares to AIM becoming effective in accordance with the AIM Rules;
Admission Date	the date on which Admission will occur, expected to be 29 October 2026;
AIM	the market of that name operated by the London Stock Exchange;
AIM Rules	the AIM Rules for Companies published by the London Stock Exchange from time to time;
Articles of Association	the Articles of Association of the Company as adopted from time to time;
Board	the board of Directors of the Company;
Broker Warrants	the 83,333,333 warrants granted to SP Angel each granting the right to subscribe for one new Ordinary Share at the Issue Price at any time during the 12 months period commencing on the Admission Date;
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;
Circular	this document;
Company or Tertiary	Tertiary Minerals plc, incorporated and registered in England and Wales with registered number 03821411;
Companies Act	the 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 & International 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 Counterpart 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 Board	the directors of the Company whose names are set out on page 4 of this document;

Enlarged Share Capital	the 8,821,022,394 Ordinary Shares expected to be in issue on Admission, including the Placing Shares (and assuming that no new Ordinary Shares are issued prior to Admission);
Existing Ordinary Shares	the 7,154,355,727 Ordinary Shares in issue immediately prior to the close of the Placing;
FCA	the Financial Conduct Authority;
Fully Diluted Share Capital	the 8,904,355,727 Ordinary Shares expected to be in issue on a fully diluted basis, including the Existing Ordinary Shares, the Placing Shares and the Warrant Shares to be issued on the exercise of the Broker Warrants assuming all Broker Warrants are exercised (excluding any other warrants and options in issue) and no other issues of new Ordinary Shares;
General Meeting	the general meeting of the Company convened for 11.00 a.m. on Wednesday 28 October 2026, the notice of which is set out at the end of this Circular, or any adjournment of such meeting;
Issue Price	0.06 pence per new Ordinary Share;
London Stock Exchange	London Stock Exchange plc;
Notice of General Meeting	the notice of General Meeting as set out at the end of this Circular;
Ordinary Shares	the ordinary shares of 0.01 pence nominal value each in the capital of the Company;
Placing	the placing of the Placing Shares at the Issue Price;
Placing Resolutions	Resolutions 1 and 2 as set out in the Notice of General Meeting contained in Part III of this Circular, on which the issue of the Placing Shares and the grant of Broker Warrants are conditional;
Placing Shares	the 1,666,666,667 new Ordinary Shares to be issue pursuant to the Placing;
POATR	the Public Offers and Admission to Trading Regulations;
Proposals	together the Placing, the Admission and the General Meeting at which the Resolutions will be proposed;
Resolutions	the resolutions set out in the Notice of General Meeting contained in Part III of this Circular;
Shareholders	the persons who are registered as holders of the Ordinary Shares from time to time;
Sterling or £ or p	the legal currency of the UK;
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland; and
Warrant Shares	the new Ordinary Shares to be issued on the exercise of the Broker Warrants.

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

NOTICE OF GENERAL MEETING

TERTIARY MINERALS PLC

(the “Company”)

(Incorporated in England and Wales with Registered Number 03821411)

Notice is hereby given that a General Meeting of the Company will be held at The Meeting Room, Silk Point, Queens Avenue, Macclesfield, Cheshire SK10 2BB on Wednesday 28 October 2026 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out below as Ordinary and Special Resolutions of 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”).

Ordinary Resolution

1. That, in accordance with section 551 of the Companies Act 2006 (the “Companies Act”), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (“Rights”) up to an aggregate nominal amount of £175,000 (consisting of 1,750,000,000 new ordinary shares of 0.01 pence each) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 28 October 2027 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in addition to the Company’s previous section 551 authority approved by Shareholders at the Company’s Annual General Meeting held on 19 March 2026.

Special Resolution

2. That subject to the passing of Resolution 1 above, the directors be given the general power to allot equity securities (as defined by section 560 of the Companies Act) for cash, either pursuant to the authority conferred by Resolution 1 above or by way of a sale of treasury shares, as if section 561(1) of the Companies 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 £175,000 (consisting of 1,750,000,000 ordinary shares of 0.01 pence each).

The power granted by this resolution will expire on 28 October 2027 (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.

This authority is in addition to the Company’s previous section 561(1) authority approved by Shareholders at the Company’s Annual General Meeting held on 19 March 2026.

Ordinary Resolution

3. That, in accordance with section 551 of the Companies Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant Rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £250,000 (consisting of 2,500,000,000 new ordinary shares of 0.01 pence each) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 28 October 2027 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in addition to the Company's previous section 551 authority approved by Shareholders at the Company's Annual General Meeting held on 19 March 2026.

Special Resolution

4. That subject to the passing of Resolution 3 Above, the directors be given the general power to allot equity securities (as defined by section 560 of the Companies Act) for cash, either pursuant to the authority conferred by Resolution 3 above or by way of a sale of treasury shares, as if section 561(1) of the Companies 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 £250,000 (consisting of 2,500,000,000 new ordinary shares of 0.01 pence each).

The power granted by this resolution will expire on 28 October 2027 (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.

This authority is in addition to the Company's previous section 561(1) authority approved by Shareholders at the Company's Annual General Meeting held on 19 March 2026.

By order of the Board of Directors

Rod Venables

Company Secretary

Tertiary Minerals plc

7 October 2026

Registered Office:

Sunrise House
Hulley Road
Macclesfield
Cheshire
SK10 2LP
United Kingdom

PART IV

VOTING AT THE GENERAL MEETING, ELECTRONIC VOTING, PROXY NOTES AND INSTRUCTIONS

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

1. 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 **6.00 p.m. on Monday 26 October 2026**. 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.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 15 minutes prior to the commencement of the Meeting at **11.00 a.m. (UK time) on Wednesday 28 October 2026** so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
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.
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. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they see fit or, at their discretion, withhold from voting.
6. Shareholders can vote:
 - by logging on to the Investor Centre app or via the website at <https://uk.investorcentre.mpms.mufig.com/> and following the instructions to appoint one or more proxies and direct their votes (please refer to the notes below).
 - by hard copy Form of Proxy.

If you have not been sent a hard copy Form of Proxy you may request one directly from the Registrars, MUFG Corporate Markets, via email at shareholderenquiries@cm.mpms.mufig.com or by phone 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 9.00 a.m. – 5.30 p.m., 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.
 - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform (please refer to the notes below).
 - by attending the Meeting and voting in person.

If submitting a Form of Proxy, in order for the proxy appointment to be valid, the Form of Proxy must be received by the Registrars, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL by **11.00 a.m. on Monday 26 October 2026**.

7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrars, MUFG Corporate Markets, before the latest time for the receipt of proxies 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. Shareholders can vote electronically via the Investor Centre, a free app for smartphones and tablets provided by MUFG Corporate Markets (the Company's Registrars). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.
9. 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). 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.
10. 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 & International 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 26 October 2026**. 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.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International 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.
12. Proximity Voting – if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrars, MUFG Corporate Markets. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by **11.00 a.m. on Monday 26 October 2026** in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

13. 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.
14. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) 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.