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If you have sold or otherwise transferred all of your shares in Bradda Head Holdings Limited (the “**Company**”), please pass 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 pass these documents to the person who now holds the 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 shares in the Company.

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 Bradda Head Holdings Limited.

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# **BRADDA HEAD HOLDINGS LIMITED**

*(incorporated and registered in the British Virgin Islands with registered number 1553975)*

## **NOTICE OF 2021 ANNUAL GENERAL MEETING**

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Notice of the Annual General Meeting of the Company (the “**AGM**” or “**Annual General Meeting**”) to be held at 3 p.m. on 23 September 2021 via the ‘Investor Meeting Company’ platform as set out at the end of this document.

A form of proxy for use at the Annual General Meeting accompanies this document and, to be valid, must be completed and returned to the Company’s registrar Computershare Investor Services (BVI) Limited at Woodbourne Hall, PO Box 3162, Road Town, Tortola, British Virgin Islands or by email to [#UKCSBRS.ExternalProxyQueries@computershare.co.uk](mailto:#UKCSBRS.ExternalProxyQueries@computershare.co.uk) as soon as possible but in any event to be received not later than 3 p.m. on 21 September 2021 or 48 hours before any adjourned meeting.

A Form of Instruction is enclosed with this document for use in connection with the AGM for Depositary Interest holders to submit their votes via the custodian. To be valid, a Form of Instruction and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or sent by email to [#UKCSBRS.ExternalProxyQueries@computershare.co.uk](mailto:#UKCSBRS.ExternalProxyQueries@computershare.co.uk) by not later than 3.00 p.m. on 20 September 2021, or 72 hours before time and date of any adjourned meeting. The Company is accepting returns by email in relation to the AGM due to current Covid restrictions and potential delays returning the same by post. There is no guarantee that returns by email will be accepted by the Company or the Registrar in future years or for future shareholder meetings.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<b><u>Event</u></b>	<b><u>Expected time / date</u></b>
Publication of this document	31 August 2021
Latest time and date for receipt of Forms of Instruction	3 p.m. on 20 September 2021
Latest time and date for receipt of forms of proxy	3 p.m. on 21 September 2021
Annual General Meeting	3 p.m. on 23 September 2021
Record Date	3.00 p.m. on 21 September 2021

### **Notes:**

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

**LETTER FROM THE CHAIRMAN**  
**BRADDA HEAD HOLDINGS LIMITED**

*(Incorporated and registered in the British Virgin Islands under the BVI Business Companies Act 2004, with registered number 1553975)*

*Directors:*

John (Ian) Stalker (*Non-Executive Chairman*)  
Charles Fitzroy (*Chief Executive Officer*)  
Denham Eke (*Finance Director & Company Secretary*)  
James (Jim) Mellon (*Non-Executive Director*)  
Michael (Alex) Borrelli (*Independent Non-Executive Director*)  
Euan Jenkins (*Independent Non-Executive Director*)

*Registered Office:*

Craigmuir Chambers  
Road Town  
Tortola  
VG1110  
British Virgin Islands

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

31 August 2021

Dear Shareholder

**Notice of Annual General Meeting**

**Introduction**

I am writing to invite you to the Annual General Meeting of the Company to be held at 3 p.m. on 23 September 2021 via the 'Investor Meeting Company' platform. The notice of the Annual General Meeting is set out at the end of this document.

This letter also explains why the Directors recommend that shareholders of the Company (the "**Shareholders**") vote in favour of the resolutions being proposed at the Annual General Meeting (the "**Resolutions**").

**Resolutions at the Annual General Meeting**

*Resolution 1 – To receive and adopt the Company's annual accounts*

This is a resolution to receive and adopt the Company's annual accounts for the financial year ended 28 February 2021 together with the directors' report and auditor's report on those accounts.

*Resolution 2 – Appointment of Auditors*

This Resolution seeks to authorise the appointment of KPMG Audit LLC as auditors of the Company and to authorise the Directors to determine their remuneration.

*Resolution 3 – Re-appointment of Director*

The Board recommends the re-appointment of Charles Fitzroy who, being eligible, offers himself for re-appointment and brief background particulars of Mr. Fitzroy are set out below:

## **Charles Fitzroy**

Charlie joined Bradda in May 2021 from CMOCs Corporate Development & Strategy team where he was recently part of two \$550m deals. Charlie has a wide range of experience across the Metals & Mining sector with most of his focus from M&A, Equity Research, and Strategy. A former analyst at Citigroup, Blackrock and Arden Partners, he holds degrees in Geology and Metals & Energy Finance and is a fellow of the Geological Society and a professional member of the MIMMM. Charlie also brings with him considerable management experience from his five years in the British Army.

### Resolution 4 – Re-appointment of Director

The Board recommends the re-appointment of Michael Borrelli who, being eligible, offers himself for re-appointment and brief background particulars of Mr. Borrelli are set out below:

### **Michael (Alex) Borrelli**

Alex Borrelli, FCA, initially studied medicine and then qualified as a chartered accountant with Deloitte, Haskins & Sells, London in 1982. He was subsequently active within the investment banking sector and has acted on a wide variety of corporate transactions in a senior role for over 20 years, including flotations, takeovers, mergers and acquisitions for private and quoted companies. He was formerly Head of Corporate Finance at Shore Capital until 2008. For the last 15 years, he has been acting as chairman and director of various listed companies and is currently Chairman of AIM traded Greatland Gold Plc and Xpediator Plc, and Independent Non-Executive Director of Tiger Royalties and Investments PLC.

### Resolution 5 – Directors' Authority to Allot Shares

This is a resolution to grant the Directors with authority to allot and issue shares and grant rights to subscribe for up to 293,062,035 new shares in the Company, being 100% of the entire issued share capital of the Company as at the date of this document (excluding shares issued by the Company pursuant to exercise of options and/or warrants held by employees, management or other advisers as at the date of the resolution ("**Excluded Securities**")). This resolution replaces any existing authorities to issue shares in the Company and the authority under this resolution will expire at the conclusion of the next annual general meeting of the Company.

### Resolution 6 – Disapplication of Pre-emption Rights

Resolution 6 proposes to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash. This is a resolution authorising the Directors to issue equity securities as continuing authority up to 293,062,035 new shares, being 100% of the entire issued share capital of the Company as at the date of this document (excluding Excluded Securities) for cash on a non-pre-emptive basis pursuant to the authority conferred by Resolution 5 above. The authority granted by this Resolution will expire at the conclusion of next annual general meeting of the Company. Resolution 6 requires the support of 75% of Shareholders voting at the Annual General Meeting in accordance with the Company's memorandum and articles of association.

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

Voting on the Resolutions set out in the Notice of Annual General Meeting will be conducted on a poll which reflects Shareholders' voting intentions in respect of shares held and votes tendered.

A Form of Proxy for use at the General Meeting is enclosed with this Document. Shareholders holding Ordinary Shares in certificated form should complete and sign the Form of Proxy and return it to Computershare Investor Services (BVI) Limited at Woodbourne Hall, PO Box 3162, Road Town, Tortola, British Virgin Islands or by email to [#UKCSBRS.ExternalProxyQueries@computershare.co.uk](mailto:#UKCSBRS.ExternalProxyQueries@computershare.co.uk) as soon as possible but in any event to be received not later than 3 p.m. on 21 September 2021 or 48 hours before any adjourned meeting. We encourage Shareholders to appoint the Chair of the Meeting as their proxy with their voting instructions. In light of the COVID-19 measures being taken at the General Meeting, no Shareholder will be allowed entry into the physical meeting, but Shareholders may access the General Meeting virtually by using the following link: <https://www.investormeetcompany.com/bradda-head-ltd/register-investor>

Shareholders holding Ordinary Shares in uncertificated form should complete and sign the Form of Instruction and return it to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or by email to [#UKCSBRS.ExternalProxyQueries@computershare.co.uk](mailto:#UKCSBRS.ExternalProxyQueries@computershare.co.uk) as soon as possible but in any event to be received not later than 3.00 p.m. on 20 September 2021, or 72 hours before any adjourned meeting. The Company is accepting returns by email in relation to the Annual General Meeting due to current Covid restrictions and potential delays returning the same by post. There is no guarantee that returns by email will be accepted by the Company or the Registrar in future years or for future shareholder meetings.

Questions can be submitted prior to the AGM via your Investor Meet Company dashboard or any time during the live presentation via the "Ask a Question" function. Although the Company may not be in a position to answer every question it receives, it will address the most prominent within the confines of information already disclosed to the market. Responses to the Q&A from the live presentation will be published at the earliest opportunity on the Investor Meet Company platform.

Investor feedback can also be submitted directly to management after the AGM to ensure the Company can understand the views of all elements of its shareholder base.

Investors can sign up to Investor Meet Company for free and add the Company via the following weblink: <https://www.investormeetcompany.com/bradda-head-ltd/register-investor>

Investors who have already registered with Investor Meet Company and added to meet the Company will be automatically invited to the meeting.

**Shareholders should note that if they attend the AGM virtually in this manner, they will NOT be permitted to vote at the AGM.**

### **Recommendation**

The Directors unanimously believe that the Resolutions are in the best interests of the Company and its Shareholders and unanimously recommend you to vote in favour of the Resolutions as they intend to do, with each director abstaining in respect of his re-appointment, in respect of their own beneficial holdings.

Yours faithfully

**Ian Stalker**  
Non-Executive Chairman

## BRADDA HEAD HOLDINGS LIMITED

(Incorporated and registered in the British Virgin Islands under the BVI Business Companies Act 2004, with registered number 1553975)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Annual General Meeting of Bradda Head Holdings Limited (the "**Company**") will be held via the 'Investor Meeting Company' at 3 p.m. on 23 September 2021 for the purpose of considering and if thought fit passing the following Resolutions, of which Resolutions 1 to 5 (inclusive) will be proposed as Ordinary Resolutions and Resolution 6 as a Resolution requiring support of 75% of Shareholders voting at the Annual General Meeting in accordance with the Company's memorandum and articles of association:

#### ORDINARY BUSINESS

- Resolution 1 -* To receive and adopt the Company's annual accounts for the financial year ended 28 February 2021 together with the directors' report and auditor's report on those accounts.
- Resolution 2 -* To reappoint KPMG Audit LLC as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company, remuneration to be determined by the directors.
- Resolution 3 -* To re-appoint Charles Fitzroy as a Director of the Company.
- Resolution 4 -* To re-appoint Michael Borrelli as a Director of the Company.
- Resolution 5 -* That, the Directors be and are hereby generally and unconditionally authorised (in substitution for all previous authorities conferred upon the Directors) to exercise all or any of the powers of the Company to allot and issue or grant rights to subscribe for up to 293,062,035 ordinary shares of no par value in the Company ("**Shares**") plus any shares issued by the Company pursuant to exercise of options and/or warrants held by employees, management or other advisers as at the date of the resolution ("**Excluded Securities**") to such persons at such times and generally on such terms and conditions as the Directors may determine (the "**Allotment Shares**") PROVIDED THAT the authority and power granted by this Resolution shall expire at the conclusion of the next annual general meeting.

#### BUSINESS REQUIRING SUPPORT OF 75% OF SHAREHOLDERS VOTING

- Resolution 6 -* That, subject to and conditional upon the passage of Resolution 5 above, and in substitution for all existing and unexercised authorities and powers, the Directors be and are hereby generally and unconditionally authorised to allot and issue Allotment Shares and any Excluded Securities without first offering them to existing shareholders in proportion to their respective holdings of Shares PROVIDED THAT this authority and power shall be limited to the allotment and issue of up to an aggregate amount of 293,062,035 Allotment Shares plus Excluded Securities, the authority and power granted by this Resolution shall expire at the conclusion of the next annual general meeting.

#### BY ORDER OF THE BOARD

Ian Stalker

*Non-Executive Chairman*

31 August 2021

## NOTES

1. Due to the COVID-19 restrictions currently in place, the meeting will be a closed meeting, at which Shareholders shall not be permitted to attend in person. The Annual General Meeting will be broadcast via videoconference with a questions and answers facility. Shareholders are encouraged to register for the videoconference using the URL: <https://www.investormeetcompany.com/bradda-head-ltd/register-investor>
2. A member who is entitled to attend, speak and vote at the meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting. In light of the COVID-19 restrictions, all shareholders are strongly encouraged and requested to only appoint the Chair of the Meeting as their proxy or representative as any other person so appointed will not be permitted to attend the meeting.
3. Forms for the appointment of a proxy in respect of the meeting have been provided to members with this Notice of AGM (the "**Form of Proxy**"). To be valid, the Form of Proxy must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to the Company's share registrars, Computershare Investor Services (BVI) Limited at Woodbourne Hall, PO Box 3162, Road Town, Tortola, British Virgin Islands, or by email to [#UKCSBRS.ExternalProxyQueries@computershare.co.uk](mailto:#UKCSBRS.ExternalProxyQueries@computershare.co.uk) by 3.00 p.m. BST on 21 September 2021.
4. A form of instruction is enclosed with this Document for use in connection with the Annual General Meeting for Depositary Interest holders to submit their votes via the custodian. To be valid, the Form of Instruction must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to the Depositary, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, or by email to [#UKCSBRS.ExternalProxyQueries@computershare.co.uk](mailto:#UKCSBRS.ExternalProxyQueries@computershare.co.uk) by 3.00 p.m. BST on 20 September 2021.
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. 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 (in the case of a member which is a company, the revocation notice must be executed in accordance with note 9 below). 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. The revocation notice must be received by the Company no later than 48 hours before the time fixed for the holding of the Meeting or any adjourned meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and vote. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then your proxy appointment will remain valid.
7. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt will take precedence.
8. 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).
9. In the case of a member which is a company, the Form of Proxy must be executed pursuant to the terms of the BVI Business Companies Act 2004 or under the hand of a duly authorised officer or attorney.
10. A 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 no more than one corporate representative exercises power over the same share.
11. You may not use any electronic address provided either in this notice of general meeting or any related documents (including the Non-Executive Chairman's letter and Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.