THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the contents of this document and/or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) who specialises in advising in connection with shares and other securities if you are in the United Kingdom or, if you are resident outside the United Kingdom, from another appropriately qualified independent financial adviser.

If you have sold or otherwise transferred all of your ordinary shares of 1p each ("**Ordinary Shares**") in the capital of Panthera Resources PLC (the "**Company**"), please forward this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can forward these documents to the person who now owns the Ordinary Shares.

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

This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy Ordinary Shares.

PANTHERA RESOURCES PLC

(Incorporated and registered in England and Wales with registered number 10953697)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting ("**AGM**"), to be held at 11:00 a.m. on Tuesday, 29 September 2026, at the offices of Druces LLP, 6th Floor, 99 Gresham Street, London, EC2V 7NG, is set out at the end of this document.

A copy of this document will be available free of charge on the website of the Company at www.pantheraresources.com

Shareholders are encouraged to submit a proxy vote in advance of the AGM. A Form of Proxy for use at the AGM accompanies this document and, to be valid, must be completed and returned to Computershare Investor Services plc at The Pavilions, Bridgwater Road, Bristol BS99 6ZY. As an alternative to completing and returning the printed Form of Proxy, you may submit your proxy electronically by accessing www.investorcentre.co.uk/eproxy, but in any event a proxy is to be received not later than at 11.00 a.m. on 25 September 2026 or 48 hours (excluding non-business days) before any adjourned meeting. For further instructions on proxy voting, please refer to the notes on the later pages of this document.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	Expected time / date
Publication of this document	**7 September 2026**
Latest time and date for receipt of Form of Proxy	**11.00 a.m. on 25 September 2026**
Annual General Meeting	11:00 a.m. on Tuesday, 29 September 2026

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 plc.

LETTER FROM THE CHAIRMAN

PANTHERA RESOURCES PLC

(Incorporated and registered in England and Wales with registered number 10953697)

Directors:		*Registered Office:*
Michael Higgins	(*Non-Executive Chairman*)	6th Floor
Mark Bolton	(*Managing Director and CEO*)	99 Gresham Street
Timothy Hargreaves	(*Non-Executive Director*)	London
Catherine Apthorpe	(*Non-Executive Director*)	EC2V 7NG
David Stein	(*Non-Executive Director*)	United Kingdom

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

7 September 2026

Dear Shareholder

Notice of Annual General Meeting

Introduction

I am writing to you with details of this year's Annual General Meeting ("**AGM**") of the Company to be held at 11:00 a.m. on Tuesday, 29 September 2026, at the offices of Druces LLP, 6th Floor, 99 Gresham Street, London, EC2V 7NG. The Notice of this Annual General Meeting is set out on the following pages 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 AGM (the "Resolutions").

Explanatory notes to the Notice of AGM

The following notes give an explanation of the proposed Resolutions. Resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions. This means for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolution 7 will be proposed as a special resolution. This means that for Resolution 7 to be passed, at least three quarters of the votes cast must be in favour of the Resolution.

Resolution 1 – Receiving and Adopting the Accounts

This is an ordinary resolution to receive and adopt the annual accounts of the Company for the financial year ended 31 March 2026 together with Directors' reports and auditors' report on those accounts.

Resolution 2 – Approval of the Directors' Remuneration Report

This is an ordinary resolution to approve the Directors' Remuneration Report, excluding the Directors' Remuneration Policy, contained within the Annual Report for the financial year ended

31 March 2026. The vote on this Resolution is advisory only and provides shareholders with a means of giving feedback to the Board on the Directors' Remuneration Report.

Resolution 3 – Re-election of Director

The Board recommends the re-election of Catherine Apthorpe as a Director of the Company who is retiring by rotation pursuant to article 83 of the Articles of Association of the Company (the "Articles"). Ms Apthorpe, being eligible, offers herself for re-appointment.

Resolution 4 – Re-election of Director

The Board recommends the re-election of David Stein as a Director of the Company who is retiring by rotation pursuant to article 83 of the Articles of Association of the Company (the "Articles"). Mr Stein, being eligible, offers himself for re-appointment.

Resolution 5 – Appointment of Auditors

This is an ordinary resolution to grant the Directors the authority to re-appoint Gerald Edelman LLP as the Company's Statutory Auditor, to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting at which the accounts are laid before members and to authorise the Directors to determine the auditors' remuneration.

Resolution 6 – Directors' Authority to Allot Shares

This is an ordinary resolution to grant the Directors the authority to allot and issue shares and grant rights to subscribe for shares in the Company for the purposes of Section 551 of the Companies Act 2006 (the "Act") up to the maximum aggregate nominal amount of £870,000, representing approximately one third of the Company's current issued share capital. 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 7 – Disapplication of Pre-emption Rights

Resolution 7 proposes to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act. This is a special resolution authorising the Directors to issue equity securities as continuing authority up to an aggregate nominal amount of £870,000, representing approximately one third of the Company's current issued share capital, for cash on a non-pre-emptive basis pursuant to the authority conferred by Resolution 6 above. The authority granted by this Resolution will expire at the conclusion of the next annual general meeting of the Company.

Form of Proxy

Shareholders will find enclosed with this letter a Form of Proxy for use at the AGM. The Form of Proxy should be completed and returned in accordance with the instructions printed on it so as to arrive at Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. As an alternative to completing and returning the printed Form of Proxy, you may submit your proxy electronically by accessing www.investorcentre.co.uk/eproxy, but in any event a proxy of any kind is to be received not later than at **11.00 a.m. on 25 September 2026** or 48 hours (excluding non-business days) before any adjourned meeting.

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 in respect of their own holdings of Ordinary Shares which amount, in aggregate, to 16,337,681Ordinary Shares, representing approximately 6.28 per cent of the Company's issued share capital.

Yours faithfully

Michael Higgins
Non-Executive Chairman

PANTHERA RESOURCES PLC
(Incorporated and registered in England and Wales with registered number 10953697)

PANTHERA RESOURCES PLC

(Incorporated and registered in England and Wales with registered number 10953697)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Company will be held at 11:00 a.m. on Tuesday, 29 September 2026, at the offices of Druces LLP, 6th Floor, 99 Gresham Street, London, EC2V 7NG, for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions, and resolution 7 will be proposed as a special resolution.

ORDINARY RESOLUTIONS

1. THAT the annual accounts of the Company for the financial year ended 31 March 2026 together with the reports of the Directors and the reports of the auditors thereon, be received and adopted.

2. THAT the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) contained within the Annual Report of the Company for the financial year ended 31 March 2026 be approved. This resolution is advisory only.

3. TO re-elect Catherine Apthorpe (who is retiring by rotation pursuant to article 83 of the Articles of Association of the Company ("the Articles")) as a Director of the Company.

4. TO re-elect David Stein (who is retiring by rotation pursuant to article 83 of the Articles) as a Director of the Company.

5. THAT Gerald Edelman LLP Statutory Auditor is re-appointed as auditor of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next general meeting of the Company at which the accounts are laid before members and to authorise the Directors to determine the auditors' remuneration.

6. THAT in substitution for all existing authorities for the allotment of shares by the Directors, which are hereby revoked, but without prejudice to any allotment, offer or agreement already made pursuant thereto, the Directors be and they are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of "relevant securities") up to an aggregate nominal amount of £870,000 provided such authority expires (unless previously renewed, varied or revoked by the Company in annual general meeting) at the conclusion of the next annual general meeting of the Company following the passing of this resolution save that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

SPECIAL RESOLUTION

7. THAT the Directors are hereby empowered pursuant to section 570 of the Act to, subject to resolution 6 above, allot equity securities for cash pursuant to the authority conferred by resolution 6 as if section 561(1) of the Act did not apply to any such allotment provided that such power shall be limited to: (a) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be

practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and (b) the allotment of equity securities (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £870,000; and provided that this power shall expire on the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) following the passing of this resolution save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

Directors:		**Registered Office:**
Michael Higgins	(Non-Executive Chairman)	6th Floor 99 Gresham Street
Mark Bolton	(Managing Director and CEO)	London EC2V 7NG
Timothy Hargreaves	(Non-Executive Director)	United Kingdom
Catherine Apthorpe	(Non-Executive Director)	
David Stein	(Non-Executive Director)	

BY ORDER OF THE BOARD

Mark Bolton

Company Secretary
7 September 2026

NOTES

Entitlement to Vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), a member of the Company must be entered in the register of members of the Company at **close of business on 25 September 2026**. Changes to the register of members after this deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.

Website giving information regarding the meeting

2. Information regarding the AGM, including the information required by section 311A of the Companies Act 2006, can be found at www.pantheraresources.com

Appointment of proxy

3. If you are a shareholder who is entitled to vote at the AGM, you are entitled to appoint a proxy to exercise all or any of your rights to vote at the AGM and a proxy form is enclosed with this notice of 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. Shareholders can appoint a proxy and give proxy instructions by returning the proxy form by post or electronically (see note 7).

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. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the Company's agent (ID number 3RA50) no later than **11.00 a.m. on 25 September 2026**. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Instructions on how to vote through CREST can be found on the website www.pantheraresources.com.

7. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by [time] on [date] in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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.

Appointment of proxy by post or electronically

8. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY and received by Computershare Investor Services plc no later than **11.00 a.m. on 25 September 2026**.

In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

As an alternative to completing and returning the printed Form of Proxy, you may submit your proxy electronically by accessing www.investorcentre.co.uk/eproxy. For security purposes, you will be asked to enter the control number, your shareholder reference number ("SRN") and personal identification number ("PIN") to validate the submission of your proxy online. The control number and members' individual SRN and PIN numbers are shown on the Form of Proxy. To be valid, proxies must be received no later than **11.00 a.m. on 25 September 2026** (or, in the case of an adjournment, no later than 48 hours before the time fixed for the holding of the adjourned meeting).

Appointment of proxy by joint members

9. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

Changing proxy instructions

10. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Registrar's helpline (see the Form of Proxy for contact details).

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointment

11. A shareholder may terminate a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or a scanned copy to the Company by email to

cosec@pantheraresources.com. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Computershare Investor Services plc or the Company, no later than **11.00 a.m. on 25 September 2026**.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Issued shares and total voting rights

12. As at 6:00 p.m. on 2 September 2026, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 260,099,816 ordinary shares of 1p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at that date is 260,099,816 .

The Company's website will include information on the number of shares and voting rights.

Communication

13. Except as provided above, shareholders who have general queries about the meeting should contact the Company Secretary at cosec@pantheraresources.com.