



UNICORN MINERAL RESOURCES PLC



39 Castleyard, 20/21 St Patrick's Road, Dalkey, Co Dublin, Ireland.

Dear Shareholder,

An Annual General Meeting ("AGM") of Unicorn Mineral Resources plc will be held at The Stephens Green Club, St Stephens Green, Dublin 2 on Tuesday, 19 September 2023, commencing 12:00 p.m..

The formal Notice of the AGM is attached, and a copy will also be available on the company website, www.UnicornMineralResources.com.

Shareholders will be able to submit questions in advance of the AGM by sending an email to the Company Secretary at John.OConnor@UnicornMineralResources.com with "AGM Question" in the Subject line. All questions should include sufficient information to identify the shareholder on the Register of Members so that the questions may be addressed by the Chairman at the AGM, where possible and appropriate.

A Form of Proxy for use at the AGM is attached. The Proxy should be returned by post to the Company Registrar's office or by email to John.OConnor@UnicornMineralResources.com, to be received no later than 12:00 p.m. on 17 September, 2023. Instructions on completion of the Proxy are included in the notes to the Proxy.

Please note the dress code in The Stephens Green Club is to be smartly dressed, and can be found at www.stephensgreenclub.ie/faqs/

Yours sincerely,

Paddy Doherty
Chairman

NOTICE OF ANNUAL GENERAL MEETING
UNICORN MINERAL RESOURCES
PUBLIC LIMITED COMPANY
(the “Company”)

NOTICE is hereby given that an Annual General Meeting (“AGM”) of the Company will be held at The Stephens Green Club, St Stephens Green, Dublin 2 on Tuesday, 19 September 2023 at 12:00 p.m., for the purpose of considering and, if thought fit, passing the following resolutions:-

Ordinary Business:

- (1) To re-elect Mr. Patrick Doherty as a Director of the Company who retires by rotation in accordance with Regulation 95 of the Articles of Association of the Company and being eligible offers himself for re-election as director with immediate effect.
- (2) To re-elect Mr. David Blaney as a Director of the Company who retires by rotation in accordance with Regulation 95 of the Articles of Association of the Company and being eligible offers himself for re-election as director with immediate effect.
- (3) To receive, and consider and adopt the financial statements for the year ended 31 March 2023 and the reports of the Directors and Auditors thereon.
- (4) To authorise the Directors to fix the remuneration of the Auditors.

With effect from the date of this Meeting:

- (5) That the Directors be generally and unconditionally authorised pursuant to Section 1021(1) of the Companies Act, 2014, in substitution for all existing such authorities, to exercise all the powers of the Company to allot and issue equity shares (within the meaning of Section 1021 of the Companies Act 2014) up to an amount equal to the authorised but unissued share capital of the Company. The authority hereby conferred shall expire at the conclusion of the next AGM unless previously renewed, varied or revoked by the Company in general meeting save that the Company may make an offer or agreement before the expiry of this authority which would or might require equity shares to be allotted or issued after this authority has expired and the Directors may allot and issue equity shares in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

Special Business:

To consider and, if thought fit, pass the following special resolutions:

With effect from the date of this Meeting:

- (6) Subject to the passing of Resolution 5 above, that the Directors be empowered pursuant to Section 1021(1) of the Companies Act 2014, in substitution for all existing such authorities, to allot equity securities (within the meaning of Section 1023 of the 2014 Act) pursuant to the authority conferred by Resolution 5 above as if Section 1022(1) of the Companies Act 2014 of the said Act did not apply to any such allotment, provided that the allotment of equity securities does not exceed an amount equal to the authorised but unissued share capital of the Company. The powers hereby conferred shall expire on the next AGM unless previously renewed, varied or revoked by the Company in general meeting, save that the Company may make an offer or agreement before the expiry of this power which would or might require equity shares to be allotted or issued after this authority has expired and the Directors may allot and issue equity shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired. The authority hereby conferred may be renewed, revoked or varied by special resolution of the Company.

By Order of the Board
John O’Connor
Company Secretary
14 August, 2023
John.OConnor@UnicornMineralResources.com

39 Castleyard,
20/21 St Patrick’s Road,
Dalkey, Co. Dublin,
Ireland
www.UnicornMineralResources.com

Notes

A member entitled to attend and vote at the above meeting may appoint a proxy to attend, speak and, on a poll, vote instead of him/her. A form of proxy accompanies this notice.

To be valid, a Form of Proxy and any power or other authority under which it is executed (or a duly certified copy of any such power or authority) must be returned by post to Computershare Investor Services (Ireland) Limited, PO Box 13030, Dublin 24, Ireland or (during normal business hours) by hand to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, not later than 48 hours before the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) at least 48 hours before the taking of the poll at which it is to be used.

A proxy need not be a member of the Company. Completing and returning a form of proxy will not preclude a member from attending and voting at the Meeting should he/she so wish.

Persons who hold their interests in ordinary shares as Belgian law rights through the securities settlement system operated by Euroclear Bank (the “**EB System**”) or as CDIs through the CREST System should consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM through the respective systems.

Holders of CDIs

1. Holders of CDIs representing ordinary shares in the Company (“**CDI Holders**”) should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM through the CREST system.
2. Euroclear UK & Ireland Limited (“**EUI**”), the operator of CREST, has arranged for voting instructions relating to the CDIs held in CREST to be received via a third party service provider, Broadridge Financial Solutions Limited (“**Broadridge**”). Further details on this service are set out on the “All you need to know about SRD II” on the EUI webpage (see section CREST International Service – Proxy voting).
3. If you are a CDI Holder, you will be required to make use of the EUI proxy voting service facilitated by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions, as required. To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete a Meetings and Voting Client Set- up Form (CRT408). Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: eui.srd2@euroclear.com.
4. Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.
5. Once CDI Holders have access to the Broadridge platform, they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver proxy voting instructions received from CDI Holders by the Broadridge voting deadline date to Euroclear Bank, by their cut-off and to agreed market requirements. Alternatively, a CDI Holder can send a third party proxy voting instruction through the Broadridge platform in order to appoint a third party (who may be a corporate representative or the CDI Holder themselves) to attend and vote at the meeting for the number of shares specified in the proxy instruction (subject to the Broadridge voting deadline). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions through Broadridge.
6. Broadridge’s voting deadline will be earlier than Euroclear Bank’s voting instruction deadline, so CDI Holders or those acting on their behalf are advised to contact Broadridge to confirm the precise voting deadline, and to take action early to ensure that this deadline is achieved. Voting instructions cannot be changed or cancelled after Broadridge’s voting deadline.

Further Information for Euroclear Bank Participants

1. Shareholders who hold their interests in the Company's ordinary shares through a participant account in the EB System ("**EB Participants**") can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" (the "**Euroclear Bank Service Description**"). EB Participants can either send:
 - electronic voting instructions to instruct Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) ("**Euroclear Nominees**") to either itself or by appointing the chairperson of the meeting as proxy to:
 - (a) vote in favour of all or a specific resolution(s);
 - (b) vote against all or a specific resolution(s);
 - (c) abstain for all or a specific resolution(s); or
 - (d) give discretionary vote to the chairperson of the meeting for all or a specific resolution(s);
or
 - a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the chairperson of the meeting, and who may be a corporate representative or the EB Participant itself) to attend the meeting and vote for the number of ordinary shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address, nationality code). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions.
2. EB Participants may cast a split vote for the same resolution. To do so, the EB Participant will need to send a separate instruction for each chosen vote direction (in favour, against or abstain) for the given resolution. EB Participants will also be able to cast split votes across the different resolutions (i.e. vote in favour of some resolutions or against other resolutions).
3. EB Participants must submit any electronic voting instruction to Euroclear Nominees or proxy appointment to the Company by 2 p.m. on 15 September 2023.

**UNICORN MINERAL RESOURCES
PUBLIC LIMITED COMPANY
FORM OF PROXY**

**For use at the Annual General Meeting (“AGM”) to be held at
The Stephens Green Club, St Stephens Green, Dublin 2,
at 12.00 p.m. on 19 September, 2023 and at any adjournment thereof**

I/We, the undersigned, being a member/members of the above named company for the time being entitled to attend and vote at general meetings hereby appoint the Chairman of the Meeting oras my/our proxy to vote for me/us on my/our behalf at the AGM of the Company to be held on 19 September, 2023 at 12:00 p.m. and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the Resolutions as indicated by an “X” in the appropriate box. Unless otherwise directed the proxy may vote as he/she thinks fit.

<i>Resolutions</i>	<i>For</i>	<i>Abstain</i>	<i>Against</i>
1. To re-elect Mr. Patrick Doherty as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Mr. David Blaney as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To receive and consider the financial statements for the year ended 31 March 2023 and the reports of the Directors and Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorise the Directors to fix the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the Directors to allot and issue relevant securities pursuant to Section 1021(1) of the Companies Act, 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Directors to allot and issue equity securities as if Section 1023(4) of the Companies Act, 2014 did not apply.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature.....

Dated this.....day/of.....2023

Name in full (BLOCK CAPITALS)

Address.....

Notes

- (1) A member entitled to attend and vote should appoint the Chairman as proxy to attend, speak and vote instead of him/her.
- (2) The form of proxy must be executed under the hand of the shareholder or his/her attorney duly authorised in writing, or if the shareholder is a body corporate, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing. A proxy need not be a member of the Company.
- (3) To be valid, a Form of Proxy and any power or other authority under which it is executed (or a duly certified copy of any such power or authority) must be returned by post to Computershare Investor Services (Ireland) Limited, PO Box 13030, Dublin 24, Ireland or (during normal business hours) by hand to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, not later than 48 hours before the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) at least 48 hours before the taking of the poll at which it is to be used.
- (4) In the case of joint holders, the vote of the senior of them who tenders a vote, whether in person or proxy, shall be accepted to the exclusion of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register.
- (5) Completion and return of a proxy form will not preclude a member from attending at the Meeting should he/she so wish.
- (6) Only those shareholders registered in the register of members of the Company as at close of business on 15 September 2023, the day before the day which is 72 hours before the scheduled time of the AGM shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.

- (7) Persons who hold their interests in ordinary shares as Belgian law rights through the securities settlement system operated by Euroclear Bank (the "**EB System**") or as CDIs through the CREST System should consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM through the respective systems.