

# This document is important and requires your immediate attention

For the year ended 31 December 2020

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser.

If you have sold or transferred or otherwise intend to sell or transfer all of your holding of ordinary shares in the Company prior to the record date (as described in Note 13) for the Annual General Meeting of the Company on 21 June 2021 at 10:00 a.m., you should send this document to the (intended) purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was or is to be effected for transmission to the (intended) purchaser or transferee.

Notice of the Annual General Meeting ("AGM") of Hummingbird Resources plc (the "Company"), to be held at the offices of Hummingbird Resources Plc, 26 Mount Row, London W1K 3SQ on 21 June 2021 at 10:00 a.m., is set out on pages 3 to 9 of this document.

You will not receive a hard copy form of proxy for the 2021 AGM in the post. Instead, please register your proxy appointment and vote by proxy electronically using the link [www.signalshares.com](http://www.signalshares.com). You will need to log into your Signal Shares account, or register if you have not previously done so, to register you will need your Investor Code, this is detailed on your share certificate or available from our Registrar, Link Group.

If you need help with registering your proxy appointment and voting by proxy online, or wish to receive a hard copy form of proxy directly from the registrar, please contact our registrar, Link Group, on Tel: 0371 664 0391 or by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday (excluding public holidays in England and Wales).

## AGM ATTENDANCE

The Board takes its responsibility to safeguard the health of its shareholders, stakeholders and employees very seriously and so the following measures will be put in place for the AGM in response to the COVID-19 pandemic and the UK Government's current restriction on indoor gatherings.

The formal business of the AGM will only be to consider and vote upon the resolutions set out in the notice of meeting. The holding of the meeting will be kept under review in line with the UK Government's Roadmap out of Lockdown. However, as there is no certainty yet as to when current legal restrictions on indoor gatherings will be lifted, and the earliest time at which this may occur would not allow the Company to provide sufficient notice to shareholders to attend in person or to allow the Company to prepare for the meeting, **ATTENDANCE AT THE MEETING WILL BE LIMITED TO TWO PERSONS** (one being the Chairman of the meeting and one of them being the Company Secretary), which will be sufficient to make it a quorate meeting. The meeting will not be attended by other directors of the Company and other officers and professional advisers will not be in attendance. **SHAREHOLDERS ARE STRONGLY ADVISED NOT TO ATTEND IN PERSON AND WILL BE REFUSED ENTRY TO THE AGM** given the current legal restrictions on indoor gatherings. The Company is taking these precautionary measures to safeguard its shareholders', stakeholders' and employees' health and make the AGM as safe and efficient as possible.

**SHAREHOLDERS WISHING TO VOTE ON ANY OF THE MATTERS OF BUSINESS ARE STRONGLY ENCOURAGED TO DO SO BY PROXY THROUGH REGISTERING THEIR PROXY APPOINTMENT ELECTRONICALLY** in accordance with the instructions thereon. It is strongly recommended that the Chairman of the meeting is appointed as proxy as, apart from the Company Secretary, no other persons will be admitted to the meeting.

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

Please note that as shareholders will not be able to attend this year's AGM the Company is proposing to allow shareholders the opportunity to raise any questions or concerns arising from the business proposed to be conducted at the meeting. Please submit your questions to the Company in advance, and by 2:00pm BST on 18 June 2021, by emailing Kat Perez at [kperez@voxmarkets.co.uk](mailto:kperez@voxmarkets.co.uk). Questions received by verified shareholders within the time prescribed will be addressed in a Vox Markets Q&A podcast, which will be made available on the Company's website following the AGM.

# Part I

## Hummingbird Resources plc

(Incorporated and registered in England and Wales  
with registered number 05467327)

### Directors:

Russell King (Non-Executive Chairman)  
Daniel Betts (Managing Director)  
Thomas Hill (Finance Director and Company Secretary)  
Stephen Betts (Non-Executive Director)  
David Straker-Smith (Non-Executive Director)  
Adriaan Roux (Non-Executive Director)  
Ernest Nutter (Non-Executive Director)

**To holders of Ordinary Shares of 1p each in the capital of the Company ("Ordinary Shares") and, for information purposes only, to the holders of options and warrants to subscribe for Ordinary Shares.**

### Dear Shareholder

Annual General Meeting of Hummingbird Resources plc (the "Company" or "Hummingbird")

I am pleased to be writing to you with details of our Annual General Meeting ("AGM") which we are holding at the offices of Hummingbird Resources Plc, 26 Mount Row, London W1K 3SQ on 21 June 2021 at 10:00 a.m. The formal notice of Annual General Meeting is set out on pages 3 to 9 of this document.

### 1. AGM Attendance

Although the holding of the meeting will be kept under review in line with the UK Government's Roadmap out of Lockdown, as there is no certainty yet as to when current legal restrictions on indoor gatherings will be lifted, and the earliest time at which this may occur would not allow the Company to provide sufficient notice to shareholders to attend in person or to allow the Company to prepare for the meeting, attendance at the meeting will be limited to two persons (one being the Chairman of the meeting and one of them being the Company Secretary), which will be sufficient to make it a quorate meeting. The health and safety of our shareholders and colleagues is our priority.

**Shareholders wishing to vote on any matters of business are strongly encouraged to do so through registering their proxy appointment and voting by proxy online. Please see below for further information.**

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

### 2. Voting at the AGM

Your vote is very important to us. Shareholders are strongly encouraged to vote by proxy on the resolutions contained in the Notice. Please appoint your proxy electronically as detailed in Note 3. If you are a CREST member, the CREST electronic proxy appointment service is detailed in Note 5.

We would also strongly encourage you to appoint the Chairman of the Meeting as your proxy, rather than another person who will not be permitted to attend the meeting, as this will enable the Chairman of the Meeting to vote on your behalf, and in accordance with your instructions, at the AGM.

Proxy votes must be received **no later than 10:00am on Thursday, 17 June 2021.**

If you need help with voting, please contact our Registrar, Link Group, on Tel: 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Or email Link at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk)

### 3. Shareholder Questions

We value the opportunity to engage with our shareholders, and if you have any questions, please submit your questions to the Company in advance, and by 2:00pm BST on 18 June 2021, by emailing Kat Perez at [kperez@voxxmarkets.co.uk](mailto:kperez@voxxmarkets.co.uk). Questions received by verified shareholders within the time prescribed will be addressed in a Vox Market Q&A podcast, which will be made available on the Company's website following the AGM.

### 4. Business to be transacted at the AGM

Details of the resolutions which are to be proposed at the AGM are set out below.

#### Ordinary resolution 1: Annual Report 2020

The business of the AGM will begin with a resolution to lay before members the Annual Report in respect of the 12 month period ending 31 December 2020 (the "Annual Report").

#### Ordinary resolution 2: Reappointment of retiring Director

Shareholders are asked to re-elect as a director Adriaan Roux who is retiring in accordance with Article 25 of the Company's Articles of Association and who being eligible is offering himself for re-election.

#### Ordinary resolution 3: Reappointment of retiring Director

Shareholders are asked to re-elect as a director Ernest Nutter who is retiring in accordance with Article 25 of the Company's Articles of Association and who being eligible is offering himself for re-election.

#### Ordinary resolution 4: Reappointment of retiring Director

Shareholders are asked to re-elect as a director Daniel Betts who is retiring in accordance with Article 25 of the Company's Articles of Association and who being eligible is offering himself for re-election.

#### Ordinary resolution 5: Reappointment of retiring Director

Shareholders are asked to re-elect as a director Thomas Hill who is retiring in accordance with Article 25 of the Company's Articles of Association and who being eligible is offering himself for re-election.

### **Ordinary resolutions 6 and 7: Re-appointment of auditors and authority to determine remuneration**

Shareholders will be asked to confirm the reappointment of RSM UK Audit LLP as the Company's auditors to hold office until the conclusion of the next annual general meeting and to grant authority to the directors to determine the auditors' remuneration.

### **Ordinary resolution 8: Grant of authority to the Directors to allot Ordinary Shares**

This resolution deals with the directors' authority to allot Relevant Securities (as defined in the notes to this resolution) in accordance with section 551 of the Companies Act 2006 (the "Act"). This resolution will, if passed, authorise the directors to allot:

- a. in relation to a pre-emptive rights issue only, equity securities (as defined by section 560 of the Act) up to a maximum nominal amount of £2,382,856, which represents approximately two thirds of the Company's issued Ordinary Shares (excluding treasury shares) as at 26 May 2021. This maximum is reduced by the nominal amount of any Relevant Securities allotted under paragraph 4b;
- b. in any other case, Relevant Securities up to a maximum nominal amount of £1,191,428 which represents approximately one third of the Company's issued Ordinary Shares (excluding treasury shares) as at 26 May 2021. This maximum is reduced by the nominal amount of any equity securities allotted under paragraph 4a in excess of £1,191,428.

Therefore, the maximum nominal amount of Relevant Securities (including equity securities) which may be allotted under this resolution is £2,382,856.

As at close of business on 26 May 2021, the Company did not hold any treasury shares.

This authority replaces a similar authority passed at the Company's last annual general meeting held on 26 June 2020 and will expire on the date which is 18 months after the date on which the resolution is passed or, if earlier, the date of the next annual general meeting of the Company.

The directors currently intend only to make use of this authority: (i) in connection with the grant of any options to the directors of the Company and employees of the Company's group; and (ii) as may be necessary to manage the Company's capital resources.

#### **Relevant Securities means:**

- Shares in the Company other than shares allotted pursuant to:
  - an employee share scheme (as defined by section 1166 of the Act);
  - a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
  - a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.
- Any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act). References to the allotment of Relevant Securities in the resolution include the grant of such rights.

Where the aggregate usage by the Company of the authority granted by this resolution exceeds one third of the nominal value of the Company's issued Ordinary Shares (excluding treasury shares) as at 26 May 2021 and also, in the case of issuance being in whole or part by way of a fully pre-emptive rights issue, monetary proceeds exceed one third (or such lesser relevant proportion) of the pre-issue market capitalisation, all directors wishing to remain in office will stand for re-election at the next annual general meeting of the Company following the decision to make the issue in question.

### **Special resolution 9: Disapplication of statutory pre-emption rights on allotment of shares**

If the directors wish to allot unissued shares or other equity securities for cash or sell any shares which the Company may hold in treasury following a purchase of its own shares, the Act requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holdings.

This resolution will, if passed, give the directors power, pursuant to the authority to allot granted by Resolution 8 to allot equity securities (as defined by section 560 of the Act) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings up to a maximum nominal amount of £357,428 which represents approximately 10 per cent. of the Company's issued Ordinary Shares (excluding treasury shares) as at 26 May 2021.

The proposed resolution also disapplies the statutory pre-emption provisions in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the directors otherwise consider necessary, and allows the directors, in the case of any such offer, to make arrangements in relation to fractional entitlements or other legal or practical problems which might arise.

The total number of Ordinary Shares in issue as at 26 May 2021 is 357,428,368. The Company does not currently hold any treasury shares. This authority replaces a similar authority passed on 26 June 2020 and the power granted by this resolution will expire on the date which is 18 months after the date on which this resolution is passed or, if earlier, the date of the next annual general meeting of the company.

The directors have no immediate plans to make use of this authority other than in those circumstances which are referred to in the explanation relating to Resolution 8.

### **Special resolution 10: Purchases of own shares by the Company**

Resolution 10 to be proposed at the AGM seeks authority from holders of Ordinary Shares of the Company to make market purchases of Ordinary Shares, such authority being limited to the purchase of 10 per cent. of the Ordinary Shares in issue as at 26 May 2021. The maximum price payable for the purchase by the Company of Ordinary Shares will be limited to an amount equal to 105 per cent. of the average market value of an ordinary share for the five business days prior to the day the purchase is made. The minimum price payable by the Company for the purchase of Ordinary Shares will be 1p per share (being the amount equal to the nominal value of an ordinary share). The authority to purchase Ordinary Shares will only be exercised if the directors consider that it is in the best interests of the Company and the Shareholders as a whole. The Company may either cancel any Ordinary Shares which it purchases under this authority or transfer them into treasury (and subsequently sell

or transfer them out of treasury or cancel them). If the Company were to purchase any Ordinary Shares pursuant to this authority it would consider holding them as treasury shares. This would enable the Company to re-issue treasury shares quickly and cost-effectively and would provide the Company with additional flexibility in the management of its capital base.

Options to subscribe for up to 11,362,010 Ordinary Shares have been granted and are outstanding as at 26 May 2021 representing approximately 3.21% of the issued ordinary share capital of the Company at that date. If the directors were to exercise in full the power for which they are seeking authority under resolution 10, the options and warrants outstanding as at 26 May 2021 would represent approximately 3.53% of the ordinary share capital of the Company in issue following such exercise.

#### **5. Action to be taken**

In light of the continued impact of COVID-19, **you may not attend the Annual General Meeting in person** and are therefore strongly encouraged to vote by proxy online. Given the restrictions on attendance, **shareholders are also encouraged to appoint the "Chairman of the Meeting" as their proxy** rather than another person who will not be permitted to attend the meeting.

You will be able to registering your proxy appointment and vote by proxy electronically using the link [www.signalshares.com](http://www.signalshares.com). You will need to log into your Signal Shares account, or register if you have not previously done so, to register you will need your Investor Code, this is detailed on your share certificate or available from our Registrar, Link Group (previously called Capita). Proxy votes must be received **no later than 10:00am on Thursday 17 June 2021**.

#### **6. Recommendation**

The directors consider that all of the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of all of the resolutions, as the directors intend to do in respect of their own beneficial holdings.

Yours faithfully,

**Russell King**  
Non-executive Chairman



## Part II

# Hummingbird Resources plc

(Incorporated and registered in England and Wales  
with registered number 05467327)

### Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Hummingbird Resources plc (the "Company") will be held at the offices of Hummingbird Resources Plc, 26 Mount Row, London W1K 3SQ on 21 June 2021 at 10:00 a.m. for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions, numbers 1 to 8 of which will be proposed as ordinary resolutions and numbers 9 and 10 of which will be proposed as special resolutions:

1. That the Company's annual accounts for the 12 month period ending 31 December 2020, together with the directors' report and the auditors' report on those accounts, be received.
2. That Adriaan Roux be reappointed as a director of the Company.
3. That Ernest Nutter be reappointed as a director of the Company.
4. That Daniel Betts be reappointed as a director of the Company.
5. That Thomas Hill be reappointed as a director of the Company.
6. That RSM UK Audit LLP be reappointed as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next meeting at which the accounts are laid before the Company.
7. That the directors be authorised to agree and fix the auditors' remuneration.
8. That the directors be generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this Notice):
  - (a) comprising equity securities (as defined by section 560 of the Act) of ordinary shares of 1p each in the capital of the Company ("Ordinary Shares") up to an aggregate nominal amount of £2,382,856 (such amount to be reduced by the nominal amount of any Relevant Securities allotted under paragraph 8(b) below) in connection with an offer by way of a rights issue:
    - (i) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
    - (ii) 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 other arrangements as the directors 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) in any other case, up to an aggregate nominal amount of £1,191,428 (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph 8(a) above in excess of £1,191,428),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 18 months after the date on which this resolution is passed or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

9. That, subject to the passing of resolution 8, the directors be and are hereby empowered, pursuant to section 570 of the Act, to allot equity securities (as defined by section 560 of the Act) of Ordinary Shares for cash, either pursuant to the authority conferred by resolution 8 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
  - (a) the allotment of equity securities pursuant to an offer or issue by way of rights, open offer or other pre-emptive offer 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 other arrangements as the directors 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 9(a) above) of equity securities up to an aggregate nominal amount of £357,428.

The power granted by this resolution will expire on the date which is 18 months after the date on which this resolution is passed or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

10. That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Act to make market purchases (as defined in section 693 of the said Act) of Ordinary Shares provided that:
- a) the maximum number of Ordinary Shares hereby authorised to be purchased is 35,742,836;
  - b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 1p per share, being the nominal amount thereof;
  - c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is an amount equal to 105% of the average market value of an Ordinary Share for the five business days prior to the day the purchase is made;
  - d) the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next annual general meeting of the Company and the date which is 18 months after the date on which this resolution is passed;
  - e) the Company may make a contract to purchase its own Ordinary Shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own Ordinary Shares in pursuance of any such contract; and
  - f) Ordinary Shares purchased pursuant to the authority conferred by this resolution shall be either:
    - (i) cancelled immediately upon completion of the purchase
    - or
    - (ii) be held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Act.

Dated: 26 May 2021

Registered Office:  
49-63 Spencer Street  
Hockley  
Birmingham  
B18 6DE

By order of the Board:  
Thomas Hill  
Secretary

# Notes

1. In light of the impact of the COVID-19, please email the Company Secretary if you would like to inspect the following:

- a) the service contracts between the Company and each of the executive directors of the Company; and
- b) the letters of appointment between the Company and each of the non-executive directors of the Company.

2. Attendance at the Annual General Meeting will be limited to two persons and **shareholders may not attend in person**. Shareholders wishing to vote on any matters of business are strongly urged to do so through **registering their proxy appointment and voting by proxy online** and to appoint the Chairman of the Meeting as your proxy. This will enable the Chairman of the Meeting to vote on your behalf, and in accordance with your instructions, at the Annual General Meeting.

A shareholder may appoint either of the two attendees as their proxy provided each proxy is appointed to exercise rights attached to different shares. If a shareholder wishes their proxy to speak on your behalf at the meeting you will need to appoint the second attendee (not the chairman) and give your instructions directly to them. Where more than one proxy is appointed, a member must specify the number of shares the rights in respect of which each proxy is entitled to exercise.

3. You can vote by proxy either:

- by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;
- if you need help with voting online, please contact our Registrar, Link Group (previously called Capita), on 0371 664 0391 if calling from the UK, or +44 (0) 371 664 0391 if calling from outside of the UK, or email Link at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk).
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

To be valid, proxy votes must be received **no later than 10:00am on Thursday 17 June 2021**.

4. If you return more than one proxy appointment, the appointment received last by the Registrar 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.

5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI)). CREST Personal Members or other CREST sponsored CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

6. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be

received by the issuer's agent (ID RA10) by 10.00 a.m. on 17 June 2021. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

7. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

8. 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.

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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.

10. 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 Link Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL. In the case of a member 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.

In either case, the revocation notice must be received by the Company no later than 10:00 a.m. on 17 June 2021.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then your proxy appointment will remain valid.



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).

11. 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.

12. As at 26 May 2021 (being the latest practicable date prior to the publication of this document), the Company's issued share capital consists of 357,428,368 Ordinary Shares of £0.01 each and which each carry one vote. Therefore, the total voting rights in the Company as at 26 May 2021 are 357,428,368.

13. Only those shareholders registered in the Company's register of members at:

- (a) close of business on 17 June 2021; or
- (b) if this meeting is adjourned, at Close of Business on the day two days prior to the adjourned meeting,

shall be entitled to vote at the meeting. 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.

14. Except as provided above, members who have general queries about the Meeting should contact [enquiries@hummingbirdresources.co.uk](mailto:enquiries@hummingbirdresources.co.uk) (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in this notice of annual general meeting; or
- in any related documents (including an electronic or hard copy proxy form), to communicate with the Company for any purposes other than those expressly stated.

Relevant Securities means:

- Shares in the Company other than shares allotted pursuant to:
  - an employee share scheme (as defined by section 1166 of the Act);
  - a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
  - a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.
- Any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act). References to the allotment of Relevant Securities in the resolution include the grant of such rights.

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at [www.hummingbirdresources.co.uk](http://www.hummingbirdresources.co.uk).

### Shareholder Communications

The majority of shareholders choose to receive Annual Reports and Notices of meetings electronically. This has a number of advantages for the Company and its shareholders. It increases the speed of communication, saves you time and reduces print and distribution costs and our impact on the environment.

Company law requires that the Company asks shareholders to consent to the receipt of communications electronically and via a website\*. Please note that if you consent to website publication you will continue to be notified in writing and through the release of an announcement on the London Stock Exchange each time the Company places a statutory communication on the website. Annual Reports and other documents which are required to be sent to shareholders ('shareholder information') are published on our website at [www.hummingbirdresources.co.uk](http://www.hummingbirdresources.co.uk). If you consent, the website will be the way in which you access all future shareholder information.

Please note that you still have the right to request hard copies of shareholder information at no charge.

- If you would like to receive notifications by email, you can register your email address via the Share Portal [www.signalshares.com](http://www.signalshares.com) or write to FREEPOST SAS, 29 Wellington Street, Leeds LS1 4DL (no stamp or further address detail is required). Please write in BLOCK CAPITALS.
- If you would like to receive shareholder information by means of a website, there is nothing more you need to do. You will be notified by post when shareholder information has been placed on the website.
- If you would like to receive shareholder information in hard copy form, you can register your request via the Share Portal [www.signalshares.com](http://www.signalshares.com) or write to FREEPOST SAS, 29 Wellington Street, Leeds LS1 4DL (no stamp or further address detail is required). Please write in BLOCK CAPITALS.

Please note that if you hold your shares corporately or in a CREST account, you are not able to use the Share Portal to inform us of your preferred method of communication and should instead write to FREEPOST SAS, 29 Wellington Street, Leeds LS1 4DL (no stamp or further address detail is required). Please write in BLOCK CAPITALS.

**If we do not receive a reply from you within 28 days of the date of dispatch of this letter, you will be deemed to have consented to website publication of shareholder information and you will not receive hard copies of shareholder information in the post.**

\*The Company reserves the right to send hard copy documents to shareholders where, for example, overseas securities laws do not permit electronic communication or in other circumstances where the Company considers that electronic delivery may not be appropriate.