

This is an important document and requires your immediate attention.

If you are in any doubt about the action you should take, you should consult an independent financial adviser. If you have recently sold or transferred your shares in Panther Metals plc (the “**Company**”) you should forward this document to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The registered office of Panther Metals plc is 31-37 North Quay, Douglas, Isle of Man IM1 4LB. Registered in the Isle of Man No. 009753V.



Panther Metals plc
Notice of
Annual General Meeting
9 June 2022 at 9.00 a.m.

TO BE HELD AS A “REMOTE MEETING” ONLY

In line with the approach taken by the Company at the 2021 Annual General Meeting (“AGM”), we are utilising the provisions in our articles of association (“Articles”) to convene and hold this year’s AGM as a virtual meeting, which is explained in the letter from the chairman of the Company (“Chairman”) set out on pages 4 to 9 of this notice.

All voting on the resolutions (“Resolutions”) at the AGM will be conducted on a poll, which means that you should submit your form of proxy (“Form of Proxy”) as soon as possible. There will be a limited opportunity to submit a separate poll card in a short interval after the AGM formally concludes.

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Key times and dates

Dispatch of this document	11 May 2022
Latest time for receipt of proxies	9.00 a.m. on 7 June 2022
AGM	9.00 a.m. on 9 June 2022

How to vote

Your votes matter. If you cannot attend the AGM, please vote your shares by appointing the Chairman of the Company as your proxy. You can vote by returning the form of proxy that you received with this document.

All voting at the AGM will be held as a poll in accordance with the provisions of our Articles so you can rest assured that your vote will count. You will be able to submit a poll card (if you wish to change your votes contained in your completed form of proxy or have not voted prior to the AGM) in a short window after the meeting has formally closed. Instructions on how to do this will be given on the AGM platform.

As a shareholder of the Company (“**Shareholder**”), you may appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the AGM, provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares in the capital of the Company (“**Ordinary Share**” or “**Ordinary Shares**”) held by that Shareholder. A proxy need not be a member of the Company. To be valid, the form of proxy provided or other instrument appointing a proxy must be returned by post to the Company’s registrar, Computershare Investor Services plc (the “**Registrar**”), at The Pavillions, Bridgewater Road, Bristol BS99 6ZY or by email to info@panthermetals.co.uk.

How to speak

If you wish to raise a question at the AGM, we ask that you submit your question in advance. We would politely remind you that the board of directors of the Company (“**Directors**” or the “**Board**”) will not answer questions relating to the individual rights of Shareholders at the AGM itself, but if you wish to submit such a question by email, we will respond to the extent we are able.

If you chose to submit a question, we will confirm to you at least 48 hours in advance of the AGM that the question will be addressed. Unless you specifically request otherwise, the Chairman will put your question to the AGM and identify you by name as the person who has put the question (in the same way as he would ask you to identify yourself at an in-person meeting). Conducting the AGM in this way will allow everyone present to clearly hear the question.

In addition, there will be a short period at the start of the AGM for additional questions, but we would be very grateful if any matters could be raised in advance, as this will enable questions to be dealt with expediently.

Questions on the day will be taken by shareholders using the electronic “raise your hand” feature or typing their question into the Q&A box in the AGM. You will be kept on mute by the AGM host unless and until you are invited to ask your question(s).

Please submit any questions by email to info@panthermetals.co.uk with the subject line “AGM Question”.

LETTER FROM THE CHAIRMAN

PANTHER METALS PLC



(Incorporated and registered in Isle of Man with registered number 009753V)

Dear Shareholder,

I look forward to welcoming you at the Company's AGM on 9 June 2022. The AGM will start at 9.00 a.m.

1. Before the AGM

In the usual way we ask and encourage Shareholders to vote for the AGM resolutions by appointing the Chairman as a Shareholder's proxy. Accordingly, Shareholders are encouraged to complete the enclosed Form of Proxy and return it to the Registrar, Computershare Investor Services plc by email at info@panthermetals.co.uk or by post to the address of the Registrar shown on the Form of Proxy, as soon as possible. To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by 9.00 a.m. on 7 June 2022, or in the case of shares held through CREST, via the CREST system.

In accordance with article 62 of our Articles, as Chairman, I am formally requiring that all of the voting at the meeting will be conducted on a poll and there will be no show of hands. This means that your votes will all be counted for all the shares that you have.

Please remember to submit any questions in advance in accordance with the instructions on page 3 of this notice by email to info@panthermetals.co.uk with the subject line "AGM Question".

If you wish to appoint a corporate representative, please contact the Registrar in the usual way.

2. On the Day of the Meeting

The AGM takes place at 9.00 a.m. on 9 June 2022.

To join the AGM type (or paste) the following web address into your web browser: <https://mmitc-collab.webex.com/mmitc-collab/onstage/g.php?MTID=e0fe956bb83ede8ae39113df7dd7c0dff>

When the AGM opens at the appointed time, you will be able to see and hear the Chairman. The Chairman will open the AGM and address any questions that have been submitted in advance. There will then be a short opportunity to put any additional questions. Shareholders should indicate if they would like to ask a question using the electronic "raise your hand" feature or by typing their question into the Q&A box in the AGM. All attendees will remain muted by the host unless and until they are invited to ask a question.

The Chairman will then formally put the resolutions to the AGM and advise of the proxy votes received in advance. The AGM will then formally close.

Shareholders will have the option to download and submit an electronic poll card to record their vote. **If you (a) have already submitted a proxy instruction and do not wish to change your vote; or (b) do not wish to vote, you can skip this step.**

The voting facility will switch off 30 minutes after the close of the AGM.

The results of the AGM will be announced by Regulatory News Service ("RNS") and posted to the Company's website www.panthermetals.co.uk on the day of the AGM. The full poll results will also be published on this website at the same time. The business of the AGM comprises resolutions (each, a "Resolution" and together, the "Resolutions") that public companies regularly bring to shareholders.

The following committees of the board (the “**Board**”) are currently constituted with membership as set out below:

1. The Business of the AGM

Resolution 1 – Report and accounts

Ordinary Resolution

Resolution 1 is for the Directors to present the Company’s Annual Report and Accounts for the period ended 31 December 2021 to Shareholders. The Annual Report and Accounts contain the financial statements for the 12 months’ period ended 31 December 2021, together with the Strategic Report, the Directors’ Report and the Auditors Report (the “**December 2021 Report and Accounts**”) and is available on the Company’s website <https://www.panthermetals.co.uk/>.

Resolution 2 – Directors’ remuneration report

Ordinary Resolution

Shareholders are requested to approve the Directors’ remuneration report (the “**Directors’ Remuneration Report**”), which can be found on page 35 of the 2021 Annual Report. The Remuneration Report includes a statement from the committee chair of the Remuneration Committee, the components of the Executive Directors’ Remuneration and the Non-Executive Directors’ Fees. The Company’s auditors (the “**Auditors**”), Keelings Limited, have audited those parts of the Directors’ Remuneration Report which are required to be audited and their report may be found in the 2021 Annual Report. The 2021 Annual Report has been approved by the Board and signed on its behalf by the committee chair of the Remuneration Committee. The vote on the Directors’ Remuneration Report is advisory in nature and therefore not binding on the Company.

Resolution 3 – Re-appointment of Director

Ordinary Resolution

The Articles provide for all Directors to retire each year, and, if they agree to do so, to offer themselves for re-election. Accordingly, Resolution 3 is to approve the re-election as a Director, of Darren Hazelwood, who retires and offers himself for reelection.

Darren Hazelwood, Chief Executive Officer (aged 46), has had a business career built around sound financial planning, execution, delivery and value creation. An entrepreneur and investor who has over 15 years’ experience managing and directing teams focused on delivering value within organisations, always with a keen focus on cost controls and great financial management insuring delivery of value. Darren’s recognition of the value created by using and expanding his network, combined with a strong focus on delivery, has enabled him to deliver on an enviable track record of business growth. Darren became Chief Executive Office of Panther Metals in January 2019 and the business has since completed acquisitions in Australia and Canada as it builds its position in the exploration sector. During the period the business reported a considerable reduction in its reported loses while trebling its asset base. His pathway to success has been gained using astute controls and due diligence while managing fast growth and success. Hazelwood Glass Ltd, a start-up, headed by Darren, has recorded year on year growth, and only posting a negative return in its first year.

Resolution 4 – Re-appointment of Director

Ordinary Resolution

Resolution 4 is to approve the re-election of Mitchell Smith as a Director.

Mitchell Smith, Chief Operating Officer (aged 44), has had significant prior experience in capital markets. Prior to being appointed Chief Operating Officer and Director of the Company, Mitchell held increasingly senior capital market positions through his involvement with various mining groups including Global Cobalt Corp., International Barytex Resources and Petaquilla Copper Ltd.. Mitchell is an accomplished executive and business development professional with deep experience and proven success developing and executing on corporate strategies, marketing relationships and maximising business opportunities for long term engagement and strategic relationships. Given his strong tenure in the industry, he has a profound understanding of the natural resources sector, capital markets and current market trends and has been successful in building companies in bull and bear market conditions. Mitchell was an early adopter and thought leader in the battery space recognising the proliferation and mainstream appetite for handheld smart devices, mobile phones

and electrification of vehicles and understood the importance and critical role the metals associated with the market play. He has negotiated and structured off-take agreements for cobalt material and built relationships with downstream and intermediary battery manufacturers and facilitated commerce by arranging joint ventures, marketing and engineering and procurement construction contracts. Mitchell maintains a high personal visibility within the business community and ensures that effective communication and appropriate relationships are maintained within associated company's shareholders and other stakeholders. Within organisations, Mitchell is involved with, he has fostered a culture of clear direct communication and provides strong and effective leadership establishing and maintaining an effective means of control and coordination for all business operations and activities. Mitchell is also a director of TSXV listed Global Energy Metals Corporation (GEMC) and Sceptre Ventures Inc. (SVP).

Resolution 5 – Re-appointment of Director

Ordinary Resolution

Resolution 5 is to approve the re-election of Simon Rothschild as a Director.

Simon Rothschild, Non-Executive Director (aged 63), has been internationally active for over thirty years in financial public relations and financial investor relations. After studying at the University of St. Andrews, he started his career in the City of London's financial sector in 1982 at Dewe Rogerson Ltd and more recently was a Principal of Bankside Consultants, where he specialized in supporting natural resources companies. In 2014 he set up Capital Market Consultants Limited, a financial public relations consultancy. In addition to being a non-executive director of the Company, he is also a non-executive director of Quartz Investment Management Company Limited, a Technology Accelerator Fund and Rothschild Diamonds Limited, a private diamond broking company. He has previously served on the board of directors of Stonedragon Limited, a company set up to establish a digital distribution network in West Africa and Five Star diamonds, a TSX-V listed mining company with assets in Brazil.

Resolution 6 – Re-appointment of Director

Ordinary Resolution

Resolution 6 is to approve the re-election of Nicholas O'Reilly as a Director.

Nicholas O'Reilly, Non-Executive Director (aged 46), is an experienced exploration geologist and consultant having worked for over 14 years on mining and exploration projects in Africa, North and South America, the Russian Federation, Asia and Australia. He specialises in the design and implementation of exploration and resource projects from grassroots to pre-feasibility in all terrains and environments, mobilising multidisciplinary field teams and managing major programmes. Nicholas holds a Master's degree in Mineral Project Appraisal from the Royal School of Mines, Imperial College and a bachelor's degree in Applied Geology from the University of Leicester. Nicholas has previous experience as a non-executive on the board of directors of an AIM listed mining sector investment vehicle and is currently a director of a number of private companies including Mining Analyst Consulting Ltd and Treasure Island Resources Ltd. He is currently the co-chairman and treasurer of the Association of Mining Analysts (AMA), a non-profit London-based organisation representing the broad mining investment community. Nicholas is also a Member of the Australasian Institute of Mining and Metallurgy, a Member of the Society of Economic Geologists and a Fellow of The Geological Society of London.

Resolution 7 – Re-appointment of Director

Ordinary Resolution

Resolution 7 is to approve the re-election of Kate Asling as a Director.

Kate Asling, Non-Executive Director (aged 42), studied History at University before setting her sights on a career in Finance. Kate began her career at PKF Littlejohn (formerly Littlejohn Frazer) in 2001 as an auditor of small or medium enterprises and obtained her accountancy qualification in 2005 becoming a member of the Association of Chartered Certified Accountants. In 2006 Kate transitioned from the audit team into corporate finance team and spent a further two years working on AIM initial public offerings and due diligence transactions before leaving to join RSM's (formerly Baker Tilly) London Transaction Services Team in January 2008. Kate worked on over 30 transactions as a reporting accountant or due diligence provider across a number of different

sectors including natural resources. Kate worked on the AIM initial public offering of Greenvale AP, Mountfield Building Group Plc, Bilby Plc, African Resources PLC and Fox Marble Plc. Kate was also part of the buy side advisory team in the sale of HMV to Waterstone's. In 2017 Kate incorporated her own consultancy business and currently provides accounting, financial modelling and consultancy services across a broad range of sectors including food manufacturing, retail and natural resources.

Resolution 8 – Re-appointment of Auditors

Ordinary Resolution

The Auditors must be appointed or re-appointed at each AGM at which the financial statements are put before Shareholders. Resolution 8 is for the Shareholders to formally approve the reappointment of Keelings Limited as Auditors of the Company until the conclusion of the next AGM of the Company at which financial statements are laid. The Resolution also authorises the Directors to agree the Auditors' remuneration.

Resolution 9 – Authority to allot shares

Ordinary Resolution

Resolution 9 is to grant the Directors authority to allot new Ordinary Shares. The last such authority was approved by Shareholders in May 2021 and it will expire at the conclusion of this AGM.

Article 4 of the Company's Articles require that Directors be authorised by Shareholders before any share capital can be issued.

At this stage in its development the Company relies on raising funds, from time to time, through the issue of Ordinary Shares from the equity markets, and, unless this Resolution is put in place, the Company will not be in a position to continue to raise funds to continue with the development of its projects.

The Investment Association share capital management guidelines (the "IA Guidelines") confirm that an authority to allot up to two-thirds of the existing issued share capital continues to be regarded as routine.

The Directors are seeking authority to allot up to 44,000,000 Ordinary Shares.

If approved by Shareholders, this Resolution will allow the Directors to allot new Ordinary Shares and grant rights to subscribe for, or convert other securities into, Ordinary Shares up to approximately 66.6% of the Company's issued ordinary share capital. This new authority will expire at the conclusion of the Company's next AGM in 2023.

Resolution 10 – Disapplication of pre-emption rights

Special Resolution

Article 5.2 of the Articles imposes pre-emption rights that require all equity shares which it is proposed to allot for cash to be offered to existing Shareholders in proportion to existing shareholdings, unless a special resolution is passed to disapply such rights. Such rights do not apply to an issue otherwise than for cash, such as an issue in consideration of an acquisition. Subject to the passing of Resolution 9 and as noted therein, the proposed Resolution 10, which is a special resolution, provides for the dis-application of the pre-emption rights contained in the Articles for allotments of equity securities for cash, but limits this authority to the allotment of 33,400,000 Ordinary Shares.

The authority, which is set at 50% of the Company's issued share capital and will expire at the conclusion of the AGM in 2023.

RECOMMENDATION

The Directors believe that the proposed Resolutions are in the best interests of both the Company and its Shareholders and are most likely to promote the success of the Company. Accordingly, the Directors unanimously recommend that Shareholders to vote in favour of Resolutions 1 to 10 inclusive before the AGM by returning your proxy instruction by post or by email as indicated in the Form of Proxy, as they intend to do in respect of their beneficial shareholdings.

ACTION TO BE TAKEN

Shareholders will find enclosed a Form of Proxy for use at the AGM. Shareholders are encouraged to complete and return the Form of Proxy to the Registrar by email to info@panthermetals.co.uk or by post to the address of the Registrar shown on the Form of Proxy, in accordance with the instructions printed thereon, as soon as possible. To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by the Registrar, at the address shown on the Form of Proxy. For proxy appointments to be valid, they must be received no later than 9.00 a.m. on 7 June 2022.

Although Shareholders are encouraged to vote by proxy, completion and return of a Form of Proxy will not prevent you from participating in the electronic AGM and submitting a poll card following the AGM to change your vote should you wish to do so.

Your votes do matter. Information about how to vote at the AGM is given on page 3 of this notice. If you cannot attend the AGM, please vote your Ordinary Shares by appointing a proxy.

I look forward to hearing from you at the AGM.

Nicholas O'Reilly
Chairman

11 May 2022

PANTHER METALS PLC

(Incorporated and registered in Isle of Man Isle of Man with registered number 009753V)



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the AGM of the Company will be held 9 June 2022 at 9.00 a.m. for the following purposes:

Ordinary Resolution

1. To approve the December 2021 Report and Accounts (including the financial statements for the period ended 31 December 2021, together with the Strategic Report, Corporate Governance Report, Remuneration Committee Report, Nomination Committee Report, Directors' Report and Independent Auditor's Report).

Ordinary Resolution

2. To approve the Directors' Remuneration Report contained on page 35 of the 2021 Annual Report for the period ended 31 December 2021.

Ordinary Resolution

3. To re-elect Darren Hazelwood as a Director, who retires and offers himself for re-election.

Ordinary Resolution

4. To re-elect Mitchell Smith as a Director, who retires and offers himself for re-election.

Ordinary Resolution

5. To re-elect Simon Rothschild as a Director, who retires and offers himself for re-election.

Ordinary Resolution

6. To re-elect Nicholas O'Reilly as a Director, who retires and offers himself for re-election.

Ordinary Resolution

7. To re-elect Kate Aisling as a Director, who retires and offers herself for re-election.

Ordinary Resolution

8. To approve the re-appointment of Keelings Limited as Auditors and to authorise the Directors to fix the Auditors' remuneration.

Ordinary Resolution

9. To renew, for the period ending on the date of the AGM of the Company in 2023 or 15 months after the passing of this Resolution 8 whichever is the earlier, the authority and power conferred on the directors by Article 4 of the Articles to allot up to 44,000,000 Ordinary Shares of no par value, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant or equity securities to be allotted after such expiry, variation or revocation and the directors may allot relevant or equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

Special Resolution

10. Subject to and conditionally upon the passing of Resolution 8, the Directors are hereby empowered pursuant to Article 5.2 to allot unissued shares for cash pursuant to the authority conferred by Resolution 8 if the pre-emptive rights conferred by Article 5.2 did not apply to any such allotment provided that such power:
- (a) shall, subject to the continuance of the authority conferred by Resolution 8, expire 15 months after the passing of this Resolution or at the conclusion of the next AGM of the Company following the passing of this Resolution, whichever occurs first, but may be previously revoked or varied from time to time by special resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the directors of the Company may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied; and
 - (b) shall be limited to the allotment of up to 33,400,000 Ordinary Shares for cash otherwise than pursuant to sub-paragraph (b)(i).

BY ORDER OF THE BOARD

Kate Asling
Director

11 May 2022

SHAREHOLDER NOTES

When is my voting entitlement fixed?

To attend, speak and vote at the AGM you must be a registered holder of Ordinary Shares at close of business on 7 June 2022. Your voting entitlement will depend on the number of Ordinary Shares you hold at that time.

I can't attend the remote AGM but want to vote – what can I do?

If you are a registered holder and cannot attend, you can appoint the Chairman or any other person to attend, speak and vote on your behalf. This person is called your proxy. Your proxy does not have to be a Shareholder.

You can instruct your proxy how to vote. Where no specific instruction is given, your proxy may vote at his or her discretion or refrain from voting, as he or she sees fit.

You can appoint more than one proxy in relation to different Ordinary Shares within your holding.

You can appoint a proxy and submit voting instructions:

- Via CREST (see note opposite).
- By casting your proxy online at <https://protect-us.mimecast.com/s/FANUCKrQD0uo2O-ZEsMzdfx?domain=investorcentre.co.uk>.
- By completing and returning the paper proxy card if one has been sent to you. Please read the instructions carefully to ensure you have completed and signed the card correctly. Any alterations must be initialed.

Proxies not properly notified to the Registrar may be denied access to the AGM.

If you own Ordinary Shares jointly, any one Shareholder may sign the proxy card. If more than one joint holder submits a card, the instruction given by the first listed on the Shareholder register will prevail.

The AGM will be an exclusively electronic AGM and will be conducted in accordance with the provisions for electronic AGMs set out in the Articles.

By when do I have to submit my vote?

Proxy appointments and voting instructions, including any amendments, must be received by the Registrar by 9:00 a.m. on 7 June 2022.

If you miss this deadline and wish to submit a new vote or amend an existing vote, you can only do so by attending the AGM virtually.

I already voted but have changed my mind – can I change my vote?

You can submit a new instruction online at any time before the time and date above. If you wish to amend a paper instruction you must do so in writing and sign your new instruction.

The voting instruction received last will be the one that is followed. If a postal instruction and an online instruction are received on the same day, the online instruction will be followed.

Corporate Shareholders may either appoint one or more proxies, or alternatively appoint one or more corporate representatives in relation to different Ordinary Shares, using the paper proxy form or via CREST. Multiple proxies and corporate representatives may all attend and speak at the AGM and may vote the Ordinary Shares that their respective appointments represent in different ways.

I hold Ordinary Shares on behalf of several others – can I vote part of the holding separately?

You can appoint more than one proxy using the paper proxy form or online at: <https://protect-us.mimecast.com/s/FA-NUCKrQD0uo2OzEsMzdfx?domain=investorcentre.co.uk> provided it is in relation to different Ordinary Shares.

I am a CREST member – can I use the CREST system to vote?

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment by using the procedures described in the CREST manual (www.euroclear.com/crest). CREST personal members or other CREST-sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST proxy instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by the Registrar (ID 3RA50) by 9:00 a.m. on 7 June 2022. It is the responsibility of the CREST member concerned to take 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 service 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 a CREST proxy instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

I have a power of attorney from a Shareholder – how can I vote?

You can vote using the paper proxy card only. You must ensure that the power of attorney and the proxy card have been deposited with the Registrar by 9:00 a.m. on 7 June 2022.

Where and when will the AGM be held?

The AGM will be held exclusively as an electronic AGM on 9 June 2022. The AGM will start at 9:00 a.m. so please allow plenty of time to log into the AGM. The AGM will be available for login at 8:45 a.m.

Is the AGM at the same location as last year?

The AGM will be held as a remote meeting only, in accordance with the Isle of Man Companies Act 2006 and the Articles.

I want to participate in the AGM but cannot attend – what can I do?

You can vote your Ordinary Shares by appointing a proxy – see notes on page 12. Any voting instructions you have validly given in advance will be counted at the AGM.

What documents do I need?

To log into the remote AGM, you need to type or paste the following web address into your web browser: [●]

You will be asked to enter a password to gain access to the AGM. This can be found on the bottom section of your proxy form or, if you have elected to receive electronic communications from the Company, in an email to be sent to you on the morning of the AGM. A separate email with the AGM link embedded in it will also be sent. Please check your spam folder or filter if you do not receive these emails.

I hold Ordinary Shares through a broker or nominee, how can I attend?

You will need to ask your broker or nominee to appoint you as either a proxy or as a corporate representative. If they appoint you as a proxy, the appointment must be notified to the Registrar by the appropriate deadline (see notes on page 12). If they appoint you as a corporate representative, they will need to write a letter to us setting out the details of the appointment and of your shareholding, and you will need to provide this letter to the Registrars in advance of the AGM. If you do not have such a letter, or the Registrar has not been notified of your appointment as a proxy, you will be denied entry to the AGM. Please note that proxies and corporate representatives may not invite guests to the AGM.

May I bring a guest?

The AGM is a private AGM of Shareholders and their representatives. Guests are not entitled to attend the AGM as of right, but they may be permitted entry at the absolute discretion of the Company at all times. You must contact us in advance if you would like a guest to have access to the AGM: info@panthermetals.co.uk. Proxies, corporate representatives and employee share plan participants may not bring guests to the AGM.

May I ask a question at the AGM?

The Chairman will announce when you will have an opportunity to ask questions. If you wish to ask a question, please use the electronic “raise your hand” facility or type your question into the Q&A box in the AGM. You will be kept on mute by the AGM host unless and until you are invited to speak. Please endeavour to keep your questions short.

How can I vote at the AGM?

As shareholders exit the remote AGM, they will have the option to submit an electronic poll card to record their vote. If you (a) have already submitted a proxy instruction and do not wish to change your vote, or (b) do not wish to vote, you can click on the button to skip this step. The voting facility will close 30 minutes after the AGM ends.

How are the votes counted?

Voting on all Resolutions is by a poll. In a Company such as ours, we think poll voting is the fairest approach. There will be no voting on the Resolutions by a show of hands.

We have included a ‘vote withheld’ option on our proxy and poll cards. A vote withheld is not a vote in law and will not be counted in calculation of the proportion of votes ‘for’ or ‘against’ a Resolution.

How can I find out the result of the vote?

It is expected that the total of the votes cast by Shareholders ‘for’ or ‘against’ or ‘withheld’ on each Resolution will be published on <https://www.panthermetals.co.uk> as soon as practicable after the close of the AGM

OTHER INFORMATION

Information rights

There are a number of rights that may now be available to indirect investors of the Company, including the right to be nominated by the registered holder to receive general Shareholder communications direct from the Company.

The rights of indirect investors who have been nominated to receive communications from the Company (“**nominated persons**”) do not include the right to appoint a proxy. However, nominated persons may have a right under an agreement with the registered Shareholder who holds the Ordinary Shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the Ordinary Shares as to the exercise of voting rights.

If you have been so nominated to receive general Shareholder communications direct from the Company, it is important to remember that your main contact in terms of your investment remains with the registered Shareholder or custodian or broker, or whoever administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to attend, participate in, and vote at the AGM, as described above.

Any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where Panther is exercising one of its powers under the Isle of Man Companies Act 2006 and writes to you directly for a response.

Statements related to the audit

Members satisfying the thresholds in the Isle of Man Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to:

- a. the audit of the Company’s accounts (including the auditor’s report and the conduct of the audit) that are to be laid before the AGM; and
- b. any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM, that the members propose to raise at the AGM.

The Company cannot require the members requesting the publication to pay its expenses in connection with the publication. The Company must forward a copy of the statement to the auditors when it publishes the statement on the website. The business which may be dealt with at the AGM includes any such statement that the Company has been required to publish on its website.

Shareholder requisition rights

Members satisfying the thresholds in the Isle of Man Companies Act 2006 can require the Company:

- a. to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved, and which those members intend to move, at the AGM; and
- b. to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may properly be included in the business at the AGM, provided in each case that the requirements of those sections are met and provided that the request is received by the Company not later than six clear weeks before the AGM or if later the time at which notice is given of the AGM.

Total voting rights and share capital

As at 10 May 2022 (the latest practicable date before the publication of this notice), the issued share capital of Panther Metals plc comprised 66,841,339 Ordinary Shares (excluding treasury shares) of no par value, each with one vote.

The total number of voting rights in Panther Metals plc is 66,841,339.

Updates to this number are released via RNS on the last day of each month and can be viewed online at <https://www.panthermetals.co.uk>.

CONTACT DETAILS

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EC2V 6DN

The Registrar
Computershare Investor Services plc
The Pavillions
Bridgewater Road
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BS99 6ZY

If you are an ordinary Shareholder, please contact Computershare Investor Services plc at <https://www.computershare.com/je> if you would like to change your election on how you receive Shareholder documents in the future.

