

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

It contains Resolutions to be voted on at the Annual General Meeting of KEFI Gold and Copper plc (the “Company”) to be held on 30 June 2022. If you are in any doubt about the contents of this document or as to what action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your ordinary shares of £0.001 each in the capital of the Company (the “**Ordinary Shares**”), please send this document and the accompanying Form of Proxy as soon as possible to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, such documents should not be distributed, forwarded or transmitted in or into the United States, Canada, Australia or Japan or any other jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. If you have sold or otherwise transferred some (but not all) of your Ordinary Shares, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

Your attention is drawn to the letter from the Chairman in this document, recommending you vote in favour of the Resolutions to be proposed at the Annual General Meeting.

KEFI Gold and Copper plc

(Registered in England and Wales with company number 05976748)



Notice of Annual General Meeting

Notice convening the Annual General Meeting of the Company on 30 June 2022 at 10.00 a.m. (BST) at Marlin Waterloo, Lower Ground Floor, 111 Westminster Bridge Road, Waterloo, London SE1 7HR, United Kingdom is set out at the end of this document. It is important that shareholders lodge their votes in advance of the Annual General Meeting through submission of their proxy votes. Shareholders will also find enclosed with this document a Form of Proxy. To be valid, the Form of Proxy must be signed and returned in accordance with the instructions printed on it so as to be received by the Company’s registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX as soon as possible but in any event no later than 28 June 2022 at 10.00 a.m. (BST).

Shareholders who hold their shares in uncertificated form may use the CREST electronic proxy appointment service. In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message must be properly authenticated and 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 Company’s registrars, Share Registrars Limited (ID 7 RA36), by no later than 28 June 2022 at 10.00 a.m. (BST).

Copies of this document will be available free of charge from the Company’s registered office during normal business hours on each day (excluding Saturday, Sunday and public holidays in England and Wales) from the date hereof until the date of the Annual General Meeting. Copies will also be available from the Company’s website at www.kefi-minerals.com.

LETTER FROM THE CHAIRMAN

KEFI Gold and Copper plc

(Registered in England and Wales with company number 05976748)

Directors:

Harry Anagnostaras-Adams (*Executive Chairman*)
John Leach (*Finance Director*)
Norman Ling (*Non-executive Director*)
Richard Robinson (*Non-executive Director*)
Mark Tyler (*Non-executive Director*)

Registered Office

27-28 Eastcastle Street
London
W1W 8DH
United Kingdom

6 June 2022

Dear Shareholder,

2022 Annual General Meeting ('AGM')

I have pleasure in sending you notice convening the annual general meeting of KEFI Gold and Copper plc ('the Company'). The AGM will be held at 10.00am on 30 June 2022 at Marlin Waterloo, Lower Ground Floor, 111 Westminster Bridge Road, Waterloo, London SE1 7HR, United Kingdom. As you will see from the formal notice of meeting that follows this letter, there are a number of items of business to be considered and the purpose of each resolution to be proposed is set out in the Explanatory Notes to the Resolutions starting on page 6 of this document.

Enclosed with this Circular is a Form of Proxy for use by Shareholders. Information on the completion and return of Forms of Proxy, Instructions are set out below and in the notes to the Notice of Meeting

Action to be taken

You can register your vote(s) for the AGM either:

- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 7 below

In either case, the notice of appointment of a proxy should reach the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham GU9 7XX, Surrey, United Kingdom, by no later than 10:00 a.m. on 28 June 2022 (time and date falling 48 hours prior to the date of the Annual General Meeting excluding non business days). Alternatively, you can email your completed Form of Proxy to voting@shareregistrars.uk.com with 'KEFI Gold and Copper Plc – Form of Proxy' in the subject line. Please refer to the Notes to the Notice of Annual General Meeting starting on page 4 below and the enclosed Form of Proxy for detailed instructions.

Recommendation

The Directors believe that the Resolutions to be proposed are in the best interests of the Company and its Shareholders as a whole. Accordingly, they unanimously recommend you vote in favour of the Resolutions to be proposed at the Annual General Meeting, as they intend to do in respect of their own beneficial holdings, amounting to (in aggregate) 100,427,541 existing Ordinary Shares, representing approx. 2.55% of the share capital of the Company at the date of this document.

Yours sincerely,

Harry Anagnostaras-Adams
Executive Chairman

KEFI Gold and Copper plc

(Registered in England and Wales with company number 05976748)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of KEFI Gold and Copper plc (the "**Company**") will be held on 30 June 2022 at 10.00 a.m. (BST) at Marlin Waterloo, Lower Ground Floor, 111 Westminster Bridge Road, Waterloo, London SE1 7HR, United Kingdom. The business of the meeting will be to consider and, if thought appropriate, passing the following resolutions, of which Resolutions 1-5 inclusive will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements of the Company, the strategic report, the directors' report and the auditor's report for the financial year ended 31 December 2021.
2. To reappoint Mark Tyler who retires and offers himself for reappointment in accordance with the Company's articles of association, as a director of the Company.
3. To reappoint Harry Anagnostaras-Adams who retires and offers himself for reappointment in accordance with the Company's articles of association, as a director of the Company.
4. To reappoint BDO LLP as auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which audited financial statements of the Company are laid before the Company.
5. To authorise the directors to determine the remuneration of the Company's auditors.

BY ORDER OF THE BOARD

Harry Anagnostaras-Adams
Executive Chairman

6 June 2022

Registered office:

27-28 Eastcastle Street
London
W1W 8DH
United Kingdom

Notes to the Notice of Annual General Meeting:

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only shareholders entered on the register of members of the Company at 10.00 a.m. (BST) on 28 June 2022 (or in the event that this meeting is adjourned, on the register of members at 10.00 a.m. (BST) on the day preceding the date fixed for the adjourned meeting) shall be entitled to vote at the meeting in respect of the number of ordinary shares of the Company registered in their name at that time. Changes to the register after the relevant time shall be disregarded in determining the rights of any person to vote at the meeting.
2. You can register your vote(s) for the Annual General Meeting either:
 - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX using the proxy form accompanying this notice.
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 7 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 10.00 a.m. on 28 June 2022.

Appointment of proxies

3. A shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights in relation to the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
4. The appointment of a proxy will not preclude a shareholder from attending in person at the meeting and voting if he or she wishes to do so.

Appointment of proxy using the accompanying proxy form

5. A proxy form is enclosed. To appoint more than one proxy, please photocopy the form. Please state each proxy's name and the number of shares in relation to which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) in the boxes indicated on the form. Please also indicate if the proxy form is one of multiple forms being returned. All proxy forms must be signed and should be returned together in the same envelope. In the case of joint shareholders, the signature of any one of them will suffice, but the names of all joint holders should be stated.
6. To be valid, a duly completed proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered by hand or sent by post to the offices of the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, or scanned copies may be sent via email to the following address: voting@shareregistrars.uk.com with 'KEFI Gold and Copper Plc – Form of Proxy' in the subject line, so as to be received not less than 48 hours before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be) (time and date falling 48 hours prior to the date of the Annual General Meeting).

Appointment of proxy through CREST

7. CREST members who wish to appoint a proxy or proxies for the meeting, including any adjournments of the meeting, through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Share Registrars (ID 7 RA36) no later than 48 hours before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Share Registrar 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.
9. CREST members and, where applicable, their CREST sponsors or voting service providers should

note that Euroclear 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 or her 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

10. 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.

Changing proxy instructions

11. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.

Termination of proxy appointments

12. In order to revoke a proxy appointment you must notify the Company of the termination at least three hours before the commencement of the meeting.

Joint shareholders

13. In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person (including by corporate representative) or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholders. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.

Corporate representatives

14. A corporation which is a shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative at the meeting. Corporate representatives should submit to the Company's registrar: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the shareholder's letterhead, signed by an authorised signatory, confirming that they are so authorised.

Issued shares and total voting rights

15. As at 1 June 2022 (being the latest practicable date prior to publication of this notice of general meeting), the Company's issued share capital comprised is 3,939,119,050 ordinary shares of £0.001 each fully paid. The Company does not hold any shares in treasury. Each ordinary share carries the right to one vote at an annual general meeting of the Company and, therefore, the total number of voting rights in the Company as at the date of this notice of annual general meeting is 3,939,119,050.

Communication

16. Shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
 - (a) calling Share Registrars Limited' shareholder helpline on 01252 821390. Lines are open from 9.00 a.m. to 5.30 .p.m. on business days (i.e. Monday to Friday but excluding public holidays in England and Wales); or
 - (b) in writing to the Company by email to: info@kefi-minerals.com.
17. You may not use any electronic address provided in this notice of annual general meeting or in any related documents (including the accompanying proxy form) to communicate with the Company for any purposes other than those expressly stated.

Explanatory Notes to the Resolutions

An explanation of each of the resolutions contained in the notice of meeting is set out below.

Resolutions 1 to 5 will be proposed as ordinary resolutions. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution 1: Annual financial statements and reports

Under the Companies Act 2006 (the "Act"), the directors of the Company ("Directors") are required to lay before the Company in annual general meeting copies of its audited financial statements, the strategic report, the directors' report and the auditor's report for the financial year ended 31 December 2021.

Resolution 2 and 3: Reappointment of Mark Tyler and Harry Anagnostaras-Adams

The Company's articles of association ("Articles") provide that certain Directors who are the longest serving on the board since last re-appointment at an annual general meeting shall retire at the next annual general meeting and may seek reappointment. The relevant Directors to retire by rotation under these provisions are Mark Tyler and Harry Anagnostaras-Adams who are standing for reappointment.

Resolutions 4 and 5: Reappointment and remuneration of auditors

At each annual general meeting at which financial statements are laid before the shareholders, the Company is required to appoint an auditor to hold office until the next such meeting. BDO LLP is willing to continue in office and resolution 4 will reappoint them. Resolution 5 will authorise the Directors to determine the auditor's remuneration.

KEFI Gold and Copper plc

Incorporated and registered in England and Wales with Registered No. 05976748

PROXY FOR ANNUAL GENERAL MEETING

For use at the 10.00 a.m. on 30 June 2022 at Marlin Waterloo, Lower Ground Floor, 111 Westminster Bridge Road, Waterloo, London SE1 7HR, United Kingdom

I/We the undersigned, being (a) member(s) of KEFI Gold and Copper Plc (the 'Company') and entitled to vote at the Annual General Meeting hereby appoint the Chairman of the meeting or

as my/our proxy to vote for me/us and on my/our behalf in the manner indicated below at the Annual General Meeting of the Company to be held at the 10.00 a.m. on 30 June 2022 at Marlin Waterloo, Lower Ground Floor, 111 Westminster Bridge Road, Waterloo, London SE1 7HR, United Kingdom and at any adjournment thereof.

Please indicate with an X in the appropriate space opposite each resolution how you wish your vote to be cast.

| ORDINARY RESOLUTIONS | For | Against | Vote Withheld |
|---|------------|----------------|----------------------|
| 1. To receive and adopt the financial statements and reports of the Directors and auditors for the financial period ended 31 December 2021. | | | |
| 2. To re-appoint Mark Tyler as a director of the Company. | | | |
| 3. To reappoint Harry Anagnostaras-Adams as a director of the Company. | | | |
| 4. To re-appoint BDO LLP as auditors of the Company. | | | |
| 5. To authorise the Directors to determine the remuneration of the Company's auditors. | | | |

Enter number of shares in relation to which your proxy is authorised to vote or leave it blank to authorise your proxy to act in relation to your entire holding

Please also tick this box if you are appointing more than one proxy

Signature(s)

Date

Full name(s) in which shares are registered

PLEASE USE BLOCK LETTERS

Address of shareholder

PLEASE USE BLOCK LETTERS

Please return this form to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX to arrive no later than 10.00am on 28 June 2022.

Notes:

1. If you wish to vote at the Annual General Meeting but are unable to attend in person, you may appoint a proxy to exercise all or any of your rights to attend, speak and vote on your behalf by completing the form of proxy. A proxy need not be a member of the Company. If you wish to appoint a proxy other than the Chairman, you should delete the words 'the Chairman of the meeting or' and enter the name of the proxy where indicated on the form of proxy. Your changes should be initialled. If you sign and return the form of proxy with no name of your proxy inserted where indicated, the Chairman of the meeting will be deemed to be your proxy.
2. You may appoint more than one proxy provided that each proxy is appointed in respect of the rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to the same share(s). To appoint more than one proxy you may photocopy this form of proxy. Please mark the box on the form of proxy above with an "X" to indicate that the proxy appointment is one of multiple instructions being given and insert in the box where indicated the number of shares in relation to which they are entitled to act as your proxy (which, in aggregate, should not exceed the total number of shares held by you). All Forms of Proxy must be signed.
3. Appointment of a proxy (or submission of a CREST Proxy Instruction, as described in the notice of the 10.00am on 28 June 2022) does not preclude a member from attending the meeting and voting in person.
4. Any alteration to this Form of Proxy must be initialled.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, those shareholders registered in the Register of Members of the Company at 10.00am on 28 June 2022 or, in the event that the meeting is adjourned, in the Register of Members 48 hours (ignoring any part of a day that is not a working day) before the start of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries on the Register of Members after such time(s) and date(s) (as applicable) shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. To be effective, this form of proxy, duly completed, must be lodged with Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX not less than 48 hours (ignoring any part of a day that is not a working day) before the time appointed for the meeting being 10.00am on 28 June 2022 or any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney. Alternatively, you can email your completed Form of Proxy to voting@shareregistrars.uk.com with 'KEFI Gold and Copper Plc – Form of Proxy' in the subject line.
7. If you want your proxy to vote in a certain way on the resolutions specified please place a mark ("X") in the "For", "Against" or "Withheld" box for the relevant resolution. The "Withheld" option is provided to enable you to instruct your proxy to abstain on any particular resolution. However, it should be noted that a vote withheld in this way is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" any particular resolution. In the absence of instructions, the person(s) you have appointed as your proxy(ies) may vote as they choose or may decide not to vote at all and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the Annual General Meeting.
8. In the case of a corporation, this form must be executed under its common seal or under the hand of an officer or agent who is duly authorised in writing to sign on behalf of the Corporation. In the case of an individual, this form must be signed by the individual or by an attorney duly authorised to sign on his/her behalf. In the case of joint shareholders, the signature of the senior shareholder (seniority to be determined by the order in which the names stand in the register of members) shall be accepted to the exclusion of all other joint holders. The names of all joint shareholders should be stated at the top of the form.
9. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service should refer to the notes to the notice of the Annual General Meeting.