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**If you have sold or transferred all of your ordinary shares in Firering Strategic Minerals plc please forward this document and the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.**

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**FIRERING STRATEGIC MINERALS PLC**

**NOTICE OF**

**2022 ANNUAL GENERAL MEETING**

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**Notice of the Annual General Meeting of Firering Strategic Minerals plc to be held at Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW on 26 July 2022 at 1.00 p.m. is set out on page 5 of this document. A Form of Proxy is also attached at the end of this document for use at the Meeting. Forms of Proxy should be completed and returned to the Company's Registrars, Computershare Investor Services Plc, the Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and in any event so as to be received not later than 1.00 p.m. BST on 22 July 2022 or 48 business hours before any adjourned Meeting.**

**A Form of Instruction for holders of Depositary Interests for use at the Meeting of Shareholders also accompanies this document and, to be valid, must be completed and returned to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, England as soon as possible but in any event to be received not later than 1.00 p.m. BST on 21 July 2022 or 72 business hours before any adjourned meeting. The return of one or more completed Forms of Proxy or Forms of Instruction will not prevent you from attending the Meeting of Shareholders and voting in person if you wish to do so (and are so entitled).**

# LETTER FROM THE CHAIRMAN

## Firering Strategic Minerals plc

(Incorporated and registered in Cyprus with registered number HE 397429)

### Directors:

Youval Rasin, *Non Executive Chairman*  
Yuval Cohen, *Chief Executive Officer*  
Timothy Daniel, *Chief Financial Officer*  
Neil Herbert, *Non Executive Director*  
Vassilios Carellas, *Non Executive Director*  
Ofra Chen, *Non Executive Director*

### Registered Office:

38 Agias Fylaxeos  
Nicolas Court  
First Floor, Office 101  
P.C. 3025  
Limassol  
Cyprus

28 June 2022

*To the Shareholders and, for information only, to the Option Holders*

Dear Shareholder,

### NOTICE OF THE ANNUAL GENERAL MEETING 2022

#### 1. Introduction

I am writing to you to explain the resolutions (the “**Resolutions**”) to be proposed at this year’s annual general meeting (the “**AGM**”) of the shareholders of the Firering Strategic Minerals plc (the “**Company**”) to be held at Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW on 26 July 2022 at 1.00p.m. and at any adjournment thereof. The Resolutions are set out in the notice accompanying this letter (the “**AGM Notice**”).

#### 2. Business of the Annual General Meeting to be held on 26 July 2022

##### Resolution 1 – Receiving and adopting the Accounts

This Resolution relates to the receiving and adopting of the audited Accounts for the financial period ended 31 December 2021, together with the report of the Directors and the Auditor’s Report which are available on the Company’s website [www.fireingplc.com](http://www.fireingplc.com).

##### Resolutions 2 and 3 – Reappointment of Directors

The Board recommends the re-appointment of Yuval Rasin and Yuval Cohen, both of whom retire by rotation in accordance with Article 91 of the Articles of Association of the Company. Mr. Rasin and Mr. Cohen, being eligible, offers themselves for re-appointment.

##### Resolution 4 – Auditor’s Re-appointment and Remuneration

This Resolution relates to the Auditors’ re-appointment and authorising the directors to determine their remuneration. The Board recommends that the reappointment of the Auditor’s be approved by the shareholders of the Company (the “**Shareholders**”).

##### Resolution 5 – Authority to Allot Shares and Disapplication of Pre-emption Rights

Under section 60B of the Companies Law, every time a Cypriot public company issues shares for cash, it must first offer those shares to its shareholders on a pro rata basis. The rights of pre-emption in section 60B of the Cyprus Companies Law, Cap 113 may, however, be disapplied by a special resolution of Shareholders in a general meeting of the Company.

Pursuant to section 60B(5) of the Companies Law, this letter constitutes a written report required to be presented to all Shareholders setting out the reasons for exclusion of the rights of pre-emption in relation to the allotment of shares and justifying the proposed issue price.

Resolution 5, as set out in the AGM Notice, seeks approval to authorise the directors to allot, or grant rights to subscribe for, up to an aggregate of 21,721,340 ordinary shares with a par value of €0.001 each in the Company (the “**Shares**”) as if the rights of pre-emption in Section 60(B) of the Companies Law did not apply. As part of this authority, the resolution seeks authorisation to grant future options to subscribe for up to 5% of total shares on issue amounting to 4,344,268 ordinary shares, to the directors, officers, employees, consultants and advisers of the Company and its subsidiaries. Shares issued, or rights to subscribe for Shares otherwise granted pursuant to such option incentive scheme shall be issued at a minimum exercise price of the mid-market closing price of an ordinary share of the Company on AIM on the trading day immediately preceding the date of grant. Shares otherwise issued, or right to subscribe for Shares granted, pursuant to this authority will be at a price not more than a 20% discounted price to the volume weighted average mid-market closing price of an Ordinary Share on AIM for the ten trading days immediately preceding the issue or the grant. The issue of such shares is subject to compliance with the Company’s regulatory and legal obligations including the AIM Rules and the Market Abuse Regime.

In accordance with the terms of Resolution 5, such authority, unless previously revoked or renewed will expire at the next annual general meeting of the Company.

The Board recommends that Resolution 5 be approved by the Shareholders.

#### **Resolution 6 – Electronic Communication to Shareholders**

The Company is seeking to send and supply documents or information generally (such as annual accounts and reports, notices of general meetings, forms of proxy, etc.) (“Shareholder Information”) to shareholders by making such Shareholder Information available electronically via the Company’s website (the “Website” being <http://www.fireingplc.com>), rather than by post or other approved means.

In order to be able to send and supply Shareholder Information to shareholders in this manner, it has to be approved by shareholders in a general meeting and the Company is required to ask shareholders individually to consent to receive Shareholder Information via the Website. Your approval and consent will help the Company to reduce the costs in terms of administration, printing and postage and the impact on the environment through the reduced consumption of paper and inks, whilst still providing you with electronic access to the latest Shareholder Information. Please note that there may be circumstances in which the Company may need to send Shareholder Information to you in “hard copy” form rather than by Website publication, in which case the Company reserves the right to do so.

**Accordingly, this letter requests your individual consent to receive Shareholder Information by means of publication on the Website. Please note that if we do not receive a response from you by the date of the AGM you will be deemed to have agreed that the Company may supply Shareholder Information to you via the Website. If you agree to the Company sending or supplying documents or information via the Website, you do not need to take any further action.**

We will notify you when new Shareholder Information is available on the Website. This notification will include the address of the Website, the place on the Website where the Shareholder Information may be accessed and details of how to access the Shareholder Information. We will provide this notification to you by post sent to your registered address or, if you would prefer, by email alert. In the latter case,

please register your email address at the website of our Registrar, Computershare Investor Services Plc. If you would like to continue to receive Shareholder Information by post rather than via the Website, you should complete the enclosed Electronics Communications Reply Form and return it to Computershare/the Company at Computershare Investors Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY by 21 July 2022 1:00 p.m. Should you wish in future to change your choice of how you receive Shareholder Information, you may do so at any time by writing to the Company. In addition, you may request any Website-published Shareholder Information in hard copy form at any time from the Company.

**3. General Information on the Meeting**

Resolutions 1-4 and 6 are being proposed as ordinary resolutions. To be effective, such resolutions must be approved by a simple majority of the votes cast at the Meeting. With respect to Resolution 5, to be effective they must be approved by a special majority of not less than 75%.

**4. Action to be taken by Shareholders**

Shareholders are requested to complete, sign and return their Form of Proxy to Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. The Form of Proxy must be returned as soon as possible but, in any event, so as to arrive no later than 1.00 p.m. on 22 July 2022.

Holders of depositary interests are requested to complete, sign and return their Form of Instruction appointing Computershare Company Nominees Limited (the "Custodian") to vote the underlying Ordinary Shares on their behalf at the Meeting of Shareholders to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, England as soon as possible but, in any event, so as to arrive no later than 1.00 p.m. BST on 21 July 2022.

**Your vote matters. Please vote your shares by appointing the Chairman of the Company as your proxy. You can vote by returning the proxy instruction that you received with this document. ONLY THE CHAIRMAN CAN BE APPOINTED AS YOUR PROXY FOR THIS PARTICULAR MEETING AND IN ADDITION SHAREHOLDERS CANNOT ATTEND THIS MEETING IN PERSON.**

**5. Board Recommendation**

The Board considers that each of the Resolutions is in the best interest of the Company and they unanimously recommend to the Shareholders that they should vote in favour of each of them as they intend to do so in respect of their own beneficial holdings of Ordinary Shares where permitted representing at the date of this letter approximately 18.6% of the issued Ordinary Shares of the Company.

Yours faithfully



**Youval Rasin**

**Chairman**

# **Firering Strategic Minerals plc**

*(Incorporated and registered in Cyprus with registered number HE 210981)*

## **Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting of the Company will be held at Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW on 26 July 2022 at 10.00a.m. and at any adjournment thereof to consider, and, if thought fit, pass the following Resolutions. Resolutions 1 to 4 and 6 are proposed as ordinary resolutions and resolution 5 is proposed as special resolutions.

### **RESOLUTIONS**

1. To receive and adopt the audited accounts for the financial period ended 31 December 2021, together with the Report of the Directors and the auditors thereon.
2. To re-elect Youval Rasin, as a Director of the Company.
3. To re-elect Yuval Cohen, as a Director of the Company.
4. To re-appoint Kost Forer Gabbay & Kasierer (a member of Ernst & Young Global) as auditors to the Company, to hold office until the conclusion of the next annual general meeting and to authorise the Directors to determine their remuneration.
5. The Directors be unconditionally authorised pursuant to the provisions of 60B(5) and 59A of the Cyprus Companies Law, Cap. 113, as amended (the "Companies Law") in substitution for all previous powers granted to them, to allot shares in the Company ("Shares") or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") as if Section 60B of the Companies Law did not apply to such allotment provided that this power shall be limited to:
  - (i) up to an aggregate of 4,344,268 ordinary shares in the capital of the Company in connection with the grant to directors, employees, consultants or advisers of the Company and its subsidiaries, options to subscribe for ordinary shares, at a minimum exercise price of the mid-market closing price on AIM of an ordinary share of the Company on the trading day immediately preceding the date of grant; and
  - (ii) (otherwise than pursuant to sub-paragraph (i) above), up to an aggregate of 21,721,340 ordinary shares in the capital of the Company provided that the issue price is not more than a 20% discounted price to the volume weighted average mid-market closing price on AIM of an ordinary share of the Company for the ten trading days immediately preceding the issue or the grant and the issue of such Shares is subject to compliance with, and obtaining any requisite approvals required by, the rules of AIM;

and such authority shall, unless previously revoked or varied by the Company in a shareholder meeting, expire at the conclusion of the next annual general meeting of the Company provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

6. That the Company may send or supply documents or information to its shareholders by making them available on a website as notified by the Company.

**By Order of the Board**

**Youval Rasin**  
**Chairman**

**28 June 2022**  
**Registered Office**

38 Agias Fylaxeos  
Nicolas Court,  
First Floor, Office 101  
P.C. 3025  
Limassol, Cyprus

#### NOTES

- (i) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. Only the chairman can be appointed as a proxy for this particular meeting and in addition shareholders cannot attend this meeting in person.
- (ii) A Form of Proxy is enclosed with this Notice for use in connection with this business set out above. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by not later than 48 business hours prior to the time fixed for the Meeting.
- (iii) A Form of Instruction to appoint the Custodian to vote on behalf of the holders of Depositary Interests is enclosed with this Notice for use in connection with the business set out above. To be valid, Forms of Instruction and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, England by not later than 72 business hours prior to the time fixed for the Meeting.
- (iv) In the case of joint holders of Ordinary Shares, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
- (v) To be entitled to vote at the Meeting (and for the purpose of the determination by the Company of the votes they may cast), a member of the Company must be entered in the register of members of the Company at by 1.00 p.m. on 21 July 2022.
- (vi) As at the close of business on 28 June 2022, the Company's ordinary issued share capital comprised 86,885,360 shares of par value €0.001 each. Each ordinary share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 86,885,360.