

**MERIDIAN MINING UK SOCIETAS**  
**(formerly, Meridian Mining S.E.)**  
6<sup>th</sup> Floor, 65 Gresham Street  
London  
EC2V 7NQ  
United Kingdom  
Tel: 778 715 6410  
www.meridianmining.co

**NOTICE OF THE GENERAL MEETING OF SHAREHOLDERS**

TAKE NOTICE that a general meeting of shareholders (the “**Meeting**”) of Meridian Mining UK Societas (formerly, Meridian Mining S.E.) (the “**Company**”) will be held at Second Floor – 201 Bishopsgate, London, United Kingdom, on Friday, December 30, 2022 at 9:00 am (London, UK time).

The Meeting will be held to consider the following, and, if thought fit, pass resolution 1, which will be proposed as an ordinary resolution of the Company (requiring more than 50 per cent of the votes cast in favour of the resolution in order for it to be passed) and resolution 2 which will be proposed as special resolution of the Company (requiring at least 75 per cent of the votes cast in favour of the resolution in order for it to be passed).

1. To authorize the Board generally and unconditionally to allot shares in the capital of the Company or grant rights to subscribe for or convert any security into shares in the Company (“**Rights**”) in accordance with Statute 5.5 of the statutes of the Company (the “**Statutes**”), up to an aggregate nominal amount of €1,000,000 (which equates to 100,000,000 ordinary (common) shares), such authority to expire, unless sooner revoked or altered by the Company in general meeting, at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on June 30, 2023 and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of this authority and the directors may allot shares or grant Rights in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

This resolution revokes and replaces all other authorities conferred on the directors prior to the date of passing of this resolution to allot equity securities save to the extent that such authorities have been utilized or agreed to be utilized.

*(voting – ordinary resolution)*

2. To, subject to the passing of resolution number 1, empower the Board in accordance with Statute 5.5 of the Company’s Statutes to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by resolution number 1 as if Section 561 of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of €1,000,000 (which equates to 100,000,000 ordinary (common) shares) and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on June 30, 2023 and provided further that the Company may before the expiry of this power make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this power and the directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560 (3) of the Companies Act 2006 as if in the first paragraph of this resolution the words “pursuant to the authority conferred by resolution number 1” were omitted.

This resolution revokes and replaces all other powers conferred on the directors prior to the date of passing of this resolution to allot equity securities or sell treasury shares as if Section 561 of the Companies Act 2006 did not apply save to the extent that such powers have been utilized or agreed to be utilized.

*(voting – special resolution)*

The Board has determined that the persons entitled to attend and vote at the Meeting shall be persons who are registered in the Company’s shareholders register or the records maintained by the Company’s registrar Computershare Investor Services Inc. (“**Computershare**”) (the “**Entitled Shareholders**”). For purposes of National Instrument 54-101 of the Canadian Securities Administrators, the Board has fixed December 2, 2022 as the record date for the determination of registered and non-registered shareholders entitled to notice of and to vote at the Meeting and any adjournment or postponement thereof.

The Board requests that all Entitled Shareholders who will not be attending the Meeting in person to read, date and sign the accompanying instrument of proxy and deliver it to Computershare. To be effective, the instrument of proxy must be deposited with Computershare, Attention: Proxy Department, 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, by 9:00 am (London, UK time) on or before Wednesday, December 28, 2022 (or before 48 hours, excluding Saturdays, Sundays and bank holidays before any adjournment of the meeting at which the proxy is to be used).

If you are an unregistered shareholder of the Company and received these materials through your broker or another intermediary, please complete and return the form of proxy provided to you by such broker or through another intermediary, in accordance with the instructions provided.

**An Entitled Shareholder may appoint a proxy holder to attend and vote in its stead. If you are unable to attend the Meeting in person, please read the notes accompanying the instrument of proxy enclosed and then complete and return the instrument of proxy within the time set out in the notes. As set out in the notes, the enclosed instrument of proxy is solicited by management of the Company, but you may amend it, if you so desire, by inserting in the space provided the name of the person you wish to represent you at the Meeting.**

An information circular and a form of proxy accompany this notice.

**DATED** at London, United Kingdom, this 2<sup>nd</sup> day of December, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) “*Gilbert Clark*”

**Gilbert Clark**  
Executive Chairman

**MERIDIAN MINING UK SOCIETAS  
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**SOLICITATION OF PROXIES**

This information circular (the “**Information Circular**”) serves as explanatory notes to the accompanying notice of the general meeting of shareholders (the “**Notice of Meeting**”) and is furnished in connection with the solicitation of proxies by the management of Meridian Mining UK Societas (formerly, Meridian Mining S.E.) (the “**Company**”) for use at the general meeting of shareholders (the “**Meeting**”) of the Company to be held at Second Floor – 201 Bishopsgate, London, United Kingdom, on Friday, December 30, 2022 at 9:00 am (London, UK time).

Information contained herein is given as of December 2, 2022 unless specifically stated otherwise.

Capitalized terms used but not defined herein shall have the meaning given thereto in the Notice of Meeting.

These security holder materials are being sent to both registered and non-registered shareholder of the Company. If you are a non-registered shareholder of the Company, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of Shares, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

The Company encourages shareholders not to attend the Meeting in person if experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing. The Company may take additional precautionary measures in relation to the Meeting in response to further developments in the COVID-19 outbreak. As always, shareholders are encouraged to vote on the matters before the Meeting by proxy. Shareholders may submit questions to management ahead of the Meeting via email to [info@meridianmining.net.br](mailto:info@meridianmining.net.br).

**IDENTIFICATION**

Entitled Shareholders and their proxy holders can be asked to identify themselves when attending the Meeting. All attendees of the Meeting are therefore requested to bring identification (for instance a passport or a driving license) to the Meeting.

**PERSONS OR COMPANIES MAKING THE SOLICITATION**

The enclosed instrument of proxy is solicited by management of the Company. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders’ nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the instrument of proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne

by the Company. None of the directors of the Company have advised management in writing that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

## APPOINTMENT AND REVOCATION OF PROXIES

The individuals named in the accompanying form of proxy are Gilbert Clark, Executive Chairman of the Company and James McLucas, Manager - Corporate Development of the Company. **An Entitled Shareholder has the right to appoint one or more persons, who need not be a shareholder, to attend and act for the shareholder and vote on the shareholder's behalf at the Meeting other than either of the persons designated in the accompanying form of proxy, and may do so either by inserting the name of that other person in the blank space provided in the form of proxy or by completing another suitable form of proxy. To appoint more than one proxy, Entitled Shareholders must complete a proxy form for each appointment clearly stating on each proxy form the number of shares in relation to which the proxy is appointed.**

Entitled Shareholders are requested to date, sign and return the accompanying form(s) of proxy for use at the Meeting if they are not able to attend the meeting personally. To be effective, forms of proxy must be received by the Company's registrar and transfer agent, Computershare Investor Services Inc. ("**Computershare**"), no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting (namely, 9:00 am (London, UK time) on or before Wednesday, December 28, 2022) at which the proxy is to be used. Proxies delivered by regular mail should be addressed to Computershare, 9<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department. Proxies delivered by facsimile must be sent to Computershare, Attention: Proxy Department, at (416) 263-9524 or toll free at 1 (866) 249-7775. To vote by Internet, visit the website address shown on the form of proxy provided. Follow the online voting instructions given to you and vote over the Internet referring to your holder account number and proxy access number provided on the form of proxy that was delivered to you.

All non-registered shareholders who receive these materials through a broker or other intermediary should complete and return the materials in accordance with the instructions provided to them by their broker or other intermediary.

An Entitled Shareholder who has given a proxy may revoke it by an instrument in writing duly executed and delivered either to Computershare or to the registered office of the Company at any time up to and including the time of the Meeting or, if the Meeting is adjourned, that precedes any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or of any reconvening thereof, or in any other manner provided by law. A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

Appointment of a proxy does not preclude Entitled Shareholders from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

## APPOINTMENT OF CORPORATE REPRESENTATIVES

A corporation which is an Entitled Shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

## NON-REGISTERED HOLDERS

These security holder materials are being sent to both registered and nonregistered shareholders of the Company. If you are a nonregistered shareholder, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding Shares on your behalf.

Most shareholders of the Company are “non-registered” shareholders because the Shares they hold are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they acquired the Shares. More particularly, a person is not a registered shareholder in respect of Shares which are held on behalf of that person (the “**Non-Registered Holder**”) but which are registered either: (a) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and directors or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“**CDS**”)) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 (“**NI 54-101**”) of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, Information Circular and form of proxy (collectively, the “**Meeting Materials**”) to Broadridge Financial Solutions, Inc. (“**Broadridge**”). As a result, non-objecting beneficial holders can expect to receive a voting instruction form from Broadridge. These voting instruction forms are to be completed and returned to Broadridge by mail in the envelope provided. The Company will not be paying for Intermediaries to deliver to “objecting beneficial holders” (“**OBOs**” as defined in NI 54-101), OBOs (who have not otherwise waived their right to receive proxy-related materials) copies of the proxy-related materials and related documents. Accordingly, an OBO will not receive copies of the Meeting Materials unless the OBO’s intermediary assumes the costs of delivery.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders.

Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will receive either a voting instruction form or, less frequently, a form of proxy. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

- (a) **Voting Instruction Form.** In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “proxy authorization form”) which the Intermediary must follow. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder’s behalf), the voting instruction form must be completed, signed and returned in accordance with the directions on the form. Voting instruction forms in some cases permit the completion of the voting instruction form by telephone or through the Internet. If a Non-Registered Holder wishes

to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the Non-Registered Holder must strike out the names of the persons named in the form and insert the Non-Registered Holder's (or such other person's) name in the blank space provided and complete, sign and return the voting instruction form in accordance with the directions provided. A form of proxy giving the right to attend and vote will then be forwarded to the Non-Registered Holder.

- (b) **Form of Proxy.** Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the Non-Registered Holder must complete the form of proxy and deposit it with Computershare as provided above. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the Non-Registered Holder must strike out the names of the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the management proxy nominees named in the form and insert the Non-Registered Holder's name in the blank space provided. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

#### EXERCISE OF DISCRETION

The nominees named in the enclosed form of proxy will vote or withhold from voting the Shares represented thereby in accordance with the instructions of the shareholder on any ballot that may be called for. If a shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. The proxy will confer discretionary authority on the nominees named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified; and
- (b) any other matter, including amendments to any of the foregoing, as may properly come before the Meeting or any adjournment thereof.

**In respect of a matter for which a choice is not specified in the proxy, or unless otherwise provided in the proxy, the nominees named in the accompanying form of proxy will vote the Shares represented by the proxy for the approval of such matter.**

As of the date of this Information Circular, management of the Company knows of no amendment, variation or other matter that may come before the Meeting, but if any amendment, variation or other matter properly comes before the Meeting each nominee intends to vote thereon in accordance with the nominee's best judgement.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As of December 2, 2022, the Company had an issued share capital 182,784,156 Shares. Each Share carries the right to one vote at the Meeting. At a general meeting of shareholders of the Company every Entitled Shareholder shall have one vote for each share held as per the record date of December 2, 2022.

Only Entitled Shareholders, who either personally attend the Meeting or who complete and deliver an instrument of proxy in the manner set out in the Information Circular will be entitled to have their Shares voted at the Meeting. Resolution 1 will be proposed as ordinary resolution of the Company (requiring more than 50 per cent (50%) of the votes cast in favour of the resolution in order for it to be passed) and resolution 2 will be proposed as special resolution of the Company (requiring at least 75 per cent (75%) of the votes cast in favour of the resolution in order for it to be passed).

To the knowledge of the directors and executive officers of the Company, as of December 2, 2022, the only person or company that beneficially owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the voting rights attached to all issued and outstanding Shares of the Company is as follows:

Shareholder	Number of Shares	Percentage of Issued Capital
Henry James Macfarlane Maxey	28,915,000	15.82%

## INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Information Circular, none of the directors or executive officers of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, none of the following persons has any material interest, direct or indirect, in any transactions since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries:

- (a) any informed person of the Company; or
- (b) any associate or affiliate of any of the foregoing persons.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### 1. Allotment of shares

It is proposed to authorize the Board to allot shares in the capital of the Company or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of €1,000,000 (which equates to 100,000,000 ordinary (common) shares). This authority will expire on June 30, 2023 or at the conclusion of the next annual general meeting, whichever is the earlier.

The Company is aggressively exploring its mineral projects in Brazil which requires it to be in a position to access capital markets in an efficient manner as market conditions permit to raise additional capital for exploration programs. The Company may issue additional equity securities for this purpose.

On November 28, 2022, the Company announced a best efforts private placement in Canada pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – Prospectus Exemptions of the Canadian Securities Administrators. The Company will issue a minimum of 9,286,000 Shares and a maximum of up to 18,857,143 Shares pursuant to the offering.

### 2. Allotment of Shares for cash, disapplying pre-emption rights

It is proposed to empower the Board to issue equity securities for cash on a non-pre-emptive basis up to an aggregate nominal amount of €1,000,000 (which equates to 100,000,000 ordinary (common) shares). This power will expire on June 30, 2023 or at the conclusion of the next annual general meeting, whichever is the earlier.

The Company is aggressively exploring its mineral projects in Brazil which requires it to be in a position to access capital markets in an efficient manner as market conditions permit to raise additional capital for exploration programs. The Company may issue additional equity securities for this purpose.

On November 28, 2022, the Company announced a best efforts private placement in Canada pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – Prospectus Exemptions of the Canadian Securities Administrators. The Company will issue a minimum of 9,286,000 Shares and a maximum of up to 18,857,143 Shares pursuant to the offering.

## BOARD APPROVAL

The contents of this Information Circular have been approved and its mailing has been authorized by the board of directors of the Company.

**DATED** at London, United Kingdom, this 2<sup>nd</sup> day of December, 2022.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) “*Gilbert Clark*”

**Gilbert Clark**  
Executive Chairman