

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to take, you should seek your own advice from a stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or another appropriately authorised independent adviser if you are in a territory outside the United Kingdom. If you have sold or transferred all your shares in Wentworth Resources plc, please forward this document at once to the person to whom the sale or transfer was made, for transmission to the purchaser or transferee. If you have sold or otherwise transferred part of your holding of shares in Wentworth Resources plc, please contact your stockbroker, bank manager, solicitor, accountant or other agent as soon as possible.



WENTWORTH RESOURCES PLC

(a company incorporated under the Companies (Jersey) Law 1991 with company number 127571)

NOTICE OF 2023 ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of Wentworth Resources plc (the "Company") to be held at the offices of Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London E1 6PW at **10 a.m. on 15 December 2023** is set out in this document. **We strongly encourage you to submit a proxy in advance of the meeting, in accordance with the instructions set out in this document, whether or not you intend to, or are ultimately able to, attend in person.**

Action to be taken

If you would like to vote on the resolutions set out in the Notice please appoint a proxy or proxies:

- a) by using the link www.signalshares.com; or
- b) (if you are a CREST member) using the CREST electronic proxy appointment service; or
- c) if you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform; or
- d) by requesting a hard copy form of proxy from the registrars.

In order for your vote to be counted at the Annual General Meeting you must appoint a proxy or proxies by 10 a.m. on 13 December 2023.

Please see the Notes to the Notice of the Annual General Meeting at the end of this document for more detailed information on how to vote by proxy or request a hard copy proxy form (where applicable) in respect of your shares.

WENTWORTH RESOURCES PLC

(a company incorporated under the Companies (Jersey) Law 1991 with company number 127571)

LETTER FROM THE CHAIR

Directors:

Tim Bushell (Chair)

Iain McLaren

Juliet Kairuki

Katherine Roe

Registered Office

4th Floor St Paul's Gate

22-24 New Street

St Helier

Jersey JE1 4TR

16 November 2023

Dear Shareholder

2023 Annual General Meeting (the "AGM") of Wentworth Resources plc (the "Company")

I am pleased to send you details of the 2023 AGM of the Company which will be held at the offices of our English legal advisers, Ashurst LLP, at London Fruit & Wool Exchange, 1 Duval Square, London E1 6PW at **10 a.m.** on **15 December 2023**. Attached to this letter is the formal notice for the purposes of convening the AGM (the "**Notice**"), and this letter gives further details on the matters to be considered at the AGM. Please note that the following summary of the resolutions to be proposed at the AGM does not contain full details of the proposed resolutions. Full details of the proposed resolutions can be found in the Notice.

The Board recognises that the AGM represents an opportunity to engage with shareholders and provides a forum that enables shareholders to ask questions of the Board and therefore I am delighted to confirm that, following the formal business of the AGM, there will be a presentation to shareholders by the Board which the Company will provide access to on the platform provided by Investor Meet Company. Questions can be submitted pre-event via your Investor Meet Company dashboard up until 9 a.m. the day before the meeting or at any time during the live presentation.

PLEASE NOTE THAT ATTENDANCE AT THE PRESENTATION TO SHAREHOLDERS THROUGH THE INVESTOR MEET COMPANY PLATFORM DOES NOT MAKE YOU LEGALLY PRESENT AT THE AGM OR FORM PART OF THE QUORUM AND ACCORDINGLY YOU ARE STRONGLY ENCOURAGED TO APPOINT A PROXY OR PROXIES IN ONE OF THE MANNERS DESCRIBED UNDER "ACTION TO BE TAKEN" BELOW. IT WILL NOT BE POSSIBLE FOR YOU TO CAST ANY VOTE VIA THE INVESTOR MEET COMPANY PLATFORM.

Shareholders who wish to access the presentation to shareholders should register for the event in advance via the following link: www.investormeetcompany.com/wentworth-resources-plc/register-investor.

Resolutions to be considered at the AGM

At the AGM, shareholders will be asked to approve 8 resolutions as detailed below. Resolutions 1 to 6 are proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, a majority of the votes cast must be in favour. Resolutions 7 & 8 are proposed as special resolutions. This means that, for each of those resolutions to be passed, at least a two-thirds majority of the votes cast must be in favour.

Resolution 1: Annual Report

In accordance with the Companies (Jersey) Law 1991 (as amended) (the "Companies Law"), the Company's annual accounts must be laid before a general meeting of the Company together with any auditor's report on them. Those to be presented at the AGM are for the year ended 31 December 2022 (the "Report and Accounts 2022") and are available on the Company's website (www.wentplc.com).

Resolution 2: Report on Directors' Remuneration

This resolution provides shareholders with the opportunity to cast an advisory vote on the application of the Company's Remuneration Policy by the Company's Remuneration Committee in the 2022 financial year. The report is set out on pages 43 - 47 of the Report and Accounts 2022.

Resolution 3: Re-Appointment of Directors

In accordance with the Articles of Association of the Company (the “Articles”), one-third of the directors (or, if their number is not three or a multiple of three, the nearest number to one-third) must retire at each AGM; but if any director has been in office for three years or more since his or her last appointment or re-appointment, he or she shall retire at that AGM.

There are presently four directors on the Board, of which: (a) Katherine Roe was last re-appointed by shareholders at the annual general meeting of the company held in 2020; (b) Tim Bushell was last re-appointed by shareholders at the annual general meeting of the Company held in 2021; and (c) Iain McLaren and Juliet Kairuki were last re-appointed by shareholders at the last annual general meeting of the Company held on 22 June 2022 (the “2022 AGM”).

Accordingly, Katherine Roe will retire at the meeting and has indicated her willingness to offer herself for re-election. A short biography for her is contained in the Report and Accounts 2022 and is also available on the Company’s website (www.wentplc.com).

Resolutions 4 and 5: Re-Appointment and Remuneration of Auditors

In accordance with the Companies Law, the Company is required to appoint an auditor at each AGM of the Company to hold office from the conclusion of that meeting to the conclusion of the next AGM. It is proposed that KPMG LLP be re-appointed to hold office until the conclusion of the next AGM, and that the directors be authorised to determine their remuneration.

Resolution 6: Authority to Allot Shares

The Company is seeking the flexibility to issue or grant options over or otherwise dispose of shares in the capital of the Company (“Ordinary Shares”) and other relevant securities of the Company. In accordance with Article 3 (Authority to Allot) of the Articles, the directors must be given authority by ordinary resolution to exercise all the powers of the Company to allot Ordinary Shares. The purpose of this Resolution, which is in two parts, is to re-introduce the authorities previously granted at the 2022 AGM (now expired) and the combined effect of this Resolution and the next Resolution (Disapplication of Pre-Emption Rights) is set out in the summary of Resolution 7 below.

The number of Ordinary Shares (i.e., 59,650,699) referred to in each part of this Resolution is equal to approx. one-third of the issued voting share capital of the Company (so, in total two-thirds). This authority will expire at the end of the next AGM of the Company or 15 months after that resolution is passed, whichever is earlier, and it is the directors’ intention to seek renewals and/or further authorities to allot in subsequent AGMs of the Company.

Resolution 7: Disapplication of Pre-Emption Rights

Under the Articles, where new Ordinary Shares are proposed to be issued for cash, they must first be offered to existing shareholders in proportion to their existing holdings. There may be occasions, however, where the directors may need the flexibility to issue Ordinary Shares without a fully pre-emptive offer in order to take advantage of business opportunities as they arise. In accordance with the resolutions passed at the 2022 AGM, the directors are requesting authority to make certain allotments for cash as if the pre-emption rights set out in the Articles did not apply to such allotments. The equivalent authority granted at the 2022 AGM has expired (i.e., since the date falling 15 months following the 2022 AGM). To re-introduce this flexibility, Resolution 7 seeks authority to the directors to allot 8,947,605 Ordinary Shares in the Company (equal to approx. 5% of the issued voting share capital) for cash as if the pre-emption rights set out in the Articles did not apply to such allotment.

The combined effect of Resolutions 6 and 7 is that, if passed, the directors will be empowered to allot for cash:

- a) up to 8,947,605 shares (equal to approx. 5% of the issued voting share capital) for any purpose free of all pre-emption rights; and
- b) up to 59,650,699 shares (equal to approx. one-third of the issued voting share capital) without application of the specific pre-emption procedure set out in Article 4 (Pre-Emptive Rights) of the Articles, provided that this is by way of any form of “pre-emptive issue” (as defined in the Articles; see below for a summary); and
- c) up to 59,650,699 shares (equal to approx. one-third of the issued voting share capital) again without application of the specific pre-emption procedure set out in Article 4 (Pre-Emptive Rights) of the Articles, provided that this is by way of a “pre-emptive issue” which is structured as a rights issue (and not any other form of transaction).

Under the Articles, “pre-emptive issue” means, in summary, an offer of Ordinary Shares to existing shareholders in proportion to their existing holdings (as nearly as practicable) – whether by way of rights issue, open offer or otherwise.

In relation to an allotment for cash free of all pre-emption rights (i.e. paragraph a) above) the Directors are not seeking the maximum authority permitted under the Pre-Emption Group’s Statement of Principles (as revised in 2022) which permit authority to be given to issue shares for cash on a non-pre-emptive basis of up to: i) 10% of a company’s issued ordinary share capital on an unrestricted basis; and ii) an additional 10%, provided that the directors confirm that they intend to use the additional 10% authority only in connection with an acquisition or specified capital investment. In both cases, a further authority of up to 2% of ordinary issued share capital can be sought but this can only be used for a “follow-on-offer” to existing shareholders not allocated shares under an issue made under either i) or ii) above. Notwithstanding the Pre-Emption Group’s Statement of Principles, the Company has sought to limit this authority to 5% of the issued share capital of the Company in line with the approach taken in previous years.

Additionally, and in line with previous AGMs, the Company has also sought to limit part of the authority (the one-third basket referred to at paragraph c) above) to rights issues only, notwithstanding that a more flexible position would be permitted under the Articles and the latest Share Capital Management Guidelines issued by the Investment Association in 2023.

Resolution 8: Approval of market purchase of shares

This resolution, if passed, will allow the Company to purchase up to 17,895,209 Ordinary Shares, representing approximately 10% of the issued voting share capital of the Company. The maximum price for such a purchase is 105% of the average of the closing middle market price for a share as derived from the AIM appendix to the London Stock Exchange Daily Official List for the five business days immediately prior to the date the shares are contracted to be purchased or, if higher, an amount equal to the higher of the price of the last independent trade of a share and the highest current independent bid for a share as derived from the London Stock Exchange Trading System (SETS). If given, this authority will expire at the end of the next AGM of the Company or 15 months after the date the resolution was passed, whichever is earlier.

The directors have no current intention to exercise the authority sought under this resolution but consider the authority desirable to provide maximum flexibility in the management of the Company’s capital base. The Companies Law permits the Company to hold any shares purchased by it as treasury shares as an alternative to immediately cancelling them. If the Company purchases any of its shares and holds them as treasury shares, the Company may sell these shares (or any of them) for cash or transfer these shares (or any of them) for the purposes of or pursuant to an employee share plan, cancel these shares (or any of them) or continue to hold them as treasury shares. Holding these shares as treasury shares gives the Company the ability to reissue them quickly and cost-effectively and provides additional flexibility in the management of the Company’s capital base. No distributions will be paid on, and no voting rights will be exercised in respect of, shares held as treasury shares. Shares will only be held in treasury as an alternative to immediate cancellation where there are known upcoming obligations in respect of an employee share plan. If no such known obligations exist, the purchased shares shall be cancelled.

Dividend

In light of the proposed acquisition by Maurel & Prom (“M&P”) of the Company (the “Acquisition”), the directors are not recommending a final dividend to be approved at this year’s Annual General Meeting. As noted in the announcement by the Company made on 13 November 2023, if any dividend, distribution or other return of value in respect of the shares is declared, paid, made or becomes payable prior to the completion of the Acquisition, M&P has the right pursuant to the agreed terms of the Acquisition to reduce the consideration payable for each share under the terms of the Acquisition by the amount per share of such dividend, distribution or other return of value.

Further, as a result of the “no increase” statement made by M&P in its announcement on 20 February 2023, which prevents M&P from improving the financial terms of the Acquisition (other than in the specific circumstances set out in that announcement), this is a right which M&P must exercise under the Takeover Code.

As a result of this, the Board is not proposing to declare, pay or make any dividend, distribution or other return of capital in respect of shares unless and until the Acquisition lapses.

As soon as practicable after the long stop date of the Acquisition (being 31 December 2023), or should the Acquisition lapse prior, it is the Board's intention to consider as an immediate priority the declaration of a dividend (payable as an interim dividend so as to not require shareholder approval) representing the FY 2022 final dividend, the interim H1 2023 dividend plus an additional "special" dividend in recognition of both the strong performance of the Company and the patience and forbearance of all shareholders during the period since the announcement of the Acquisition, noting in particular, the time that has been taken up by discussions between M&P and Tanzanian stakeholders in relation to the conditions to the Acquisition. The Board is currently undertaking a full capital allocation analysis to determine the appropriate level of any return whilst ensuring sufficient liquidity and financial flexibility to meet its future commitments.

Recommendation

The directors consider that all the resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole. Accordingly, the directors unanimously recommend that you vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings in the Company.

Action to be taken

If you would like to vote on the resolutions set out in the Notice please appoint a proxy or proxies:

- a) by using the link www.signalshares.com; or
- b) (if you are a CREST member) using the CREST electronic proxy appointment service; or
- c) if you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform; or
- d) by requesting a hard copy form of proxy from the registrars.

Yours faithfully

Tim Bushell
Chair

WENTWORTH RESOURCES PLC

(a company incorporated under the Companies (Jersey) Law 1991 with company number 127571)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the Annual General Meeting of Wentworth Resources plc (the “Company”) will be held at the offices of Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London E1 6PW at **10 a.m.** on **15 December 2023** for the following purposes.

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following ordinary resolutions.

1. **THAT** the Company’s financial statements and accounts and the directors’ and auditors’ reports for the year ended 31 December 2022 be received.
2. **THAT** the directors’ remuneration report as set out in the Company’s financial statements and accounts be received.
3. **THAT** Katherine Roe be re-appointed as a director of the Company in accordance with Article 20 (Appointment and Retirement of Directors) of the Articles of Association of the Company.
4. **THAT** KPMG LLP be re-appointed as auditor of the Company to hold office until the conclusion of the next general meeting of the Company.
5. **THAT** the directors be authorised to determine the remuneration of the auditors of the Company.
6. **THAT** the directors of the Company be generally and unconditionally authorised in accordance with Article 3 (Authority to Allot) of the Articles of Association of the Company to exercise all the powers of the Company to allot, issue, convert any security into, grant options over or otherwise dispose of Equity Securities (as defined in the Articles of Association of the Company):
 - a) up to an aggregate number of 59,650,699 Equity Securities, being an aggregate amount equal to approx. one-third of the aggregate number of Equity Securities in issue as of 14 November 2023; and
 - b) up to an additional aggregate number of 59,650,699 Equity Securities, where such securities are offered by way of a pre-emptive issue (as defined in the Articles of Association of the Company, but for these purposes only where such pre-emptive issue is by way of a rights issue), being an aggregate amount equal to approx. one-third of the aggregate number of Equity Securities in issue as of 14 November 2023,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, provided that (unless previously revoked, varied or renewed) such authorities shall apply until the earlier of the end of the next annual general meeting of the Company after the passing of this resolution and 15 months after the passing of this resolution but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require Equity Securities to be allotted after the authority ends and the directors may allot Equity Securities under any such offer or agreement as if the authority had not ended.

SPECIAL RESOLUTIONS

To consider and, if thought fit, to pass the following special resolutions.

- 7. THAT** conditional on the passing of Resolution 6, the directors of the Company be generally and unconditionally authorised to allot Equity Securities for cash as if Article 4 (Pre-Emptive Rights) of the Articles of Association of the Company did not apply to any such allotment, such power to be limited to the general allotment of Equity Securities up to an aggregate number of 8,947,605 shares, being an aggregate amount equal to approx. 5 per cent. of the aggregate number of shares in issue as of 14 November 2023 (being the Non Pre-emptive Shares as defined in the Articles of Association of the Company), but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, provided that (unless previously revoked, varied or renewed) such authorities shall apply until the earlier of the end of the next annual general meeting of the Company after the passing of this resolution and 15 months after the passing of this resolution but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require Equity Securities to be allotted after the authority ends and the directors may allot Equity Securities under any such offer or agreement as if the authority had not ended.
- 8. THAT** pursuant to Article 2.4 (Purchase of Shares) of the Articles of Association of the Company and Article 57 (Power of company to purchase its own limited shares) of the Companies (Jersey) Law 1991 (as amended), the Company be and is generally and unconditionally authorised to make market purchases of shares, provided that:
- a) the maximum aggregate number of shares which may be purchased is 17,895,209;
 - b) the minimum price (excluding expenses) which may be paid for a share is £0.01; and
 - c) the maximum price (excluding expenses) which may be paid for a share shall be the higher of:
 - i. an amount equal to 105 per cent. of the average of the closing middle market price for a share as derived from the AIM appendix to the London Stock Exchange Daily Official List for the 5 business days immediately prior to the date the shares are contracted to be purchased; or
 - ii. an amount equal to the higher of the price of the last independent trade of a share and the highest current independent bid for a share as derived from the London Stock Exchange Trading System (SETS),

and for the purposes of Article 58A (Treasury Shares) of the Companies (Jersey) Law 1991 (as amended), the Company is authorised to hold any shares purchased pursuant to this resolution as treasury shares, provided further that (unless previously revoked, varied or renewed) such authorities shall apply until the earlier of the end of the next annual general meeting of the Company after the passing of this resolution and 15 months after the passing of this resolution save that the Company may enter into a contract to purchase shares before this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of shares pursuant to any such contract as if this authority had not expired.

By order of the board of directors of the Company

Sarah Jacobs, Company Secretary
On behalf of CFPro CoSec Ltd.

16 November 2023

Registered office

4th Floor, St Paul's Gate, 22-24 New Street, St Helier, Jersey JE1 4TR

NOTES TO THE NOTICE OF AGM

Voting Thresholds

1. For an ordinary resolution to be passed, a majority of the votes cast must be in favour of the resolution. For a special resolution to be passed, at least a two-thirds majority of the votes cast must be in favour of the resolution.
2. Each resolution will be decided by a show of hands, unless a poll is duly demanded in accordance with the Articles of Association of the Company.

Right to Attend and Vote

3. In accordance with Article 40(1) of the Companies (Uncertificated Securities) (Jersey) Order 1999, to be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 13 December 2023. Changes to the Register of Members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.

Appointment of Proxies: CREST Members and Shareholders Holding a Share Certificate

4. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy does not need to be a member of the Company but must attend the AGM to represent you.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
6. You can appoint a proxy to vote your shares in one of the following ways:
 - a) by logging on to www.signalshares.com and following the instructions;
 - b) you may request a hard copy form of proxy directly from our registrar, Link Group, via email at shareholderenquiries@linkgroup.co.uk or on 0371 664 0391 if calling from the United Kingdom, or +44 (0)371 664 0391 if calling from outside the United Kingdom. Calls are charged at the standard geographical rate and may vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales; or
 - c) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
 - d) if you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform (please refer to the notes below).

A proxy may only be appointed in accordance with the procedures set out in these notes and the other documents referenced or contained herein.

7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.

8. 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 of the AGM) by using the procedures described in the CREST Manual (available from: www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & International Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer’s agent (ID RA10) by 10.00 a.m. on 13 December 2023. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. 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. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in the Companies (Uncertificated Securities) (Jersey) Order 1999.

Proxymity Voting

9. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10.00 a.m. on 13 December 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Revocation

10. In order to revoke a proxy instruction you will need to inform the Company by either sending a signed hard copy notice or an electronic notice (each to be delivered or received not less than 48 hours before the start of the AGM) clearly stating your intention to revoke your proxy appointment to the same details as set out above.

Joint Holders

11. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company’s Register of Members in respect of the joint holding (the first named being the most senior).

Corporate Representatives

12. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares. A corporate representative may be required to produce a certified copy of the resolution or authorization appointing him/her before being permitted to exercise his/her powers.

Issued Share Capital and Voting Rights

13. As at 14 November 2023 (being the latest practicable business day prior to the publication of this Notice), the Company's issued voting share capital consists of 178,952,098 shares.

Virtual Attendance and Q&A

14. In order to ensure that shareholders are able to ask questions following the formal proceedings of the AGM the Company will provide access to an online audio and presentation link, accessible via the Company's online Investor Meet Company platform. Shareholders who wish to view the Shareholder Presentation should register for the event in advance via the following link: www.investormeetcompany.com/wentworth-resources-plc/register-investor

PLEASE NOTE THAT ATTENDANCE AT THE SHAREHOLDER PRESENTATION THROUGH THE LINK DOES NOT MAKE YOU LEGALLY PRESENT AT THE AGM OR FORM PART OF THE QUORUM AND YOU ARE NOT ABLE TO VOTE VIA THE INVESTOR MEET COMPANY PLATFORM ACCORDINGLY YOU ARE STRONGLY ENCOURAGED TO APPOINT A PROXY OR PROXIES IN ONE OF THE MANNERS DESCRIBED UNDER "ACTION TO BE TAKEN". IT WILL NOT BE POSSIBLE FOR YOU TO CAST ANY VOTE VIA THE INVESTOR MEET COMPANY PLATFORM.

The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

Communication

15. You may not use any electronic address provided in either this Notice or any related documents to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice can be found on the Company's website (www.wentplc.com).

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www.carbonbalancedpaper.com