



H O R I Z O N T E
M I N E R A L S

**HORIZONTE MINERALS PLC
NOTICE OF MEETING AND
MANAGEMENT INFORMATION
CIRCULAR WITH RESPECT TO
THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS TO BE HELD
ON 24 MAY 2023**

Dated 18 April 2023

NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the annual general meeting (the '**Meeting**') of the shareholders of Horizonte Minerals plc (the '**Company**') will be held at the offices of Horizonte Minerals plc, at Rex House, 4-12 Regent Street St James's, London, SW1Y 4RG, United Kingdom, on 24 May 2023 at 12:30 p.m. (London time). The business of the meeting will be to consider and if thought fit pass the following resolutions:

Ordinary resolutions

1. to receive and adopt the Directors' Report and Accounts for the year ended 31 December 2022, together with the Auditor's Report thereon;
2. to re-elect Dr Owen Bavinton as a director of the Company for the period between the date of this meeting and the date of the next Annual General Meeting;
3. to re-elect Mr Vincent Benoit as a director of the Company for the period between the date of this meeting and the date of the next Annual General Meeting;
4. to re-elect Dr Gillian Davidson as a director of the Company for the period between the date of this meeting and the date of the next Annual General Meeting;
5. to re-elect Mr William Fisher as a director of the Company for the period between the date of this meeting and the date of the next Annual General Meeting;
6. to re-elect Mr Jeremy Martin as a director of the Company for the period between the date of this meeting and the date of the next Annual General Meeting;
7. to appoint BDO LLP as auditor of the Company for the ensuing year and to authorise the Directors to fix their remuneration;
8. THAT the Directors of the Company be and are hereby generally and unconditionally authorised and empowered in accordance with Section 551 of the Companies Act 2006 (the '**Act**') to allot shares in the Company and grant rights to subscribe for, or convert any security into shares in the Company ('**Rights**'):
 - A. up to an aggregate nominal amount of £10,700,000 (such amount to be reduced by the nominal amount allotted or granted under paragraph (B) below in excess of such sum); and
 - B. comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £21,400,000 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with an offer by way of a rights issue:
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to expire (unless previously renewed, varied or revoked by the Company in General Meeting) at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution or, if earlier, 15 months after the date of this resolution, save that the Company may prior to such expiry make any offer or 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 notwithstanding the expiry of the authority given by this resolution. This resolution replaces all previous authorities of the Directors pursuant to Section 551 of the Act and they are hereby revoked but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities, and any director or officer of the Company be, and such director or officer of the Company hereby is authorised, instructed and empowered, acting for, in the name of and on behalf of the Company, to do or to cause to be done all such other acts and things in the opinion of such director or officer of the Company as may be necessary or desirable in order to fulfil the intent of this ordinary resolution.

Special resolutions

9. THAT, subject to and conditional upon the passing of resolution 8, the Directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560(1) of the Act) in the capital of the Company for cash pursuant to the authority conferred on them in accordance with Section 551 of the Act by resolution 8 as if Section 561(1) of the Act did not apply to such allotment provided that this power shall be limited:
- A. to the allotment of equity securities for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of resolution 8, by way of a rights issue only):
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities, as required by the rights of those securities or, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- B. to the allotment otherwise than pursuant to paragraph (A) above of equity securities up to an aggregate nominal amount of £10,700,000,

and shall expire at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution (or, if earlier, 15 months after the date of this resolution), save that the Company may prior to such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired, and any director or officer of the Company be, and such director or officer of the Company hereby is authorised, instructed and empowered, acting for, in the name of and on behalf of the Company, to do or to cause to be done all such other acts and things in the opinion of such director or officer of the Company as may be necessary or desirable in order to fulfil the intent of this special resolution.

18 April 2023

By order of the Board of Directors

Jeremy Martin

Chief Executive Officer

Registered Office: Rex House, 4-12 Regent Street St James's, London, SW1Y 4RG United Kingdom

Notes:

A shareholder of the Company (each a '**Shareholder**') may attend the Meeting in person or may be represented by one or more proxies provided each proxy is appointed to exercise rights attached to different shares. Members of the Company may not appoint more than one proxy to exercise rights attached to any one share. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to date, sign and return the accompanying Form of Proxy or VIF (as defined later), as applicable, for use at the Meeting or any adjournments or postponements thereof. In the case of a member which is a company, the Proxy Form must be executed under its common seal or signed on its behalf by an officer or attorney duly authorised. A proxy need not be a member of the Company. Completion and return of a Form of Proxy will not prevent a member from attending and voting at the Annual General Meeting in person should they wish to do so.

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

In the case of joint holders, 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 of the Company will be accepted to the exclusion of the other joint holders.

The following documents will be available for inspection at the registered office of the Company from the date of this notice until the time of the Annual General Meeting during normal business hours and at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting until its conclusion:

- (i) copies of the executive directors' service contracts; and
- (ii) copies of the letters of appointment of the non-executive directors.

Within Canada:

The record date for the determination of shareholders within Canada entitled to receive notice of and to vote at the Meeting or any adjournments or postponements thereof is 12 April 2023 (the '**Canadian Record Date**'). Such Canadian shareholders whose names have been entered in the register of members/shareholders at the close of business on the Canadian Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournments or postponements thereof. Such Canadian shareholders who become holders of record of shares of the Company after the Canadian Record Date and who wish to vote at the Meeting must make arrangements with the person(s) from whom they acquired the shares to direct how such shares are to be voted at the Meeting.

To be effective, the enclosed Form of Proxy as sent to Registered Holders must be mailed so as to reach or be deposited with Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 not later than seventy-two (72) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

Non-Registered Holders may register their vote either on-line through <http://www.proxyvote.com/> using the 16-digit control number that is indicated on the Voting Instruction Form ('VIF'), or by telephone voting – English 1-800-474-7493 or French 1-800-474-7501, or by mail using the business reply envelope provided. Forms of Proxy from Registered Holders or on-line, telephone or postal voting from Non-Registered Holders must be received not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

Outside of Canada:

Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001, the Company has specified that only the holders of Ordinary Shares registered in the register of members of the Company at 6.00 p.m. on the date which is two days prior to the AGM or any adjournment of it shall be entitled to attend and vote or appoint a proxy or proxies to attend and vote on their behalf at the Annual General Meeting or any adjourned Annual General Meeting. Entries on the register of members after 6.00 p.m. on that date shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

A Form of Proxy is enclosed with this document for use in relation to the Meeting. To be valid, the Form of Proxy must be completed in accordance with the instructions set out in the form and returned as soon as possible to the offices of our Registrars, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, so as to be received no later than 12:30 p.m. (London time) on 22 May 2023.

Alternatively, a proxy may be appointed electronically at www.eproxyappointment.com or if you hold shares in CREST, by using the CREST electronic proxy appointment service.

You may wish to register your proxy vote online; to do so, visit www.eproxyappointment.com. The Control Number, Shareholder Reference Number and PIN shown on the Form of Proxy will be required to complete the procedure. Details of the process for registering online are also set out in the Form of Proxy. The deadline for receipt of electronic proxies is 48 hours before the meeting. If you hold your ordinary shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction form so that it is received by Computershare (under CREST participant ID 3RAS0) by no later than 48 hours before the meeting. The time of receipt will be taken to be the time from which Computershare is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

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GENERAL INFORMATION RESPECTING THE MEETING

Solicitation of Proxies

This management information circular (the 'Circular') is furnished in connection with the solicitation of proxies by the management of Horizonte Minerals plc (the 'Company') for use at the annual general meeting (the 'Meeting') to be held at 12:30 p.m. (London time) on 24 May 2023 at the offices of Horizonte Minerals plc, Rex House, 4-12 Regent Street St James's, London, SW1Y 4RG, United Kingdom, for the purposes set forth in the accompanying Notice of Meeting. It is expected that the solicitation of proxies will be primarily by mail, however, proxies may also be solicited by the officers, directors and employees of the Company by telephone, electronic mail, facsimile or personally. These persons will receive no compensation for such solicitation other than their regular fees or salaries. The cost of soliciting proxies in connection with the Meeting will be borne directly by the Company.

Notwithstanding the following, the Chair at the Meeting has the discretion to accept Forms of Proxy or VIFs, as applicable, after such deadlines.

In this Circular, references to '£' are to British pounds sterling and references to "USD", "US\$" or "\$" is to United States dollar currency.

Unless otherwise stated, the information contained in this Circular is correct as of 18 April 2023.

Within Canada:

The board of directors of the Company (the 'Board') has fixed the close of business on 12 April 2023 as the record date (the 'Canadian Record Date'), being the date for the determination of the registered shareholders based in Canada entitled to receive notice of and to vote at the Meeting. Canadian shareholders who become holders of record of shares of the Company after the Canadian Record Date and who wish to vote at the Meeting must make arrangements with the person(s) from whom they acquired the shares to direct how such shares are to be voted at the Meeting.

The Board has resolved that duly completed and executed Forms of Proxy, as sent to Registered Holders, must be received by the Company's registrar and transfer agent, Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 not later than seventy-two (72) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

Non-Registered Holders may register their vote on-line through www.proxyvote.com using the 16-digit control number that is indicated on the VIF, or by telephone voting – English – 1-800-474-7493 or French 1-800-474-7501, or by mail using the business reply envelope provided. On-line, telephone or postal voting from Non-Registered Holders must be received not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

Outside of Canada:

The Board has resolved that duly completed and executed Forms of Proxy must be returned as soon as possible to the offices of our Registrars, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, so as to be received not later than 12:30 p.m. (London time) on 22 May 2023.

Voting of Proxies

The shares represented by the accompanying Form of Proxy (if same is properly executed and is received in accordance with the instructions set forth herein, prior to the time set for the Meeting or any adjournments or postponements thereof), will be voted at the Meeting, and, where a choice is specified in respect of any matter to be acted upon, will be voted or withheld from voting in accordance with the specification made. **In the absence of such specification, proxies in favour of the Chair of the meeting or management will be voted in favour of all resolutions described below. The enclosed Form of Proxy or VIF, as applicable, confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting.** At the time of printing of this Circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters that are not now known to management should properly come before the Meeting, the Form of Proxy or VIF, as applicable, will be voted on such matters in accordance with the best judgment of the named proxies.

Alternatively, a proxy may be appointed electronically at www.eproxyappointrnt.com or if you hold shares in CREST, by using the CREST electronic proxy appointment service.

You may wish to register your proxy vote online; to do so, visit www.eproxyappointrnt.com. The Control Number, Shareholder Reference Number and PIN shown on the Form of Proxy will be required to complete the procedure. Details of the process for registering online are also set out in the Form of Proxy. The deadline for receipt of electronic proxies is 48 hours before the meeting. If you hold your ordinary shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction form so that it is received by Computershare (under CREST participant ID 3RAS0) by no later than 48 hours before the meeting. The time of receipt will be taken to be the time from which Computershare is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

Appointment of Proxies

The persons named in the enclosed Form of Proxy are officers and/or directors of the Company. **A Shareholder desiring to appoint some other person, who need not be a Shareholder, to represent him or her at the Meeting, may do so by inserting such person's name in the blank space provided in the enclosed Form of Proxy or by completing another proper form of proxy and, in either case, depositing the completed and executed proxy in accordance with the instructions set out below.**

A Shareholder forwarding the enclosed Form of Proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The shares represented by the Form of Proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the Form of Proxy.

To be valid, a Form of Proxy must be executed by a Shareholder or a Shareholder's attorney duly authorised in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorised officer or attorney.

Revocation of Proxies

A proxy given pursuant to this solicitation may be revoked at any time prior to its use. A Shareholder who has given a proxy may revoke the proxy by:

- a. completing and signing a proxy bearing a later date and depositing it at the offices of Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or if the Shareholder is outside of Canada, at our Registrars, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland;
- b. depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney duly authorised in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorised officer or attorney either with Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 or at our Registrars, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, at any time up to and including the last Business Day preceding the day of the Meeting or any adjournments or postponements thereof or with the Chair of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournments or postponements thereof; or
- c. in any other manner permitted by law.

Such instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to such proxy.

Voting by Non-Registered Shareholders in Canada

Only registered shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Certain shareholders are 'non-registered' shareholders in Canada ('**Non-Registered Shareholders**') because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary ('**Intermediary**') that the Non-Registered Shareholder deals with in respect of the shares; or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant ('**Clearing Agency**'). In accordance with applicable securities law requirements, the Company will have distributed copies of the Notice of Meeting and Management Circular, VIF and a request card for annual and interim materials, as applicable (collectively, the '**Meeting Materials**') to the Clearing Agencies and Intermediaries for distribution to Non-Registered Shareholders.

Intermediaries and Clearing Agencies are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries and Clearing Agencies often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Non-Registered Shareholders who have not waived the right to receive Meeting Materials will be given a VIF **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions which the Intermediary must follow. Typically, the VIF will consist of a one-page pre-printed form. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ('**Broadridge**') in Canada. Broadridge typically prepares a machine-readable VIF, mails those forms to Non-Registered Shareholders and asks Non-Registered Shareholders to return the forms to Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. Sometimes, instead of the one-page pre-printed form, the VIF will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for this form of proxy to validly constitute a VIF, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company. **A Non-Registered Shareholder who receives a VIF cannot use that form to vote his or her shares at the Meeting.**

The purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the shares they beneficially own. Should a Non-Registered Shareholder who receives a VIF wish to vote at the Meeting, or any adjournments or postponements thereof, (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the VIF and insert the Non-Registered Shareholder or such other person's name in the blank space provided. **Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the VIF is to be delivered.**

A Non-Registered Shareholder may revoke a VIF or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a VIF or of a waiver of the right to receive Meeting Materials and to vote which is not received by the Intermediary at least seven days prior to the Meeting.

Voting Securities and Principal Holders of Voting Securities

As at the date hereof, the Company's issued share capital comprises 268,778,906 ordinary shares ('**Ordinary Shares**') of £0.20 each. Each Ordinary Share carries the right to one vote per share at all meetings of shareholders.

To the knowledge of the directors and executive officers of the Company, no person beneficially owns or exercises control or direction over, directly or indirectly, 10% or more of the outstanding Ordinary Shares as of the date of this Circular, with the exception of those set out in the table below.

Shareholder	Number of Ordinary Shares ⁽¹⁾⁽²⁾	Percentage of issued share capital ⁽¹⁾⁽²⁾
La Mancha	62,297,182	23.18%
Glencore	47,871,805	17.81%
Orion Resource Partners	28,292,291	10.53%

Notes:

1. As at 18 April 2023.
2. The information as to Ordinary Shares beneficially owned, controlled or directed, not being within the knowledge of the Company, has been obtained by the Company from publicly disclosed information and/or furnished by the shareholder listed above.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Company's approach to executive compensation has been to provide suitable compensation for executives that is internally equitable, externally competitive and reflects individual achievement. The Company attempts to maintain compensation arrangements that will attract and retain highly qualified individuals who are able and capable of carrying out the objectives of the Company.

The Company's compensation arrangements for the Named Executive Officers (as defined herein) may, in addition to salary, include compensation in the form of bonuses and, over a longer term, benefits arising from the grant of share options. In certain instances, contributions to pension and health benefit plans are also made, although these plans are not managed by the Company. Given the stage of development of the Company and the fact that it has not yet attained commercial production, compensation of the Named Executive Officers to date has emphasized salary and meaningful share option awards to attract and retain Named Executive Officers and to a certain extent, conserve cash. In the event that the Company achieves commercial production in the future, this policy may be re-evaluated to instead emphasize increased base salaries and cash bonuses with a reduced reliance on option awards.

The Named Executive Officers are entitled to receive a basic salary in each financial year. They are also entitled to a fee for their services as a member of the Board, if applicable. In addition, they are entitled to receive a performance related bonus payable subject to achieving certain targets at the discretion of the Remuneration Committee of the Board (the '**Remuneration Committee**'). They are also entitled to receive share options under the 2006 Scheme and/or the EMI Scheme (as defined below), or under standalone share option agreements.

The members of the Remuneration Committee and whether or not each member is independent is set out in the "*Statement of Corporate Governance*" below. The direct experience of the members of the Remuneration Committee in executive compensation is set out in "*Election of Directors*" below.

The compensation program of the Company is designed to reward such matters as mining and exploration success, market success, share performance, and the ability to implement strategic plans. The Remuneration Committee reviews the compensation of the Named Executive Officers on a yearly basis, having regard to such matters as what companies at a similar stage of development to the Company pay other executives occupying similar offices, the time and effort each officer is required to devote to the Company, the officer's success in developing strategic plans for the Company and the results of implementing the plans. The current overall objectives of the Company's compensation strategy are to reward management for their efforts, while seeking to conserve cash given current market conditions. With respect to any bonuses or incentive plan grants which may be awarded to executive officers in the future, the Company has not currently set any objective criteria and will instead rely upon any recommendations of the Remuneration Committee, and discussion at the Board level, with respect to these and any other matters which the Board may consider relevant on a going-forward basis, including the cash position of the Company.

Options are granted to executive officers by the Board, after the recommendation of the Remuneration Committee.

Existing options held by the Named Executive Officers at the time of subsequent option grants are taken into consideration in determining the quantum or terms of any such subsequent option grants. Options have been granted to directors, management, employees and certain service providers as long-term incentives to align the individual's interests with those of the Company. The size of the option awards is in proportion to the deemed ability of the individual to make an impact on the Company's success.

No changes are currently contemplated to the executive compensation arrangements.

Risks Associated with Compensation

In establishing the compensation plan for the Company and in making its recommendations, the Remuneration Committee seeks to mitigate excessive risk-taking by: (i) providing for time-based vesting of share options; and (ii) not having performance objectives related to share price, which could be manipulated by management.

The Company has also adopted an insider trading policy which requires directors and officers to provide prior notice of the intention to carry out a purchase or sale of securities of the Company (or an exercise of any option) and obtain prior approval of such trade, thereby further reducing excessive risk-taking. The Company believes that the programs are balanced and do not motivate unnecessary or excessive risk-taking.

Financial Instruments

The Company does not currently have a policy that restricts directors or Named Executive Officers from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities. However, to the knowledge of the Company as of the date hereof, no director or Named Executive Officer of the Company has participated in the purchase of such financial instruments. In addition, as noted above, the Company has also adopted an insider trading policy which requires directors and officers to provide prior notice of and obtain approval for purchases and sales of securities of the Company (or exercises of any share option).

NAMED EXECUTIVE OFFICERS COMPENSATION

Summary Compensation Table

The following tables provide information for the three most recently completed financial years ended 31 December 2022, 2021 and 2020 regarding compensation earned by each of the following named Executive Officers of the Company during the financial years indicated (the 'Named Executive Officers').

Name and principal position	Year	Salary (£)	Share Awards	Option Awards ⁽²⁾	Non-equity Incentive Plan Compensation (£)		Pension Contributions ⁽³⁾ (£)	All Other Compensation (£)	Total Compensation (£)
					Annual incentive plans	Long-term incentive Plans ⁽⁵⁾			
Jeremy Martin ⁽¹⁾	2022	363,025	N/A	478,735	N/A	447,745	N/A	240,000	1,529,505
Chief Executive Officer	2021	291,461	N/A	N/A	N/A	750,150	N/A	93,240	1,134,851
and Executive Director	2020	252,000	N/A	N/A	N/A	N/A	N/A	181,283	433,283
Simon Retter ⁽⁴⁾	2022	250,000	N/A	361,013	N/A	447,745	N/A	187,500	1,246,258
Chief Financial Officer	2021	204,750	N/A	N/A	N/A	750,150	N/A	72,150	1,027,050
	2020	195,000	N/A	N/A	N/A	N/A	3,000	139,338	337,338

Notes:

1. Included in All Other Compensation awarded to Jeremy Martin for 2022 was a performance-related bonus of £240,000. In 2021 there was a performance-related bonus of £93,240. For 2020 there was a £181,283 performance related bonus.
2. Option Awards comprise non-cash compensation as of the date of this document, as no options had been exercised. Award calculated using the Black-Scholes method, selected as it is a widely used method to determine the fair price of options. Any unexercised options may never be exercised and actual gain, if any, will depend on the value of the Ordinary Shares at the time of exercise. Share options awarded in 2022 represent options awarded for the periods 2018 to 2021 as the company was unable to undertake its normal annual awards due to restrictions around being in a closed period as a result of the ongoing discussions around the Araguaia Project financing. Following the successful closure of the project financing in December 2021 an award was made to compensate for the prior 4 years.
3. Each of Messrs. Martin and Retter participate in a voluntary, personal, defined contribution pension plan. Contributions to Mr Martin's plan by the Company comprised £nil during 2022, 2021 and 2020. Contributions to Mr Retter's plan by the Company comprised £nil in 2022 and 2021, £3,000 during 2020.
4. In 2022 Mr Retter received a performance related bonus of £187,500. In 2021 his performance related bonus was £72,150 and in 2020 £139,338.
5. Each of Messrs. Martin and Retter received a £447,745 bonus paid under a long-term incentive plan related to the settlement of the convertible loan notes, cost overrun facility and Vermelho royalty) which was closed during year. The financing arrangements were secured as part of the project financing. In 2021 a £750,150 bonus was paid under a long-term incentive plan related to the receipt of credit and securing project financing. The bonus paid during 2021 represents those due upon the settlement of the equity portion of the project finance as this closed during the financial year.

Incentive Plan Awards

The following table provides information regarding the incentive plan awards for each Named Executive Officer outstanding as of 31 December 2022. Further information on the significant terms of the incentive share options is provided under the heading 'Securities Authorised for Issuance Under Equity Compensation Plans.'

Outstanding Share Awards and Option Awards

Name	Option Awards				Share Awards	
	Number of securities underlying unexercised options	Option exercise price (£)	Option expiration date	Value of unexercised in-the-money options (£) ⁽¹⁾ (2)/(3)	Number of shares or units of shares that have not vested (2)/(3)	Market or payout value of share awards that have not vested (US\$) (2)/(3)
Jeremy Martin	125,000	1.45	9 May 2024	2,500	Nil	Nil
	137,500	0.80	9 June 2025	92,125	Nil	Nil
	125,000	0.60	5 Sept 2026	108,750	Nil	Nil
	350,000	0.64	31 Mar 2027	290,500	Nil	Nil
	400,000	0.96	30 May 2028	204,000	Nil	Nil
	1,296,250	1.68	12 July 2032	Nil	Nil	Nil
	1,296,250	1.72	12 July 2032	Nil	Nil	Nil
	1,296,250	1.76	12 July 2032	Nil	Nil	Nil
Simon Retter	150,000	0.64	31 Mar 2027	124,500	Nil	Nil
	200,000	0.96	30 May 2028	102,000	Nil	Nil
	977,500	1.68	12 July 2032	Nil	Nil	Nil
	977,500	1.72	12 July 2032	Nil	Nil	Nil
	977,500	1.76	12 July 2032	Nil	Nil	Nil

Note:

- Based on the closing market price of the Company's Ordinary Shares on the AIM Market of the London Stock Exchange ('AIM') on 30 December 2022 of £1.47 per share.
- The exercise price of share options is based on the closing price of the Company's shares on the day prior to issue, plus a premium of at least 10.0%. The premium in the case of the options awarded in 2018 was 10%, 2017 was 16% and in 2016 was 47% over the closing price of the Company's shares on the day prior to issue. Share options vest eighteen months after issue and expire 10 years after issue.
- Share options awarded in 2022 represent options awarded for the periods 2018 to 2021 as the company was unable to undertake its normal annual awards due to restrictions around being in a closed period as a result of the ongoing discussions around the Araguaia Project financing. Following the successful closure of the project financing in December 2021 an award was made to compensate for the prior 4 years. The Company awarded share options to each Named Executive Officer on 12 July 2022 (the Award Date). Each share option is exercisable in return for one ordinary share in the Company and will vest in three tranches on the 12-month, 18-month and 28-month anniversaries of the Award Date at a ratio of 25%, 25% and 50%, with exercise prices of £1.68, £1.72 and £1.76 for each one third of the Awards. The exercise prices of £1.68, £1.72 and £1.76 represent premiums of 66.34%, 70.30% and 74.26% to the closing price on 11 July 2022 of £1.01 and premiums of 20%, 22.85% and 25.71% to the price at which the equity was issued at for the fundraise to construct the Araguaia ferronickel project as announced on 24 November 2021 of £1.40.

The following table provides information regarding the value vested or earned pursuant to the incentive plan awards for the financial year ended 31 December 2022.

Value Vested or Earned During the Year

Name	Option awards – Value vested during the year ⁽¹⁾⁽²⁾ (£)	Share awards – Value vested during the year (£)	Non-equity incentive plan compensation – value earned during the year (£)
Jeremy Martin	Nil	Nil	Nil
Simon Retter	Nil	Nil	Nil

Notes:

- Based on the closing price of the Company's shares at the date of vesting
- The exercise prices of £1.68, £1.72 and £1.76 represent premiums of 66.34%, 70.30% and 74.26% to the closing price on 11 July 2022 of £1.01 and premiums of 20%, 22.85% and 25.71% to the price at which the equity was issued at for the fundraise to construct the Araguaia ferronickel project as announced on 24 November 2021 of £1.40. Each share option is exercisable in return for one ordinary share in the Company and will vest in three tranches on the 12-month, 18-month and 28-month anniversaries of the Award Date at a ratio of 25%, 25% and 50%.

Termination and Change of Control Benefits

Estimated Incremental Payment on Change of Control or Termination

Name	Total Incremental Payment on termination without cause	Total Incremental Payment on change of control
Mr Jeremy Martin	£345,600	£691,200
Mr Simon Retter	£270,000	£540,000

Employment contracts exist for the Chief Executive Officer and the Chief Financial Officer. The employment contracts cover position, term, notice period, duties and responsibilities, employee obligations, compensation, including base salary and other benefits that may accrue from their employment, holidays and provisions covering termination for cause, without cause and in the event of a change in control, absence due to sickness or injury, confidential information, intellectual property, personal conduct, data protection, grievance and disciplinary procedure, expenses, and health and safety.

If Mr Martin's employment is terminated by the Company without cause, the Company will pay Mr Martin twelve months of his then annual salary. In the situation where there is an amalgamation, reconstruction or change of control, the Company will pay Mr Martin a lump sum of twenty-four months of his then annual salary.

If Mr Retter's employment is terminated by the Company without cause, the Company will pay Mr Retter twelve months of his then annual salary. In the situation where there is a termination following an amalgamation, reconstruction or change of control, the Company will pay Mr Retter a lump sum of twenty-four months of his then annual salary.

LONG TERM INCENTIVE PLAN

Background

The Company has in place a Long Term Incentive Plan ('LTIP') for the purpose of incentivising, motivating and rewarding certain employees in respect of their contributions to the Company's mid and long-term commercial objectives designed to create value for shareholders.

Eligibility

The Remuneration Committee (made up of a sub-committee of Board members) of the Company has absolute discretion in selecting employees deemed suitable for an award under the plan. Awards will be made by way of a bonus payment, subject to the rules of the plan.

Performance Conditions

The performance conditions are based upon major project milestones delivered across the Company's two projects: Araguaia and Vermelho ('**Projects**').

The agreements for members include four performance conditions. The amount of any bonus payment shall be determined by the performance conditions set out in the applicable bonus agreement for each individual participant.

The performance conditions are:

1. Completion of a comprehensive bankable feasibility study for each Project ('**Feasibility Study**');
2. Securing full project finance to construct either Project ('**Securing Project Finance**');
3. The first commercial production of each Project ('**First Commercial Production**'); and
4. The sale of any interest in either Project or a sale of an interest in the Company where such interest represents or constitutes a sale of the mining sites comprising either Project ('**Sale**').

Payment Dates

The payment of the bonuses for senior members in respect of each performance condition shall be (except for the first commercial production) the later of the attainment of each performance condition and 45 days after approval of the payment of the bonus by the Remuneration Committee. With regards to the first commercial production the payment date shall be the later of 30 days after the attainment of the performance condition and 45 days after approval of the payment by the Remuneration Committee.

The payment of the bonuses for other members shall be within 60 days of the board of directors approval of the attainment of the performance condition and payment of the bonus.

Tax Liability

Any payments under the agreements will be subject to the appropriate amount of income tax and National Insurance contributions and will be deducted from the bonus payments.

Alterations of the Plan

The Remuneration Committee may make any alteration or amendment to the LTIP (including such alterations or amendments as may be necessary to take account of any requirements of the UK Listing Authority or other regulatory body) provided that the Remuneration Committee shall not be entitled to make amendments that would have an adverse impact on any participant without the prior written approval of the respective participant (such approval not to be unreasonably withheld or delayed). The Committee shall communicate any amendments to affected participants as soon as reasonably practicable.

Summary of Key Participants' Entitlements

Both the CEO and the CFO are eligible for certain bonuses upon reaching certain operational milestones which are deemed to be aligned with shareholder value enhancing points in the development pathway of both the Araguaia and Vermelho projects. They are eligible for a fee of 0.475% of gross funds raised in the Project Finance process and a sale bonus of up to 2% of the total gross proceeds should either or both projects be sold.

Performance Graph

The following table compares the year end value of US\$100 invested in the Company's Ordinary Shares from 2 January 2018 to 30 December 2022 as compared to the cumulative total return for the S&P/TSX Composite Index for the same period.

	02-Jan-18	31-Dec-18	31-Dec-19	31-Dec-20	31-Dec-21	30-Dec-22
S&P/TSX Composite Index	100.00	88.46	109.83	114.73	146.15	143.51
Horizonte Minerals PLC	100.00	37.61	76.62	146.27	128.86	146.27



The compensation paid to the executive officers named in this Circular reflects accomplishment of performance goals that reflect a foundation for long-term success of the Company, but given the Company's current stage of development, may not yet be recognised in the market price of the Ordinary Shares.

DIRECTOR COMPENSATION

Director Compensation Table

The following table provides information regarding compensation paid to the Company's directors, other than the Named Executive Officers, during the financial year ended 31 December 2022:

Name ⁽¹⁾	Fees earned (£)	Share awards (£)	Option awards ⁽²⁾ (£)	Non-equity incentive plan compensation (£)	All other compensation (£)	Total (£)
William Fisher	65,503	Nil	Nil	Nil	Nil	65,503
Owen Bavinton	80,634	Nil	Nil	Nil	17,070	97,704
Gillian Davidson ⁽⁵⁾	50,250	Nil	Nil	Nil	Nil	50,250
Vincent Benoit ⁽⁵⁾	50,250	Nil	Nil	Nil	Nil	50,250
David Hall ⁽³⁾	138,000	Nil	Nil	Nil	Nil	138,000
Allan Walker ⁽⁴⁾	140,000	Nil	Nil	Nil	Nil	140,000
Sepanta Dorri ⁽⁴⁾	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

1. Compensation received by Mr Martin in his capacity as a director is included in the "Summary Compensation Table" above.
2. Option Awards comprise non-cash compensation as of the date of this document as no options had been exercised. Award calculated using the Black-Scholes method, selected as it is a widely used method to determine the fair price of options. Any unexercised options may never be exercised and actual gain, if any, will depend on the value of the Ordinary shares at the time of exercise.
3. David Hall stepped down as Chair at the 2022 AGM. Table reflects remuneration received until resignation date.
4. Sepanta Dorri and Allan Walker retired from the board at the 2022 AGM. Table reflects remuneration received until resignation date.
5. Gillian Davidson and Vincent Benoit joined the board on 24 March 2022.

In addition to Directors Fees, Dr Owen Bavinton received pension contributions of £ 17,070. In total, Mr William Fisher allocated 20% of his working time to the Company in 2022.

Incentive Plan Awards

The following table provides information regarding the incentive plan awards for each non-executive director in office during the financial year ended 31 December 2022 and outstanding as at that date. Further information on the significant terms of the incentive share options is provided under the heading 'Securities Authorised for Issuance Under Equity Compensation Plans'.

Outstanding Share Awards and Options Awards

Name	Option Awards				Share Awards	
	Number of securities underlying unexercised options	Option exercise price (£)	Option expiration date	Value of unexercised in-the-money options (£) ⁽¹⁾	Number of shares or units of shares that have not vested	Market or payout value of share awards that have not vested (£)
Dr Owen Bavinton	50,000	1.45	9 May 2024	1,000	Nil	Nil
	50,000	0.80	9 June 2025	33,500	Nil	Nil
	75,000	0.60	5 September 2026	65,250	Nil	Nil
	225,000	0.64	31 March 2027	186,750	Nil	Nil
	175,000	0.96	30 May 2028	89,250	Nil	Nil
William Fisher	50,000	1.45	9 May 2024	1,000	Nil	Nil
	50,000	0.80	9 June 2025	33,500	Nil	Nil
	75,000	0.60	5 September 2026	65,250	Nil	Nil
	225,000	0.64	31 March 2027	186,750	Nil	Nil
	175,000	0.96	30 May 2028	89,250	Nil	Nil

Note:

1. Incentive plan awards received by Mr Martin in his capacity as a director are included in the "Incentive Plan Awards" table for Named Executive Officers above.
2. Based on the closing market price of the Company's Ordinary Shares on AIM on 31 December 2022 of £ 1.47 per share.

The following table provides information regarding the value vested or earned pursuant to the incentive plan awards for each non-executive director in office during the financial year ended 31 December 2022.

Value Vested or Earned During the Year

Name	Option awards – Value vested during the year ⁽¹⁾⁽²⁾ (£)	Share awards – Value vested during the year (£)	Non-equity incentive plan compensation – value earned during the year (£)
William Fisher	Nil	Nil	Nil
Owen Bavinton	Nil	Nil	Nil
Gillian Davidson	Nil	Nil	Nil
Vincent Benoit	Nil	Nil	Nil

Notes:

1. Value of incentive plan awards vested or earned during the year for Mr Martin in his capacity as a director are included in the "Value Vested or Earned During the Year" table for Named Executive Officers above.
2. Based on the closing price of the Company's shares on AIM at the date of vesting

Securities Authorised for Issuance Under Equity Compensation Plans

Set forth below is a summary of securities issued and issuable under all equity compensation plans of the Company as at 31 December 2022.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of out- standing options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Current Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	1,432,500	81.67	1,682,500
Plans not approved by security holders	13,283,750	147.90	25,168,513
Total:	14,716,250	141.45	26,851,013

The Company has a share option plan called the Horizonte Minerals plc Share Option Scheme 2006 (the '**2006 Scheme**') and an enterprise management incentive scheme ('**EMI Scheme**'). The Company has also granted options under a standard form standalone share option agreement approved by the Board in 2022 (the '**Standalone Option Agreement**').

The 2006 Scheme

Under the terms of the 2006 Scheme, the Remuneration Committee may grant options to acquire Ordinary Shares to any employees, directors (including non-executive directors) or company officers in the service of the Company or any subsidiary of the Company (within the meaning of Section 1159 of the Act).

Each option shall be personal to the option holder and shall be non-assignable save that if a participant dies at a time when an option is still capable of being exercised by the participant, their personal representative may exercise the option within twelve months from the date of death. The exercise price for each option shall be determined by the Remuneration Committee from time to time by reference to the higher of: (1) the middle market quotation for an Ordinary Share on the dealing day immediately preceding the date upon which the option is granted (or such value as may be determined by the Company's auditors); or (2) the par value of an Ordinary Share.

Under the terms of reference of the Remuneration Committee, the Remuneration Committee is charged with reviewing all elements of the operation of the 2006 Scheme, including the overall amount of awards to be made to eligible persons under the 2006 Scheme and the quantum of options to be granted on an individual basis. The number of Ordinary Shares for which options to subscribe may be granted under the 2006 Scheme, on any day will not, when added to the number of such options which immediately prior to that day have been granted under the 2006 Scheme within the period of 10 years prior to the date of such grant and which remain outstanding, exceed such number of Ordinary Shares as represents 10 per cent of the ordinary share capital of the Company in issue immediately prior to that day. Options may be exercised in whole or in part at any time up to 10 years (at the latest) after their date of grant, as determined by the Remuneration Committee. All Ordinary Shares issued under the 2006 Scheme shall rank equally in all respects with the shares of the Company for the time being in issue. Special provisions apply in the event of an offer being made to acquire the whole or a specified proportion of the shares held by each holder of shares. In the event of the Company going into liquidation, all options shall ipso facto cease to be exercisable and Participants (as defined in the 2006 Scheme) shall not be entitled to damages or other compensation of any kind. The Company may at any time by resolution of the Board vary, amend or revoke any provisions of the 2006 Scheme in such manner as the Remuneration Committee may consider necessary provided that: (a) the purpose of the 2006 Scheme is not altered; (b) except with the sanction of the Company in general meeting, no alteration shall be made to the definitions of 'Market Value' and 'Subscription Price' or to the clauses relating to, inter alia, eligibility, limitation of issue, limitation on participation and period for exercise of options; and (c) no such variations, amendments or revocations shall increase the amount payable by any Participant or impose more onerous obligations on any Participant in respect of the exercise of an option which has already been granted. The 2006 Scheme may be terminated at any time by ordinary resolution of the Company or by resolution of the Board. Subsequent to any such termination the Company shall not grant any further options under the 2006 Scheme, but no such termination shall affect or modify any subsisting rights or obligations of, the Participants in relation to the options.

The EMI Scheme

The Company established the EMI Scheme in September 2009 in order to enable employees and executive directors who are employees of the Company to acquire Ordinary Shares. The EMI Scheme is a qualifying scheme under Schedule 5 of the Income Tax (Earnings and Pensions) Act 2003 ('Schedule 5').

The Company may at the discretion of the Board grant options to acquire Ordinary Shares in the Company to any employees (whether or not directors) of the Company and those of its subsidiaries permitted by Schedule 5 who at the date of grant of the option devote at least 25 hours per week or 75 per cent of their working time to the Company. Under the EMI Scheme, the number of Ordinary Shares for which options to subscribe may be granted under the EMI Scheme, on any day will not, when added to the number of such options which immediately prior to that day have been granted under the EMI Scheme within the period of 10 years prior to the date of such grant, exceed such number of Ordinary Shares as represents 10 per cent of the ordinary share capital of the Company in issue immediately prior to that day.

No employee or director may participate if he has a material interest (an interest in 30 per cent. or more of the issued share capital of the Company) on the intended date of grant of an option. Options are personal to the option holder to whom they are granted, and may not be assigned or transferred and will lapse on any attempt by the option holder to do so.

The Company may in its absolute discretion grant options pursuant to these rules of the EMI Scheme by way of an option agreement to any eligible employee at any time following the adoption of the rules of the EMI Scheme.

The Company may in its absolute discretion impose performance conditions on the exercise of an option as it sees fit. Such conditions will be advised to the option holders at the grant of the option.

The exercise price per Ordinary Share is determined by the Company. Options granted pursuant to the EMI Scheme rules are granted under the provisions of the Schedule 5 and, insofar as the market value does not exceed the limits specified in paragraphs 5 and 6 of Schedule 5, are intended to be qualifying options for the purposes of Schedule 5. To the extent that the market value exceeds the limits specified in paragraphs 5 and 6 of Schedule 5 the option concerned shall take effect as an unapproved share option.

In normal circumstances, an option may (to the extent that any performance conditions have been satisfied) be exercised at any time after the date of grant (unless otherwise specified in the particular option agreement) and (except as otherwise provided below) may only be exercised while the option holder is an employee of the Company. Options may not be exercised more than ten years after the date of grant.

If an option holder ceases to be an eligible employee with respect to the Company for the purposes of Schedule 5 where such cessation is for any reason other than death, and the Board determines, in its absolute discretion, that it is appropriate in the circumstances

that the option holder should be permitted to exercise the option, the option holder shall be entitled to exercise the option over such number of Ordinary Shares for which such permission is granted by the Board. If the Board does not exercise its discretion within 14 days after such cessation, the option shall lapse and cease to be exercisable. In the case of death, options may normally be exercised within the following twelve months. In all these cases (other than death), options will not normally be exercisable except to the extent that any of the performance conditions set in relation to that option have been satisfied.

If under section 899 of the Companies Act 1985 (the '1985 Act'), the court sanctions a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, options shall lapse six months after the court sanctions the compromise or arrangement. If any person becomes bound or entitled to acquire shares in the Company under sections 979 to 982 of the 1985 Act, the Board shall so notify the option holders and the options shall remain exercisable for so long as that person remains so bound or entitled and thereafter the options shall lapse. In the event of a change of control in the Company as result of a general offer, options may be exercised with six months of the change of control. In the above circumstances, existing options may be released in exchange for options of equivalent value over shares in the acquiring company or another eligible company.

If another company obtains all the Ordinary Shares of the Company as a result of a qualifying exchange of shares, with 'qualifying exchange of shares' for this purpose having the meaning used for the purposes of paragraph 40 of Schedule 5, existing options may be released in exchange for options of equivalent value over shares in the acquiring company or another eligible company. If any person makes an offer which, if accepted would result in a sale of all of the Ordinary Shares, then the Board shall give notice of such offer to the option holders, following which those option holders' rights to exercise their options shall be subject to the Company's right to make such exercise conditional upon the option holders agreeing to sell all shares acquired pursuant to the options to the person who obtains control of the Company on the same date and on the same terms as have been agreed by the other shareholders. If the Board does not give notice to the option holders before completion of a sale of all of the shares of the Company, the options shall remain exercisable for 30 days following the sale (and shall lapse thereafter) provided that the option holder agreed prior to exercise to sell

all the shares the option holders acquire on exercise of their options to the purchaser on no less favourable terms than those offered to holders of Ordinary Shares on the sale. In the event of any voluntary winding up of the Company, voluntary arrangement under the Insolvency Act 1986 or administration order, the Board shall so notify the option holders and the options shall lapse immediately after the commencement of the winding-up.

If an increase or variation in the capital of the Company occurs by reason of a capitalisation or rights issue (including an increase or variation having an effect similar to a rights issue) or a sub-division, consolidation or reduction or otherwise, then the Board will make appropriate adjustments to the exercise price and the number of shares under option provided that the Board have been advised by the auditors of the Company in writing that such adjustments are fair and reasonable.

The Board may amend the EMI Scheme from time to time save that no amendment may be made which would result in an EMI option ceasing to be a qualifying option for the purposes of Schedule 5. No option may be granted after the tenth anniversary of the adoption of the EMI Scheme.

The Standalone Option Agreement

Under the terms of the Standalone Option Agreement, the Company grants non-tax-advantaged options to acquire Ordinary Shares to employees, consultants and senior executives in the service of the Company or any subsidiary of the Company (within the meaning of Section 1159 of the Act).

Each option shall be personal to the option holder and cannot be transferred, assigned or charged, subject to any right of the option holder's personal representatives to exercise the Option following the option holder's death.

The exercise price for each option is specified in a schedule to the Standalone Option Agreement and is determined by the Remuneration Committee or the Board at the time the award of options is approved. Pursuant to the Committee's Terms of Reference, the Committee is responsible for reviewing the terms of any options granted by the Company under the standalone Option Agreement for approval by the Board, including the overall amount of awards to be made to option holders and the quantum of options to be granted on an individual basis. Options may be exercised in whole or in part at any time up to 10 years after their date of grant. All Ordinary Shares issued under the Standalone Option Agreement shall rank equally in all respects with the shares of the Company for the time being in issue.

The option may be exercised: (a) as to one quarter of the shares under the option following the first anniversary of the date of grant; (b) as to one quarter of the shares under option following eighteen (18) months of the date of grant; and (c) as to one half of the shares under option following twenty-eight (28) months of the date of grant, so that the option shall be exercisable in respect of all of the shares under option with effect from the date that is twenty-eight (28) months of the date of grant. The Board may waive these conditions in the case of the death of the option holder. If the option holder becomes a Leaver (as defined in the Standalone Option Agreement), the option will lapse: (a) in the case of employees and consultants, on the day immediately after they become a Leaver, unless the Directors, in their absolute discretion determine otherwise; and (b) in the case of senior executive, within eighteen (18) months from the date of becoming a Leaver.

Special provisions apply in the event of an offer being made to acquire the whole or a specified proportion of the shares held by each holder of shares. In the event of the Company going into liquidation, the Board will in their absolute discretion determine whether and to what extent the options may be exercised at any time afterwards. If a resolution is eventually passed for the voluntary winding up of the Company, the option will immediately lapse and cease to be exercisable.

The Company may at any time by resolution of the Board amend provisions of the Standalone Option Agreement provided that no alteration will be effective to cancel or alter adversely any subsisting rights of the option holder, unless such alteration is made with the prior written consent of the option holder. The Directors may amend the provisions of the Standalone Agreement without the consent of the option holder in order to: (a) make the provisions more effective or easier for the administration of the agreement; (b) comply with or take account of the provisions of any proposed or existing legislation; (c) take account of any Exit (i.e., a Takeover or a Sale, as defined in the agreement); or (d) obtain or maintain favourable tax or regulatory treatment for the Company or any member of the Company's group or the option holder; provided that such amendments or additions do not affect the basic principles of the Standalone Option Agreement.

PARTICULARS OF MATTERS TO BE ACTED UPON

Financial Statements

Copies of the annual audited consolidated financial statements (the '**Financial Statements**') and related management's discussion & analysis ('**MD&A**') of the Company for the year ended 31 December 2022 have been made available to all shareholders.

Shareholders will be asked at the Meeting to consider and adopt the Financial Statements and the report of the auditors thereon.

Unless the Shareholder has specifically instructed in the enclosed Form of Proxy or VIF, as applicable, that the Ordinary Shares represented by such proxy or form are to be withheld or voted otherwise, the persons named in the accompanying Form of Proxy or VIF, as applicable, will vote FOR the adoption of the Financial Statements.

Shareholders are able to request to receive copies of the Company's annual and/or interim financial statements and related MD&A by marking the appropriate box on the supplemental mailing card enclosed with this Circular. Copies may also be obtained by shareholders at any time, either in hard or electronic form, upon written request without charge to the Company Secretary at +44 (0)20 3356 2901 or can be found under the Company's corporate profile on SEDAR at www.sedar.com or on the Company's website at www.horizonteminerals.com.

Election of Directors

The Toronto Stock Exchange (the '**TSX**') requires that: (i) all TSX-listed companies must elect directors annually, (ii) each director must be elected individually; and (iii) the number of votes received for the election of each director must be disclosed. The requirements also include a provision requiring TSX-listed companies to either adopt a majority voting policy for uncontested director elections or disclose that they have not adopted such a policy and disclose their practices for electing directors and explain why they have not adopted a majority voting policy. The Company has decided not to adopt a majority voting policy as it is unnecessary under English law. Under English law, shareholders are able to vote against resolutions to nominate directors for election. Therefore, if a director does not receive a majority of the votes cast at the meeting in favour of their election, the director will fail to be elected.

All of the Directors being eligible will offer themselves for re-election at the Meeting. The re-election of Directors, if approved, will take effect at the conclusion of the Meeting.

Unless the Shareholder has specifically instructed in the enclosed Form of Proxy or VIF, as applicable, that the Ordinary Shares represented by such proxy or form are to be withheld or voted otherwise, the persons named in the accompanying Form of Proxy or VIF, as applicable, will vote FOR the re-election of Dr Owen Bavinton, Mr Vincent Benoit, Dr Gillian Davidson, Mr William Fisher and Mr Jeremy Martin to hold office until the close of the first annual meeting of shareholders of the Company following their re-election or until their successor is duly elected or appointed unless their office is earlier vacated in accordance with applicable law.

The following table, among other things, sets forth in bold, the name of all persons proposed to be nominated for re-election as directors, their place of residence, position and periods of service held with the Company, or any of its affiliates, their principal occupations and the approximate number of Ordinary Shares beneficially owned, controlled or directed, directly or indirectly by them.

Name, Municipality of Residence and Position with the Company	Director/Officer Since	Principal Occupation	Number of Ordinary Shares Beneficially Owned, Directly or Indirectly or Over Which Control or Direction is Exercised ⁽¹⁾
Dr Owen Bavinton ⁽²⁾ Buckinghamshire, England Director	17 January 2012	Company Director	110,000
Vincent Benoit ⁽³⁾ London, England Director	24 March 2022	Company Director	Nil
Dr Gillian Davidson ⁽⁴⁾ Edinburgh, Scotland Director	24 March 2022	Company Director	Nil
William Fisher ⁽⁵⁾ Toronto, Canada Director	7 June 2011	Company Director, Chair of the Board	98,750
Jeremy Martin ⁽⁶⁾ Kent, England Chief Executive Officer and Director	17 March 2006	Chief Executive Officer of the Company	117,189

Notes:

1. The information as to Ordinary Shares beneficially owned or over which any of the directors or executive officers exercises control or direction (directly or indirectly) not being within the knowledge of the Company has been furnished by the respective directors and executive officers individually and is current as at the date hereof.
2. Member of the Remuneration Committee, Sustainability and ESG Committee and Nomination Committee of the Company.
3. Member of the Audit & Risk Committee and Remuneration Committee of the Company.
4. Member of the Audit & Risk Committee and Sustainability and ESG Committee of the Company.
5. Member of the Audit & Risk Committee, Remuneration Committee and Nomination Committee of the Company.
6. Member of the Nomination Committee of the Company.

As of the date hereof, the directors and executive officers (including Mr Simon Retter, CFO) and any associates and affiliates thereof, as a group, beneficially own, directly or indirectly, or exercise control or direction over, a total of 433,618 Ordinary Shares, representing approximately 0.18% of the issued fully paid and non-assessable outstanding Ordinary Shares.

The following is a brief biography of each of the proposed director and officers of the Company, including their principal occupations for the five preceding years:

Owen A. Bavinton, BSc (hons), MSc, DIC, PhD, Non-Executive Director – Dr Bavinton graduated from the University of Queensland in Geology in 1969, holds a Masters Degree in Mineral Exploration from Imperial College, London and a PhD in Economic Geology from ANU, Canberra, Australia. He has over 40 years of varied international experience in the minerals exploration and mining sector in several commodities. After brief periods as a junior consultant and an underground mine geologist on a Witwatersrand gold mine, from 1974 to 1985 he had several positions with Western Mining Corporation, finally as director of WMC's activities in Brazil. From 1986 to 1992 he was Chief Executive Officer of Aredor Guinea SA. In 1992 he joined the Anglo American group where he stayed until his retirement in 2010. Based initially in Turkey and then in Budapest, he was responsible for Anglo American's exploration and project evaluation activities in the Former Soviet Union, Central Europe and the Middle East. He moved to London in 1998, initially as Head of Exploration for Minorco, and later Group Head of Exploration and Geology for the Anglo American Group. In those roles he was responsible for worldwide exploration and geosciences covering a range of exploration projects, through all stages of development, including advanced projects and feasibility studies, as well as providing geoscience input into numerous acquisitions. He is a fellow of the Society of Economic Geologists, the Association of Applied Geochemists and the Institute of Materials, Mining and Metallurgy. Dr Bavinton is currently an independent consultant.

Vincent Benoit, MSc, CA, Non-Executive Director – Mr Benoit holds a MSc from Kedge Business School and is a Chartered Accountant with 30 years of corporate finance, business development and M&A experience in the mining, telecom and energy sectors. He joined La Mancha as Head of Strategy & Business Development in 2012. Between 2013 and 2015, he led La Mancha's portfolio restructuring and contributed to the enhancement of its mines performance in Australia and Africa. Mr Benoit identified and executed the combinations with Evolution and Endeavour, which positioned La Mancha as a leading private investor in the gold mining sector. From 2016 to 2019, Mr Benoit was CFO and EVP Corporate Development at Endeavour where he reshaped the strategy, improved the mine portfolio quality, and enhanced the balance sheet to fund the organic growth. Endeavour's market capitalisation was quadrupled by the time he left at the end of 2019. In early 2020, he re-joined La Mancha to oversee investments and fund raising. Previously, Mr Benoit was at Orange (2006-2012) where he served as EVP M&A. He led the development of the group's footprint in Africa and Europe and formed strategic partnerships with key European telecoms players. Prior to this, he held various finance positions including with Orano (ex-Areva), Bull Information Systems and PwC. Mr Benoit is also a non-executive director of TSX-V-listed SRG Mining Inc (TSX.V: SRG).

Gillian Davidson, MA (hons), PhD, Non-Executive Director – Dr Davidson has an Honours Master of Arts in Geography from the University of Glasgow, a PhD in Development Economics and Geography from the University of Liverpool and is an alumna of the Governor General of Canada's Leadership Conference. She has 25 years of experience as an internal and external advisor to companies and other organisations regarding sustainability, ESG and responsible supply chains. Most recently, Dr Davidson was the Head of Mining and Metals for the World Economic Forum from 2014 to 2017, where she led global and regional engagement and multi-stakeholder initiatives to advance responsible and sustainable mining. From 2008 to 2014, she was Director of Social Responsibility at Teck Resources Limited and prior held roles related to community development, environment and natural resources as a consultant and in government. Dr Davidson is a founding member and Chair of the Global Battery Alliance, an initiative created to drive a sustainable battery value chain. Dr Davidson is also a non-executive director of AIM-quoted Central Asia Metals plc and TSX-listed Lundin Gold Inc (TSX: LUG, Nasdaq Stockholm: LUG) and New Gold Inc (TSX:NGD, NYSE American: NGD). Dr Davidson's principal occupation is as an independent sustainability consultant.

William Fisher, P.Geo, Non-Executive Director – Mr Fisher graduated as a geologist in 1979 and has extensive industry experience which has included a number of residential posts in Africa, Australia, Europe and Canada in both exploration and mining positions. Under his leadership, Karmin Exploration discovered the Aripuanã base metal sulphide deposits in Brazil. From 1997 to 2001 Mr Fisher was Vice President, Exploration for Boliden AB, a major European mining and smelting company where he was responsible for thirty five projects in nine countries. From 2001 to 2008, Bill led GlobeStar Mining Corp. from an exploration company to an emerging base metal producer in the Dominican Republic which developed and operated the Cerro de Maimon mine until it was sold to Perilya for USD 186 million. Mr Fisher was also Chairman of Aurelian Resources which was acquired by Kinross in 2008 for USD 1.2billion after the discovery of the Fruta del Norte gold deposit in Ecuador. Mr Fisher currently serves as Executive Chairman of Goldquest Mining Corp. (TSX.V: GCQ), and non-executive director of Treasury Metals Inc. (TSX: TML), Churchill Resources Inc. (TSX.V: CRI) and Great Republic Mining Corp. (CSE: GRM).

Jeremy J. Martin, MSc, ASCM, Director and Chief Executive Officer – Mr. Martin holds a degree in Mining Geology from the Camborne School of Mines, and a Master's Degree in mineral exploration from the University of Leicester. He has worked in South America, Central America and Europe, where he was responsible for grassroots regional metalliferous exploration programmes through to resources definition and mine development. Mr Martin has established a number of Joint Venture partnerships with major mining companies and has been involved in the formation of four AIM and TSX traded companies. He has served on a number of public company boards and is a member of the Society of Economic Geologists and the Institute of Mining Analysts.

Simon J. Retter, Bsc (hons), ACA, Chief Financial Officer and Company Secretary – Mr Retter has a degree in Accounting and Finance from the University of Bristol and is a Chartered Accountant with over 10 years of experience in the mining industry. He has undertaken numerous corporate finance transactions across a broad range of industries including initial public offerings, reverse take overs and secondary fund raisings. He has served as finance director of other AIM and main board LSE listed companies and currently holds the role of Non-Executive Director of HRC World plc and Elixlr International plc. Mr Retter is a fellow of the Institute of Chartered Accountants in England and Wales.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Company, save for the case of Mr William Fisher and Mr Simon Retter no director or executive officer of the Company:

- a. is, as at the date hereof, or has been within 10 years before the date hereof, a director, chief financial officer or chief executive officer of any company (including the Company) that was subject to:
 - i. a cease trade or similar order or an order which denied the relevant company access to any exemption under securities legislation for a period of more than 30 days (an '**Order**') that was issued while the individual was acting in such capacity; or
 - ii. an Order after the individual ceased to act in such capacity and which resulted from an event that occurred while the individual was acting in that capacity.
- b. is or within the last 10 years has:
 - i. been a director or executive officer of any company (including the Company) that, while the individual was acting in that capacity or within a year of such individual ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy/insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
 - ii. within the last 10 years become bankrupt, made a proposal under any legislation relating to bankruptcy/insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets (either personally or via a personal holding company).

Mr Simon Retter was a director of I-Med Group International Ltd, a private company incorporated in England & Wales that was engaged in the sale of advanced physiotherapy and beauty treatment devices to clinics. The directors voluntarily appointed liquidators in July 2020 as a result of poor prospects due to the collapse in the market in which it operated following the onset of the Covid-19 pandemic and the inability to sell its assets due to associated restrictions. The appointed liquidators delivered their final report to members and creditors on 28 June 2022 confirming that the company's affairs had been fully wound up and that the liquidation had been finalised. The company was finally dissolved on 5 December 2022.

Mr William (Bill) Fisher was non-Executive Chairman of Rame Energy Plc, a renewables energy company, with operations in UK and Chile, listed on AIM in 2014. Following a failed attempt to raise new equity in the aftermath of the UK Brexit referendum, the directors of Rame Energy Plc were unable to secure sufficient new working capital to allow the business to continue to trade solvently. On 4 August 2016, the directors applied to the court to have an administrator appointed to allow the business to seek a financing solution. On 30 September 2016, the main operations of the group were sold to a group of international investors.

Other than otherwise disclosed herein, no director of the Company is eligible to be elected under any arrangement between the director and any other party.

Penalties or Sanctions

To the knowledge of the Company, no current director or executive officer of the Company or director proposed for re-election has been subject to:

- a. any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- b. any other penalties or sanctions imposed by a court or regulatory body, including a self-regulatory body, that would be likely to be considered important to a reasonable investor or to a reasonable Shareholder making a decision about whether to vote for the re-election of such director.

Appointment of Auditors

BDO LLP, Certified Public Accountants (CY) ('**BDO LLP**') are the independent registered certified auditors of the Company and have served as the Company's auditor since 2016. The Company proposes to appoint BDO LLP, with its offices in London, as its auditors until the next annual general meeting of shareholders at such remuneration as the directors may determine.

Unless the Shareholder has specifically instructed in the enclosed Form of Proxy or VIF as applicable, that the Ordinary Shares represented by such proxy or form are to be withheld or voted otherwise, the persons named in the accompanying Form of Proxy or VIF, as applicable, will vote FOR the appointment of BDO LLP, as auditors of the Company, to hold office until the next annual meeting of shareholders or until a successor is appointed and to authorise the Board to fix the remuneration of the auditors.

Resolution Authorising the Directors to Allot Shares

The shareholders will be asked to consider and, if thought appropriate, to authorise and approve empowering the Board to allot Ordinary Shares in the Company and grant rights to subscribe for, or convert any security into shares in the Company ('**Share Allotment Resolution**'). The following is the text of Share Allotment Resolution which will be put forward to shareholders for approval at the Meeting:

'Be It Resolved As An Ordinary Resolution That:

the Directors of the Company be and are hereby generally and unconditionally authorised and empowered in accordance with Section 551 of the Companies Act 2006 (the '**Act**') to allot shares in the Company and grant rights to subscribe for, or convert any security into shares in the Company ('**Rights**')

- A. up to an aggregate nominal amount of £ 10,700,000 (such amount to be reduced by the nominal amount allotted or granted under paragraph (B) below in excess of such sum); and
- B. comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £21,400,000 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with an offer by way of a rights issue:
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; such authorities to expire (unless previously renewed, varied or revoked by the Company in General Meeting) at the conclusion of the next annual general meeting of the Company following the passing of this resolution or, if earlier, 15 months after the date of this resolution, save that the Company may prior to such expiry make any offer or 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 notwithstanding the expiry of the authority given by this resolution. This resolution replaces all previous authorities of the Directors pursuant to Section 551 of the Act and they are hereby revoked but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities; and any director or officer of the Company be, and such director or officer of the Company hereby is, authorised, instructed and empowered, acting for, in the name of and on behalf of the Company, to do or to cause to be done all such other acts and things in the opinion of such director or officer of the Company as may be necessary or desirable in order to fulfil the intent of this ordinary resolution.'

Unless the Shareholder has specifically instructed in the enclosed Form of Proxy or VIF, as applicable, that the Ordinary Shares represented by such proxy or form are to be voted against the Share Allotment Resolution, the proxies in favour of management nominees will be voted FOR the Share Allotment Resolution.

Approval to allow Directors to Allot Equity Securities without reference to pre-emption rights:

The shareholders will be asked to consider and, if thought appropriate, to authorise and approve empowering the Directors to allot equity securities in the capital of the Company without reference to pre-emption rights ('**Pre-emption Disapplication Resolution**'). The following is the text of the Pre-emption Disapplication Resolution which will be put forward to shareholders for approval at the Meeting:

'Be It Resolved As A Special Resolution That:

subject to and conditional upon the passing of resolution 8, the Directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560(1) of the Act) in the capital of the Company for cash pursuant to the authority conferred on them in accordance with Section 551 of the Act by resolution 8 as if Section 561(1) of the Act did not apply to such allotment provided that this power shall be limited:

- A. to the allotment of equity securities for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of resolution 8, by way of a rights issue only):
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities, as required by the rights of those securities or, as the Directors otherwise consider necessary;

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- B. to the allotment otherwise than pursuant to paragraph (A) above of equity securities up to an aggregate nominal amount of £10,700,000 and shall expire at the conclusion of the next annual general meeting of the Company following the passing of this resolution (or, if earlier, 15 months after the date of this resolution), save that the Company may prior to such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.'

Unless the Shareholder has specifically instructed in the enclosed Form of Proxy or VIF, as applicable, that the Ordinary Shares represented by such proxy or form are to be voted against the Pre-emption Disapplication Resolution, the proxies in favour of management nominees will be voted FOR the Pre-emption Disapplication Resolution.

Other Matters

Management of the Company knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting accompanying this Circular. However, if any other matter properly comes before the Meeting, the Forms of Proxy or VIF, as applicable, furnished by the Company will be voted on such matters in accordance with the best judgment of the persons voting the proxy or form, as the case may be.

Statement of Corporate Governance

National Policy 58-201 of the Canadian Securities Administrators (the '**CSA**') has set out a series of guidelines for effective corporate governance (the '**Guidelines**'). The Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of board members. National Instrument 58-101 ('**NI 58-101**') of the CSA requires the disclosure by each listed corporation of its approach to corporate governance with reference to the Guidelines as it is recognised that the unique characteristics of individual corporations will result in varying degrees of compliance.

Set out below is a description of the Company's approach to corporate governance in relation to the Guidelines.

The Board of Directors

NI 58-101 defines an 'independent director' as a director who has no direct or indirect material relationship with the Company. A 'material relationship' is in turn defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with such member's independent judgement. The proposed election or re-election of Directors is approved, the Board will be comprised of 5 members at the conclusion of the meeting. The Board has determined that Dr Owen Bavinton, Dr Gillian Davidson and Mr William Fisher are each an 'independent director' within the meaning of NI 58-101, and Mr Vincent Benoit and Mr Jeremy Martin are 'non-independent directors'.

Dr Owen Bavinton, Dr Gillian Davidson and Mr William Fisher are each considered an independent director since they are each independent of management and free from any material relationship with the Company. The basis for this determination is that, since 17 January 2012, Dr Owen Bavinton has not worked for the Company, received remuneration from the Company or had material contracts with or material interests in the Company which could interfere with his ability to act with a view to the best interests of the Company. The same applies for Mr William Fisher since his appointment to the Board on 7 June 2011. Dr Gillian Davidson was appointed to the Board on 24 March 2022 and has no direct or indirect material relationship with the Company.

Each of Messrs Vincent Benoit and Jeremy Martin are considered to be non-independent directors as a result of their respective relationship with the Company.

The Board maintains the exercise of independent supervision over management by encouraging open and candid discussion from its independent directors. In addition, although Mr Vincent Benoit is not considered to be independent, the Board does not view this relationship as impairing the ability of the Board to act independently of management.

As at 31 December 2022, the Chair of the Board was Mr William Fisher, who was considered to be an independent director for the purposes of NI 58-101.

Directorships

Persons proposed to be nominated for election as directors also sit on the boards of other reporting issuer corporations (or equivalent) as follows:

Name of Director	Name of Issuer
Owen Bavinton	None
Vincent Benoit	SRG Mining Inc.
Gillian Davidson	Central Asia Metals Plc
	Lundin Gold Inc.
	New Gold Inc.
William Fisher	Goldquest Inc.
	Treasury Metals Inc.
	Churchill Resources Inc.
	Great Republic Mining Corp
Jeremy Martin	Zinwald Lithium Plc

In carrying out its mandate, the Board met eleven times during the year ended 31 December 2022. The following table sets out attendance by the Directors of the Company during those meetings of the Board.

Chairs	Board Meetings
David Hall ⁽¹⁾	5/5
William Fisher ⁽¹⁾	11/11
Board Members	
Jeremy Martin	11/11
Dr Owen Bavinton	11/11
Dr Gillian Davidson ⁽²⁾	8/9
Vincent Benoit ⁽²⁾	9/9
Alan Walker ⁽³⁾	5/5
Sepanta Dorri ⁽³⁾	5/5

1. David Hall stepped down from the Board at the 2022 AGM, William Fisher was appointed Interim Non-Executive Chair at the 2022 AGM.

2. Dr Gillian Davidson and Vincent Benoit both joined the Board in March 2022.

3. Alan Walker and Sepanta Dorri both stepped down from the Board at the 2022 AGM.

The Board does not meet in the absence of members of management; however, the non-independent directors, if and when necessary, may excuse such persons from all or a portion of any meeting where a potential conflict of interest arises or where otherwise appropriate.

Given the size and constitution of the Board, and the current stage of development of the Company, the Board believes that the meetings held by the independent directors are not required in order to adequately facilitate open and candid discussion amongst the independent directors during the year.

As stated above, the Chair of the Board is William Fisher, who is considered to be an independent director for the purposes of NI 58-101.

Board Mandate

The Board has not adopted a written mandate.

The Board currently delineates its responsibilities between the executive directors of the Company, who are responsible for the day-to-day operations of the business, and the non-executive directors, who attend Board meetings and are responsible for having an overview of the Company's strategy and operations.

The Board conducts itself at all times in accordance with the requirements of English legislation as to the roles and responsibilities of directors and good practice for the board of directors of a company whose shares trade on AIM and the TSX.

Position Descriptions

Given the current size of the Company and its Board and management, the Board does not feel that it is necessary at this time to formalise position descriptions or corporate objectives for any of the Chair of the Board, the Chair of each committee of the Board, or the Chief Executive Officer in order to delineate their respective responsibilities. Accordingly, the roles of the executive officers of the Company are delineated on the basis of customary practice.

Orientation and Continuing Education

While the Company currently has no formal orientation and education program for new Board members, sufficient information (such as recent annual reports, proxy solicitation materials, technical reports and various other operating, property and budget reports) is provided to any new Board member to ensure that new directors are familiarised with the Company's business and the procedures of the Board. In addition, new directors are encouraged to visit and meet with management on a regular basis. The Company also encourages continuing education of its directors and officers where appropriate in order to ensure that they have the necessary skills and knowledge to meet their respective obligations to the Company.

Director's Term Limits

The Company has not adopted term limits for directors on the Board or other mechanisms of Board renewal. The Board currently assesses each director annually in order to ensure that the Board is balanced between highly experienced directors with long-term knowledge of the mining industry and those with a fresh perspective. The Board will periodically consider whether term limits or other mechanisms of Board renewal should be adopted and will implement changes when appropriate.

Women on the Board and in Executive Offices

The Company has not adopted a written policy specifically relating to the identification and nomination of women directors nor does the Board currently consider the level of representation of women when making executive officer appointments or set targets regarding women on the Board or in executive positions. However, informally, the Board acknowledges that diversity, including diversity of experience, perspective, education, race, gender and national origin is a contribution to the Company.

Currently the Board believes that continuity of Board members and familiarity with the Araguaia Project are critical to the Company at its stage in its development. The Board intends to consider whether it should adopt specific policies and practices regarding the representation of women on the Board and in executive positions, including the setting of targets for such representation at such time as the Company moves beyond its development stage into production.

As of 18 April 2023, there was one woman member of the Board, Dr Gillian Davidson who has been in office since 24 March 2022. Upon conclusion of the meeting, if the proposed re-election of Directors is approved, there will be one woman member of the Board, Dr Davidson.

Of the three executive officers of the Company, one is a woman; representing 33% of executive officer positions at the Company, excluding its main subsidiaries. Ms Philipa Varris joined the Company in March 2022. There are no women in the two executive officer positions at the Company's main subsidiaries in Brazil.

Ethical Business Conduct

The Board has not adopted a formal code of ethics for directors.

The Board conducts itself at all times in accordance with the requirements of English legislation as to the roles and responsibilities of directors and good practice for the board of directors of a company whose shares trade on AIM and the TSX.

In order to ensure that directors exercise independent judgement, the Board has assumed responsibility for approving transactions involving the Company and any 'related party' (as that term is defined for securities law purposes).

In addition, the Board has assumed responsibility for monitoring the Company's compliance with strategic planning matters, implementing a process for assessing the effectiveness of committees of directors and individual directors, and reviewing changes in or additions to compliance policies, standards, codes and programs, as well as applicable legislation.

Nomination of Directors

The Company's Nomination Committee has assumed responsibility for the recommendation for appointment and assessment of directors. While there are no specific criteria for Board membership, the Company attempts to attract and maintain directors with business knowledge and a particular knowledge of mining, mineral exploration and development or other areas (such as accounting or finance) which provide knowledge which would assist in providing guidance to the officers of the Company. As such, nominations tend to be the result of recruitment efforts and discussions amongst the Nomination Committee and the Chief Executive Officer prior to the consideration of the Board as a whole.

Compensation

Compensation is determined by the Remuneration Committee. See also "Statement of Executive Compensation – Compensation Discussion and Analysis."

Committees

The Audit & Risk Committee is made up of Mr Vincent Benoit (Chair), Mr William Fisher and Dr Gillian Davidson. The terms of reference of the Audit & Risk Committee are set out in Schedule 'A' in the Annual Information Form ('AIF'). Additional information regarding the Audit & Risk Committee is contained in the Company's AIF, a copy of which is available under the Company's issuer profile at www.sedar.com.

Mr Benoit Bavinton and Mr Fisher are each independent and financially literate within the meaning of applicable securities legislation. Each of Mr Benoit and Mr Fisher is familiar with accounting principles, financial statements and financial reporting requirements as a result their previous experience which is summarised herein.

The Remuneration Committee is made up of Mr William Fisher (Chair), Mr Vincent Benoit and Dr Owen Bavinton. The Remuneration Committee is responsible for reviewing the performance of the Executive Directors and for setting the scale and structure of their remuneration, paying due regard to the interests of shareholders as a whole and the performance of the Company.

The Nomination Committee is made up of Mr Jeremy Martin (Chair), Dr Owen Bavinton and Mr William Fisher. The Nomination Committee is responsible for the recommendation for appointment and assessment of directors in line with the Company's evolving required skillset of mine building and production. The Committee will also develop a formal succession plan.

The Sustainability and ESG Committee is made up of Dr Gillian Davidson (Chair) and Dr Owen Bavinton. The Sustainability and ESG Committee is responsible for assisting the Board in maintaining healthy and safe workplaces, environmentally sound and responsible resource development, good community relations and the protection of human rights; promoting the appropriate culture, behaviours and actions in relation to these matters; and communicating the Board's commitment to these matters to the Group's employees, contractors and other stakeholders.

Meetings of independent members of the Board

The independent members of the Board do not meet formally when non-independent members are in attendance. However, they are in frequent and direct communication with one another both verbally and by written means.

Leadership for independent members of the Board

Leadership for independent members of the Board is provided as appropriate by the Chair of the Board, Mr William Fisher, by regular direct contact with the independent Board members and by keeping them apprised of developments in the Company.

Control Procedures

The Board has approved financial budgets and cash forecasts. In addition, it has implemented procedures to ensure compliance with accounting standards and effective reporting.

Assessments

The performance of the Board is assessed by the Chair, based upon attendance of individuals at meetings, their contribution during meetings and their execution of action items arising therefrom. Performance is also assessed throughout the year through feedback from other Board members.

Indebtedness of Directors and Executive Officers

There is currently no outstanding indebtedness owing to either the Company or any of its subsidiaries, or to any other entity which is the subject of a guarantee, support agreement, letter of credit or similar arrangement provided by the Company or any of its subsidiaries, of (i) any director, executive officer or employee; (ii) any former director, executive officer or employee; or (iii) any associate of any current or former director or executive officer of the Company.

Interest of Certain Persons in Matters to be Acted Upon

As at the date hereof, no director or executive officer of the Company who has held such position at any time since the beginning of the Company's financial year ended 31 December 2022, proposed nominee for re-election as a director of the Company, or associate or affiliate of the foregoing 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, other than the election of directors.

Interest of Informed Persons in Material Transactions

Since the commencement of the Company's most recently completed financial year, no informed person or proposed director of the Company, nor any associate or affiliate thereof, has or had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or will materially affect the Company or any of its subsidiaries.

Designated Foreign Issuer status - Canada

The Company has determined that as at the beginning of the financial year 1 January 2023, it is a "designated foreign issuer" as defined in National Instrument 71-102 – Continuous Disclosure and other Exemptions Relating to Foreign Issuers ("NI 71-102") and subject to the foreign regulatory requirements of AIM, a market operated by the London Stock Exchange. Accordingly, the Company is able to rely on certain exemptions from the continuous disclosure obligations imposed under Canadian securities legislation as permitted under NI 71-102.

Additional Information

Additional information relating to the Company may be found under the Company's profile on SEDAR at www.sedar.com. Inquiries including requests for copies of the Company's financial statements and management's discussion and analysis for the year ended 31 December 2022 may be directed to Company Secretary at the Company's head office and its registered office is at Rex House, 4-12 Regent Street St James's, London, SW1Y 4RG, United Kingdom.

Additional financial information is provided in the Company's comparative financial statements and management's discussion and analysis for the year ended 31 December 2022 which is also available on SEDAR.

Approval

The contents of this information circular and the sending thereof to the shareholders of the Company have been approved by the Board of Directors.

Dated 18 April 2023

By Order of the Board of Directors

Jeremy Martin
Chief Executive Officer

