

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or as to what action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised pursuant to the Financial Services and Markets Act 2000 (as amended) (FSMA) if you are in the United Kingdom or, if not, from another appropriately authorised independent adviser.

If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document at once to the purchaser or transferee or to the stockbroker, banker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. Such documents should not, however, be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares, you should retain this document.

WOLFRAM RESOURCES PLC

(incorporated and registered in England and Wales under the Companies Act 2006 under number 13628478)

Notice of General Meeting

Notice convening the General Meeting of the Company to be held at the offices of Charles Russell Speechlys LLP at 5 Fleet Place, London EC4M 7RD on 28th July 2025 at 11.00am is set out in Part II of this document.

A summary of the action to be taken by Shareholders is set out in the explanatory notes to the Notice of the General Meeting set out in Part II of this document.

Whether or not you plan to attend the General Meeting, please complete the enclosed Proxy Form. To be valid, the Proxy Form should be completed, signed and returned in accordance with the instructions printed thereon and Error! Reference source not found. of the Notice of the General Meeting. Proxy Forms must be received by the Registrar at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX as soon as possible but in any event must arrive not later than 48 hours (ignoring any part of a day that is not a working day) before the time fixed for the start of the General Meeting.

The completion and return of a Proxy Form will not prevent you from attending, speaking and voting at the General Meeting in person should you wish to do so.

This document should be read in its entirety in conjunction with the definitions set out herein. In particular your attention is drawn to the letter from the Board, which is set out on page 7 of this document, and which unanimously recommends that you vote in favour of the Resolutions.

Copies of this document, which is dated 4th July 2025 will be available free of charge to the public during normal working hours on any weekday (except public holidays) from the registered office of the Company at C/O Arch Law Huckletree Bishopsgate, 8 Bishopsgate, London, United Kingdom, EC2N 4BQ.

No person should construe the contents of this document as legal, tax or financial advice and recipients of this document should consult their own advisers on the matter described in this document.

IMPORTANT NOTICE

Cautionary note regarding forward-looking statements

This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors’ current intentions, beliefs or expectations concerning, among other things, the Company’s results of operations, financial condition, liquidity, prospects, growth, strategies and the Company’s markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors’ current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company’s operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors’ expectations or to reflect events or circumstances after the date of this document.

Notice to overseas persons

The distribution of this document and/or any accompanying documents in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

No incorporation of website information

The contents of the Company’s website or any hyperlinks accessible from the Company’s website do not form part of this document and Shareholders should not rely on them.

Interpretation

Certain terms used in this document are defined and certain technical and other terms used in this document are explained at the section of this document under the heading “Definitions”.

All times referred to in this document and the Proxy Form are, unless otherwise stated, references to London time.

All references to legislation in this document and the Proxy Form are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

DIRECTORS, COMPANY SECRETARY AND ADVISERS

Directors	Daniel Monks, <i>Executive Director</i> Graeme Muir, <i>Executive Director</i> <i>each of whose business address is at the Company's registered office below</i>
Registered Office	C/O Arch Law Huckletree Bishopsgate 8 Bishopsgate London United Kingdom EC2N 4BQ
Company Secretary	Ben Harber
Company website	https://wolframresources.com/
Legal Adviser to the Company	Charles Russell Speechlys LLP 5 Fleet Place London EC4M 7RD
Registrars	Share Registrars Limited 3 The Millennium Centre Crosby Way Farnham Surrey GU9 7XX

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	Time and date (as applicable)
Latest time and date for receipt of completed Proxy Forms to be valid at the General Meeting	11.00am on 24th July 2025
General Meeting	11.00am on 28th July 2025
Announcement of results of the General Meeting	28th July 2025

Notes:

1. *Each of the times and dates above are indicative only and are subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified by the Company to Shareholders by announcement through a Regulatory Information Service.*
2. *All of the above times refer to London time unless otherwise stated.*

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

Circular or this document	this document
Company	Wolfram Resources Plc, a company registered in England and Wales with company number 13628478 and having its registered office at C/O Arch Law Huckletree Bishopsgate, 8 Bishopsgate, London, United Kingdom, EC2N 4BQ
CREST	the relevant system (as defined in the CREST Regulations) for paperless settlement of share transfers and holding shares in uncertificated form which is administered by Euroclear
CREST Regulations	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755) (as amended)
Directors or Board	the directors of the Company, whose names are set out on page 4 of this document
Euroclear	Euroclear UK & International Limited, the operator of CREST
FCA	the Financial Conduct Authority
FSMA	the Financial Services and Markets Act 2000 (as amended)
General Meeting	the general meeting of the Company to be held at 11.00am on 28th July 2025 at the offices of Charles Russell Speechlys at 5 Fleet Place, London EC4M 7RD or any adjournment thereof, notice of which is set out in this document
London Stock Exchange	London Stock Exchange Group Plc
New Articles	the proposed new articles of association of the Company
Notice of General Meeting	the notice convening the General Meeting which forms part of this Circular
Ordinary Shares	ordinary shares of £0.01 each in the capital of the Company
Proxy Form	the form of proxy for use in connection with the General Meeting which accompanies the Circular
Registrar	Share Registrars Limited
Regulatory Information Service	a service approved by the London Stock Exchange for the distribution to the public of announcements and included within the list on the website of the London Stock Exchange
Resolutions	the resolutions set out in the Notice of General Meeting
Shareholder	a holder of Ordinary Shares
UKLR	UK Listing Rules made by the FCA under Part VI of FSMA

PART I: LETTER FROM THE BOARD

C/O Arch Law Huckletree Bishopsgate
8 Bishopsgate
London
United Kingdom
EC2N 4BQ

4th July 2025

Dear Shareholder

Notice of General Meeting

1 INTRODUCTION

I am pleased to write you with details of our General Meeting which we are holding at the offices of Charles Russell Speechlys at 5 Fleet Place, London EC4M 7RD at 11.00am on 28th July 2025.

A notice convening the General Meeting to be held at the offices of Charles Russell Speechlys at 5 Fleet Place, London EC4M 7RD on 28th July 2025 is set out in Part II of this document, to consider and, if thought appropriate, pass the following Resolutions, all of which will be put to a poll:

- a) Resolution 1 is to approve the continuation of business resolution; and
- b) Resolution 2 is to approve the New Articles (as defined below).

2 RESOLUTIONS AT THE GENERAL MEETING

The following notes give an explanation of the proposed Resolutions to be put to the Shareholders. Resolutions 1 and 2 are proposed as special resolutions. This means that for the Resolutions to be passed, at least three quarters of the votes cast must be in favour of each Resolution.

Resolution 1 - Business Continuation

The Board will be asking Shareholders to vote on a continuation of business resolution, given that an acquisition was not completed within 24 months of the Company's listing (being 5 June 2023). The following is extracted from the Company's original prospectus:

"If an Acquisition has not been announced within 24 months of Admission, the Board will consult with the Shareholders as to the future direction of the Company. The Directors may recommend to Shareholders that the Company continue to pursue an Acquisition for a further 24 months, or that the Company be wound up (in order to return capital to Shareholders). The Board's recommendation will then be put to a Shareholder vote (from which the Directors will abstain). In the event that the Company is wound up, any capital available for distribution will be returned to Shareholders."

In the event that this resolution is not passed, the Board will take steps to wind the Company up. However, Shareholders should note that in such event it is not expected that the funds available for distribution would result in Shareholders receiving material amounts and which also may be less than the current price per Ordinary Share.

Resolution 2 – Adoption of New Articles

The Board proposes to amend the articles of association of the Company to comply with the rule 13 of the UKLR. The Board proposes to insert a new article 41.8 in relation to the timetable for an initial transaction (which has the meaning given to it in UKLR 13.4.2 R and 13.4.3 G) (the **New Articles**).

3 ACTION TO BE TAKEN

Shareholders are strongly encouraged to appoint the chair of the General Meeting as their proxy for the General Meeting. This will ensure that your vote will be counted even if you are unable to attend the General Meeting.

If you would like to vote on the Resolutions, you may appoint a proxy by completing, signing and returning the Proxy Form to the Registrar, Share Registrars Limited so that it is received no later than 11.00am on 24th July 2025. The Proxy Form may be lodged using one of the following methods:

- (a) by visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions (you can locate your log-in details on the top of the proxy form);
- (b) by post or (during normal business hours only) by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
- (c) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 4 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 11.00am on 24th July 2025.

The appointment of a proxy will not preclude you from attending the meeting and voting in person should you wish to do so.

If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

Any changes to the arrangements for the General Meeting will be communicated to Shareholders before the General Meeting, including through the Company’s website at <https://wolframresources.com/> and by announcement via a Regulatory Information Service.

All Resolutions for consideration at the General Meeting will be voted on by way of a poll, rather than a show of hands. This means that Shareholders will have one vote for each Ordinary Share held. The Company believes that this will result in a more accurate reflection of the views of Shareholders by ensuring that every vote is recognised, including the votes of any Shareholders who are unable to attend the General Meeting but who have appointed the chair of the General Meeting as their proxy for the General Meeting.

4 RECOMMENDATION

The Directors consider the Resolutions to be considered at the General Meeting to be in the best interests of the Company and its Shareholders as a whole.

In the event that Resolution 1 is not passed, the Board will take steps to wind the Company up. However, Shareholders should note that in such event it is not expected that the funds available for distribution

would result in Shareholders receiving material amounts and which also may be less than the current price per Ordinary Share.

Accordingly, the Directors unanimously recommend that all Shareholders vote in favour of the Resolutions.

Yours faithfully

Graeme Muir

Director

Wolfram Resources Plc

Registered in England and Wales No 13628478

PART II: NOTICE OF GENERAL MEETING

WOLFRAM RESOURCES PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered number 13628478)

Notice is hereby given that a general meeting of Wolfram Resources Plc (the **Company**) will be held at the offices of Charles Russell Speechlys at 5 Fleet Place, London EC4M 7RD on 28th July 2025 at 11.00am to consider and, if thought fit, to pass resolutions 1 and 2 as special resolutions:

Except where otherwise defined herein, the definitions set out in the document to which this notice of meeting is attached shall apply to this notice.

SPECIAL RESOLUTIONS

- 1 **TO** endorse the continuation of the strategy for the Company that the Company continue to pursue an acquisition for a further 24 months.
- 2 **THAT**, with effect from the conclusion of the meeting at which this resolution is proposed, the articles of association of the Company attached to this notice of general meeting be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

BY ORDER OF THE BOARD

Ben Harber

Company Secretary

4th July 2025

C/O Arch Law Huckletree Bishopsgate

8 Bishopsgate

London

United Kingdom

EC2N 4BQ

NOTES TO THE NOTICE OF MEETING

1 GENERAL MEETING

Only shareholders, their attorneys, proxies and authorised representatives of corporations which are shareholders are entitled to attend, speak and vote at the general meeting at 11.00am on 28th July 2025 (**General Meeting**).

2 VOTING BY CORPORATE REPRESENTATIVES

A corporate shareholder may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder in the Company, provided that they do not do so in relation to the same shares.

3 VOTING VIA PROXY FORM

- 3.1 A shareholder entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at the General Meeting. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. If multiple proxies are to be appointed, then a separate form of proxy (**Proxy Form**) must be completed for each proxy appointment. If you intend appointing additional proxies, please contact Share Registrars Limited (**Registrar**) (on 01252 821390 or via e-mail to Enquiries@shareregistrars.uk.com) to obtain (an) additional form(s). Alternatively, you may photocopy the enclosed Proxy Form.
- 3.2 The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, then the proxy is deemed to be authorised for the whole of the shareholder's holding (or in the case of a shareholder with designated accounts, the whole of the holding in the designated account).
- 3.3 A proxy need not be a shareholder of the Company but must attend the General Meeting to represent you. Your proxy must vote as you instruct and must attend the General Meeting for your vote to be counted.
- 3.4 If a proxy is not directed how to vote on an item of business the proxy may vote, or abstain from voting, as they think fit. A proxy shall have authority to demand, or join in demanding, a poll at the General Meeting. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution.
- 3.5 Should any resolution, other than those specified in this notice of General Meeting (**Notice**), be proposed at the General Meeting, a proxy may vote on that resolution as they think fit.
- 3.6 If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- 3.7 Shareholders who return their Proxy Forms with a direction on how to vote, but do not nominate the identity of their proxy, will be taken to have appointed the chair of the General Meeting (**Chair of the Meeting**) as their proxy to vote on their behalf. Proxy appointments in favour of the Chair of the Meeting, the secretary or any director that do not contain a direction on how to vote will be used where possible to support each of the resolutions proposed in this Notice.
- 3.8 Completed Proxy Forms should be sent to the Registrar using the pre-addressed envelope provided with this Notice.
- 3.9 To be effective, Proxy Forms must be lodged by 11.00am on 24th July 2025. Proxy forms lodged after this time will be invalid.
- 3.10 Proxy Forms may be lodged using one of the following methods:
- 3.10.1 by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your log-in details on the top of the proxy form);
 - 3.10.2 by post or (during normal business hours only) by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
 - 3.10.3 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 4 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 11.00am on 24th July 2025.

- 3.11 The Proxy Form must be signed by the shareholder or the shareholder's attorney. A Proxy Form must be completed by, or on behalf of, the shareholder making the appointment. A corporation may execute a Proxy Form either under its common seal or under the hand of (a) duly authorised officer(s). Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Registrar by the deadline stated in paragraph 3.10.
- 3.12 In the case of joint holders, any one holder may sign the Proxy Form. The vote of the senior holder who tenders a vote will be counted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names appear on the register of shareholders.
- 3.13 Shareholders may change proxy instructions by submitting a new Proxy Form. Note that the cut-off time for receipt of Proxy Form also applies in relation to amended instructions; any Proxy Form received after the relevant cut-off time will be disregarded.
- 3.14 Where you have appointed a proxy using the Proxy Form and would like to change the instructions using another hard-copy Proxy Form, please contact the Registrar (on 01252 821390 or via e-mail to Enquiries@shareregistrars.uk.com) to obtain a new Proxy Form.
- 3.15 If you submit more than one valid Proxy Form, the Proxy Form received last before the latest time for the receipt of proxies will take precedence.
- 3.16 Shareholders who return a Proxy Form or register the appointment of a proxy electronically will still be able to attend the General Meeting and vote in person if they so wish. If you attend the General Meeting in person and vote, then your proxy appointment will automatically be terminated.
- 3.17 A copy of this Notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (**nominated persons**). The right to appoint a proxy does not apply to nominated persons. However, nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy.

4 **VOTING VIA CREST**

- 4.1 Shareholders who are CREST members with shares held in uncertificated form who wish to appoint a proxy or proxies are encouraged to use the CREST electronic proxy appointment service by using the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 4.2 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA36) by the latest time for receipt of proxy appointments specified in paragraph 3.9 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- 4.3 CREST members and, where applicable, their CREST sponsors or voting service provider(s), should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In connection with this, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 4.4 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

5 SHAREHOLDERS WHO ARE ENTITLED TO VOTE

Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that the time by which a person must be entered on the register of members in order to attend or vote at the General Meeting or adjourned General Meeting (and for calculating the number of votes such a person may cast) is 48 hours (ignoring any part of a day that is not a working day) prior to the General Meeting or any adjourned General Meeting. Changes to entries on the register of securities after the relevant time will be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the General Meeting or adjourned General Meeting.

6 CONDUCT OF THE GENERAL MEETING

- 6.1 The quorum for the General Meeting will be two persons entitled to vote upon the business to be transacted, each being a shareholder, or a proxy for a shareholder, or a duly authorised representative of a corporation, which is a shareholder.
- 6.2 The Company must cause to be answered at the General Meeting any question relating to the business being dealt with at the General Meeting which is put by a member attending the General Meeting, except (i) if to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information, (ii) if the answer has already been given on a website in the form of an answer to a question, or (iii) if it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered. The Company will not answer questions submitted by shareholders ahead of the General Meeting in the circumstances outlined in (i) to (iii) above.
- 6.3 Voting on at this General Meeting will be conducted on a poll rather than a show of hands.

7 ADDITIONAL MATTERS

- 7.1 If you have sold or transferred all of your shares, this Notice should be passed on to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.
- 7.2 A copy of this Notice and the other information required by section 311A of the Companies Act 2006 can be found on the Company's website (<https://wolframresources.com/>).
- 7.3 You may not use any electronic address provided in this Notice to communicate with the Company for any purposes other than those expressly stated.
- 7.4 As at 3th July 2025 (being the latest practicable date prior to publication of this document), the Company's issued share capital consisted of 82,000,100 ordinary shares of £0.01 each carrying one vote each. As at 3th July 2025 the Company held no ordinary shares in treasury and therefore the total voting rights in the Company are 82,000,100.
- 7.5 Where the Company is required to publish a statement on its website, it must:
 - 7.5.1 send a copy of the statement to the Company's auditors no later than the time it makes that statement available on the website; and
 - 7.5.2 include the matters set out in the statement in the business of the General Meeting.