



## Notice of Extraordinary General Meeting

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The Company announces that will hold an Extraordinary General Meeting ("the Meeting) on Wednesday 22 December 2021, at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL England at 2.00 pm (BST). The meeting will deal with certain matters that would normally have been considered at the Annual General Meeting held on 25 June 2021, however, with the delay in the completion of the audit of the 2020 Financial Statements and Annual Report (the "2020 Accounts") it was not possible for these matters to be considered at that meeting. The Company has published the formal notice of the Meeting (the "Notice") on its website which can be accessed using the following link <https://bit.ly/3DegkVg>. Proxy voting forms are being posted to all shareholders providing details of how to access the Notice and instructions for voting. A copy of the Notice together with proxy voting forms is being posted to all shareholders who are required to receive or have formally requested to receive these documents.

The Notice contains a letter from the Chairman of the Company, Mr Nicolas Bañados, which is set out below in Appendix 1.

### Coronavirus (Covid-19)

The Board continues to closely monitor developments in relation to the Covid-19 pandemic and the health and wellbeing of the Shareholders and the Company's employees continue to remain of paramount importance. At the date of this Notice, there are limited restrictions in England on public gatherings of the nature envisaged for the Meeting, but this situation may have changed at the date of the Meeting. All Shareholders are encouraged to exercise their right to vote by appointing the Chairman of the Meeting as their proxy. If a Shareholder appoints any person other than the Chairman of the Meeting to act as their proxy, that person (for their own safety, and for the safety of others) may not be granted access to the Meeting and in such circumstances their appointing Shareholder's votes would not be counted. If law and/or guidance requires us to restrict entry to the Meeting, it is intended that it would be convened in accordance with the Company's Articles of Association and in line with the UK Government guidance. In such circumstances, the Company would make arrangements such that the legal requirements to hold the Meeting can be satisfied through the physical attendance of a minimum number of people required to form a quorum under the Company's Articles of Association and who are essential for the business of the Meeting to be conducted. These attendees would be officers or employees of the Company.

In view of the continuing risk posed by Covid-19, we reserve the right to put in place arrangements to protect attendees from any risk to their health and may refuse entry to persons who do not comply with such arrangements. In particular, Shareholders are reminded that they should not attend the Meeting in person if they or someone living in the same household feels unwell or has been in contact with anyone who has, or may have, Covid-19.

The Board wants to ensure that Shareholders have an opportunity to engage with the Company and the Board. Accordingly, Shareholders are encouraged to submit questions in advance of the Meeting by emailing [EGM2021@serabigold.com](mailto:EGM2021@serabigold.com) and including "EGM 2021" in the subject line. We request that such questions are submitted by 6.00 p.m. (London time) on 17 December 2021 and we will endeavour to answer these questions, where appropriate, either at the Meeting or on 22 December 2021 by way of a regulatory news release issued prior to the start of the Meeting, and on the Company's website.



## Enquiries

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Copies of this announcement are available from the Company's website at [www.serabigold.com](http://www.serabigold.com).

#### Forward-looking statements

Certain statements in this announcement are, or may be deemed to be, forward looking statements. Forward looking statements are identified by their use of terms and phrases such as "believe", "could", "should", "envisage", "estimate", "intend", "may", "plan", "will" or the negative of those, variations or comparable expressions, including references to assumptions. These forward-looking statements are not based on historical facts but rather on the Directors' current expectations and assumptions regarding the Company's future growth, results of operations, performance, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, business prospects and opportunities. Such forward looking statements reflect the Directors' current beliefs and assumptions and are based on information currently available to the Directors. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements including risks associated with vulnerability to general economic and business conditions, competition, environmental and other regulatory changes, actions by governmental authorities, the availability of capital markets, reliance on key personnel, uninsured and underinsured losses and other factors, many of which are beyond the control of the Company. Although

any forward-looking statements contained in this announcement are based upon what the Directors believe to be reasonable assumptions, the Company cannot assure investors that actual results will be consistent with such forward looking statements.

#### Qualified Persons Statement

The scientific and technical information contained within this announcement has been reviewed and approved by Michael Hodgson, a Director of the Company. Mr Hodgson is an Economic Geologist by training with over 30 years' experience in the mining industry. He holds a BSc (Hons) Geology, University of London, a MSc Mining Geology, University of Leicester and is a Fellow of the Institute of Materials, Minerals and Mining and a Chartered Engineer of the Engineering Council of UK, recognizing him as both a Qualified Person for the purposes of Canadian National Instrument 43-101 and by the AIM Guidance Note on Mining and Oil & Gas Companies dated June 2009.

*Neither the Toronto Stock Exchange, nor any other securities regulatory authority, has approved or disapproved of the contents of this news release.*

## Appendix 1

The letter from the Chairman of the Company included in the Notice is reproduced below (without material adjustment or amendment):

"Dear Shareholder

This document provides the formal notice (the "**Notice**") of the 2021 Extraordinary General Meeting of the Company to be held at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL England on 22 December 2021 at 2.00 p.m. (London time) (the "**EGM**"). The purpose of the EGM is to seek Shareholders' approval of the resolutions.

### Canadian Designated Foreign Issuer Status

The Company is a "designated foreign issuer" for the purposes of Canadian Securities Administrators' National Instrument 71-102 – *Continuous Disclosure and Other Exemptions Relating to Foreign Issuer* ("**NI 71-102**") and, as such, the Company is not subject to the same ongoing reporting requirements as most other reporting issuers in Canada. Generally, the Company complies with Canadian ongoing reporting requirements by complying with the regulatory requirements of AIM, which is a "foreign regulatory authority" (as defined in NI 71-102), and filing any documents required to be filed with or furnished to AIM with the securities regulatory authorities in Canada.

### Coronavirus (Covid-19)

The Board continues to closely monitor developments in relation to the Covid-19 pandemic and the health and wellbeing of the Shareholders and the Company's employees continue to remain of paramount importance. At the date of this Notice, the UK Government's regulations are such that we expect physical attendance will continue to be permitted by law and UK Government guidance. If such law and guidance is amended and requires us to restrict entry to the EGM, it is intended that the EGM would be convened in accordance with the Company's Articles of

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Registered Office 66 Lincoln's Inn Fields, London, WC2A 3LH Company Number 5131528

This document is not intended to and does not amount to an invitation or inducement to subscribe for shares in Serabi Gold plc



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SERABI GOLD plc ("Serabi" or "the Company")



Association and in line with the UK Government guidance. In such circumstances, the Company would make arrangements such that the legal requirements to hold the Meeting can be satisfied through the physical attendance of a minimum number of people required to form a quorum under the Company's Articles of Association and who are essential for the business of the EGM to be conducted. These attendees would be officers or employees of the Company.

Notwithstanding prevailing law and guidance, we reserve the right to put in place arrangements to protect attendees from any risk to their health and may refuse entry to persons who do not comply with such arrangements. In particular, Shareholders are reminded that they should not attend the EGM in person if they or someone living in the same household feels unwell or has been in contact with anyone who has, or may have, Covid-19.

As with recent previous meetings of Shareholders, the Board wants to ensure that Shareholders have an opportunity to engage with the Company and the Board. Accordingly, Shareholders are encouraged to submit questions in advance of the EGM by emailing [EGM2021@serabigold.com](mailto:EGM2021@serabigold.com) and including "EGM 2021" in the subject line. We request that such questions are submitted by 6.00 p.m. (London time) on 17 December 2021, and we will endeavour to answer these questions where appropriate either at the EGM or on 22 December 2021 by way of a regulatory news release issued prior to the start of the EGM, and on the Company's website.

As there remains a degree of uncertainty around the ability of Shareholders to attend the EGM, the Board strongly encourages all Shareholders to appoint the Chairman of the EGM as their proxy to vote at the EGM on their behalf, in accordance with their instructions. This will ensure that Shareholders' votes will be counted if, ultimately, Shareholders (or any other person they might otherwise appoint as proxy) are not permitted to attend the EGM in person. Shareholders are strongly encouraged not to appoint any person other than the Chairman of the EGM to act as their proxy, as that person may not be granted access to the EGM on the day and so their appointing Shareholder's votes would not be counted.

### **Action to be taken by Shareholders**

A Form of Proxy for use by Shareholders accompanies this document. To be valid, Forms of Proxy must be completed and returned so as to be received at either the offices of the Company's UK Registrar, Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ or the offices of the Company's Canadian Registrar, Computershare Investor Services Inc., 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1 by not later than 2.00 p.m. (London time) (9.00 a.m. Eastern time) on 20 December 2021. Alternatively, Shareholders can appoint a proxy electronically by going to either [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) (for UK appointments) or [www.investorvote.com](http://www.investorvote.com) (for Canadian appointments) or, if they hold their shares in CREST, Shareholders can appoint a proxy using the CREST electronic proxy appointment service, in each case by not later than not later than 2.00 p.m. (London time) (9.00 a.m. Eastern time) on 20 December 2021 in accordance with the instructions set out in the "Proxy Instructions" section below and the Form of Proxy.

Completion and return of a Form of Proxy will not prevent Shareholders from attending and voting in person at the EGM should they so wish and provided that the UK Government restrictions at the time of the EGM allow them to do so.

Beneficial Shareholders (as defined in the "Voting by Beneficial Shareholders" section below on page 11) should note that only registered Shareholders or their duly authorised proxy holders are entitled to vote at the EGM. Each Beneficial Shareholder should ensure that their voting instructions are communicated to the appropriate person well in advance of the EGM.

Further details of the restrictions and steps to be taken with respect to voting are set out in the Notice and Management Information Circular contained in this document.

The Company will continue to monitor the impact of Covid-19 and reserves the ability to revise arrangements in relation to the EGM should circumstances change. Any relevant updates regarding the EGM will be available on the Company's website.

### **Background**

**SERABI GOLD PLC**  
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**Registered Office** 66 Lincoln's Inn Fields, London, WC2A 3LH **Company Number** 5131528

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The matters being considered at the Extraordinary General Meeting set out in the Notice are specific matters that would have been considered at the Annual General Meeting held on 25 June 2021, but with the delay in the completion of the audit of the 2020 Financial Statements and Annual Report (the "**2020 Accounts**") it was not possible for these matters to be considered at that meeting. With the 2020 Accounts now having been published and posted to those Shareholders that have requested printed copies, this meeting is being convened to receive and adopt the 2020 Accounts together with the appropriate resolution for the appointment of the auditors and the authority for the Board to set their remuneration.

***Recommendation and importance of vote***

The Directors consider that the resolutions set out in the Notice being put to the EGM are in the best interests of the Company and its Shareholders and are most likely to promote the success of the Company for the benefit of the Shareholders as a whole.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the proposed resolutions as they intend to do in respect of their own holdings, where relevant, amounting to an aggregate of 1,345,345 Ordinary Shares, representing approximately 1.78% of the Company's Ordinary Shares in issue at the date of this document.

Yours faithfully

(Signed) "Nicolas Bañados"

Nicolas Bañados  
Non-executive Chairman