

## **Notice of Annual General Meeting**

Metal Tiger plc ("Metal Tiger" or the "Company") (ASX:MTR, AIM:MTR) notice of the AGM in accordance with the Listing Rule 15.2.2.

Further to our announcement on the AIM market on the 20<sup>th</sup> May 2021, which preceded the Company's listing in the ASX on the 27<sup>th</sup> May 2021, and the subsequent announcement on the AIM market on the 4<sup>th</sup> June 2021 of the posting of the notice, the please find a copy of the notice of the AGM included with the Annual Financial Statements released on the 20<sup>th</sup> May 2021, which was duly held on the 30 June 2021.

The Company will ensure all announcements are simultaneously announced on both exchanges, as required.

This ASX release was authorised on behalf of the Metal Tiger Board by: David Michael McNeilly, Chief Executive Officer.

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## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document or the action you should take, you should immediately seek your own independent financial advice from your stockbroker, solicitor or other independent financial advisor duly authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your Ordinary Shares in Metal Tiger plc (the "Company"), you should forward this document, immediately to the stockbroker, bank or other agent through whom the sale or transfer was effected for the delivery to the purchaser or transferee.

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

This document does not constitute an offer to issue or sell or a solicitation of any offer to subscribe for or buy Ordinary Shares in Metal Tiger plc.

### METAL TIGER PLC

*(incorporated and registered in England and Wales under number 04196004)*

## Notice of an Annual General Meeting

Notice of an Annual General Meeting of the Company to be held at 10:00am on 30 June 2021 at Higher Shalford Farm, Charlton Musgrove, Wincanton, Somerset, BA9 8HF is set out at the end of this document.

A summary of the action to be taken by shareholders is set out in the Letter from the Chairman which follows and in the Notice of Annual General Meeting.

**Following the Government restrictions placed on public gatherings under the Coronavirus Act 2020, the Directors strongly urge all shareholders not to attend the meeting in person but to vote by proxy, submitting such votes by no later than 10am on 28 June 2021.**

The Company reserves the right to seek to adjourn the meeting or to refuse admission to the meeting to members should it appear that the meeting would breach those restrictions.

## LETTER FROM THE CHAIRMAN

### METAL TIGER PLC

(Incorporated and registered in England & Wales with registered number 04196004)

#### Directors:

Charles Patrick Stewart Hall (Chairman, Non-Executive Director)  
David Michael McNeilly (Chief Executive Officer, Executive Director)  
Mark Roderick Potter (Chief Investment Officer, Executive Director)  
Neville Keith Bergin (Non-Executive Director)  
David Alan Wargo (Non-Executive Director)

#### Registered Office

Weston Farm House  
Weston Down Lane  
Weston Colley  
Hampshire  
SO21 3AG

To the shareholders and, for information only, to the holders of warrants and options

20 May 2021

Dear Shareholder

#### Notice of Annual General Meeting

##### Introduction

I am writing to invite you to an Annual General Meeting of the Company to be held at 10:00am on 30 June 2021 at Higher Shalford Farm, Charlton Musgrove, Wincanton, Somerset, BA9 8HF. The notice of the Annual General Meeting (the "AGM") is set out at the end of this document.

Following the Government restrictions placed on public gatherings under the Coronavirus Act 2020, the Directors strongly urge all shareholders not to attend the meeting in person but to vote by proxy, submitting such votes by no later than 10:00am on 28 June 2021.

The Company reserves the right to seek to adjourn the meeting or to refuse admission to the meeting to members should it appear that the meeting would breach those restrictions.

#### Resolutions at the Annual General Meeting

##### Resolution 1 – Receiving and Considering the Accounts

This is a resolution to receive and consider the Financial Statements of the Company for the period ended 31 December 2020 together with the Report of the Directors and the Report of the Auditor thereon.

##### Resolution 2 – Re-appointment of Auditor

This resolution seeks to authorise the re-appointment of Crowe U.K. LLP as auditor of the Company and to authorise the Directors to determine their remuneration.

##### Resolution 3 – Re-election/Election of Directors

The Board recommends the re-election of Mark Roderick Potter who, being eligible, offers himself for re-election. The Board also recommends the election of David Alan Wargo as per the RNS on 1 October 2020.

##### Resolution 4 – Directors' Authority to Allot Shares

This is a resolution to grant the Directors authority to allot and issue shares and grant rights to subscribe for shares in the Company for the purposes of section 551 of the Companies Act 2006 ("Act") up to the maximum aggregate nominal amount of £3,000,000. This resolution replaces any existing authorities to issue shares in the Company and the authority under this resolution will expire at the conclusion of the next annual general meeting of the Company.

##### Resolution 5 – Disapplication of Pre-emption Rights

This resolution proposes to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under section 561(1) of the Act. This is a special resolution authorising the Directors to issue equity securities as continuing authority up to an aggregate nominal amount of £3,000,000 for cash on a non pre-emptive basis pursuant to the authority conferred by Resolution 4 above.

The authority granted by this resolution will expire at the conclusion of the next annual general meeting of the Company.

#### Action to be taken by Shareholders

Whether or not you are able to attend the meeting, you are asked to register your proxy vote as soon as possible, but in any event, by no later than 10:00am on 28 June 2021 by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions. Alternatively, you may obtain a hard copy form of proxy directly from our registrars Link Group if required, see notes in the Notice of Annual General Meeting.

#### Recommendation

The Directors unanimously believe that the resolutions are in the best interests of the Company and its shareholders and unanimously recommend you to vote in favour of the resolutions as they intend to do, with each director abstaining in respect of his election, in respect of their own beneficial holdings which in aggregate amount to 2,793,425 Ordinary Shares, representing approximately 1.8% of the Company's current issued ordinary share capital of 155,100,477 shares as at 20 May 2021.

Yours faithfully



Charles Hall  
Chairman



**METAL TIGER PLC**

(Registered in England No. 04196004)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that an Annual General Meeting of Metal Tiger plc ("Company") will be held at 10:00am on 30 June 2021 at Higher Shalford Farm, Charlton Musgrove, Wincanton, Somerset, BA9 8HF for the purpose of considering and if thought fit passing the following resolutions, of which Resolutions 1 to 4 will be proposed as ordinary resolutions and Resolution 5 as a special resolution:

**ORDINARY RESOLUTIONS**

*Resolution 1* To receive and consider the financial statements for the period ended 31 December 2020 together with the report of the Directors and the report of the auditor thereon.

*Resolution 2* To re-appoint Crowe U.K. LLP as auditor and to authorise the Directors to determine their remuneration.

*Resolution 3* To re-elect Mark Roderick Potter as a Director of the Company and to elect David Alan Wargo as a Director of the Company.

*Resolution 4* That, pursuant to section 551 of the Companies Act 2006 ("the Act") the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined by section 560 of the Act) up to the maximum aggregate nominal amount of £3,000,000 PROVIDED that the authority granted under this resolution shall lapse at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors shall be entitled to allot shares and grant equity securities pursuant to such offers or agreements as if this authority had not expired, and all unexercised authorities previously granted to the Directors to allot shares and grant equity securities be and are hereby revoked.

(a) the authority hereby conferred shall, unless previously revoked or varied, expire on 31 December 2021 or, if earlier, the conclusion of the next annual general meeting of the Company (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry).

**SPECIAL RESOLUTION**

*Resolution 5* That, subject to the passing of Resolution 4 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 4 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

(a) in connection with an offer of equity securities to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and

(b) (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £3,000,000 in addition to existing authorities;

and provided that this power shall expire on the conclusion of the next Annual General Meeting (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

**BY ORDER OF THE BOARD**


**Adrian Bock**  
Company Secretary  
20 May 2021

Registered office:  
Weston Farm House  
Weston Down Lane  
Weston Colley  
Hampshire  
SO21 3AG

**Notes:****Appointment of proxies**

- 1 A member entitled to attend and vote at the meeting may appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company but must attend the meeting for the member's vote to be counted. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. If a member wishes to appoint more than one proxy they may do so at [www.signalshares.com](http://www.signalshares.com).
- 2 To be effective, the proxy vote must be submitted at [www.signalshares.com](http://www.signalshares.com) so as to have been received by the Company's Registrar not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. By registering on the Signal shares portal at [www.signalshares.com](http://www.signalshares.com), you can manage your shareholding, including:

- cast your vote;
- change your dividend payment instruction;
- update your address;
- select your communication preference.

You can vote either:

- by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions: If you have not previously registered, you will first be asked to register as a new user, for which you will require your investor code (which can be found on your share certificate and dividend confirmation), family name and postcode (if resident in the UK).
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

**Appointment of a proxy using a Form of Proxy**

You may request a hard copy form of proxy directly from the registrars, Link Group, on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00am - 5.30pm, Monday to Friday excluding public holidays in England and Wales.

To be valid, a Form of Proxy or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by post or (during normal business hours only) by hand by the Registrar, Link Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 48 hours (excluding weekends and public holidays) before the time of the Annual General Meeting or any adjournment of that meeting.

If you require additional Forms of Proxy, please contact the Registrar

- 3 Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (as amended), the Company has specified that only those members registered on the register of members of the Company at close of business on 28 June 2021 (the Specified Time) (or, if the meeting is adjourned to a time more than 48 hours after the Specified Time, by close of business on the day which is two days prior to the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. If the meeting is adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 4 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. 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.
- 5 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 & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy, or is 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 Company's Registrar (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in Note 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 6 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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 this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)).
- 7 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 (as amended).
- 8 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- 9 Any electronic address provided either in this Notice or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.
- 10 If you need help with voting on-line, or require a paper proxy form, please contact the Company's Registrar, Link Group, by email at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk) or you may call Link on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00am - 5.30pm, Monday to Friday excluding public holidays in England and Wales. Submission of a Proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.

**Total Voting Rights**

- 11 As at 19 May 2021, being the last practicable date before dispatch of this notice, the Company's issued share capital comprised 155,100,477 Ordinary Shares of £0.001 each. Each ordinary share carries the right to one vote at an annual general meeting of the Company and, therefore, the total number of voting rights in the Company as at 19 May 2021 is 155,100,477.