

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

TECHNOLOGY MINERALS PLC

Revised Articles of Association

Adopted by Special Resolution

passed at the General Meeting of the Company held on [●] 2026

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(Adopted by special resolution passed on [●] 2026)

1. Exclusion of model articles (and any other prescribed regulations)

No regulations or articles set out in any statute, or in any statutory instrument or other subordinate legislation made under any statute, concerning companies (including the regulations in the Companies (Model Articles) Regulations 2008 (SI 2008/3229)) shall apply as the articles of the Company. The following shall be the articles of association of the Company.

2. Interpretation

2.1 In these articles, unless the context otherwise requires:

A Ordinary Share means an A Ordinary Share of £0.0005 each in the capital of the Company.

Act: means the Companies Act 2006.

address: includes any number or address used for the purposes of sending or receiving documents or information by electronic means.

Articles: means these articles of association as altered from time to time and "Article" shall be construed accordingly.

Board: means the board of Directors for the time being of the Company or the Directors present or deemed to be present at a duly convened quorate meeting of the Directors.

certificated shares: means a share which is not an uncertificated share and references in these Articles to a share being held in certificated form shall be construed accordingly.

clear days: in relation to a period of notice means that period excluding the day when the notice is served or deemed to be served and the day for which it is given or on which it is to take effect.

Companies Acts: means the Act, the Companies Act 1985 and, where the context requires, every other statute from time to time in force concerning companies and affecting the Company.

Company: means TECHNOLOGY MINERALS PLC.

Deferred Share: means a Deferred Share of £0.0005 each in the capital of the Company having the rights set out in new Article 10A.

Director: means a director for the time being of the Company.

electronic facility: includes, without limitation, website addresses and conference call systems, and any device, system, procedure, method or other facility whatsoever providing an electronic means of attendance at or participation in (or both attendance at and participation in) a general meeting determined by the Board pursuant to Article 45.

electronic form: has the meaning given to it in section 1168 of the Act.

electronic means: has the meaning given to it in section 1168 of the Act.

FSMA: means the Financial Services and Markets Act 2000.

member: means a member of the Company, or where the context requires, a member of the Board or of any committee.

Office: means the registered office from time to time of the Company.

Official List: means the list of securities that have been admitted to listing which is maintained by the Financial Conduct Authority (FCA) in accordance with section 74(1) of FSMA.

Operator: means Euroclear UK and Ireland Limited or such other person as may for the time being be approved by HM Treasury as Operator under the uncertificated securities rules.

Ordinary Share: means an Ordinary Share of £0.0005 each in the capital of the Company.

paid up: means paid up or credited as paid up.

participating class: means a class of shares title to which is permitted by the Operator to be transferred by means of a relevant system.

Register: means the register of members of the Company to be maintained under the Act or as the case may be any overseas branch register maintained under Article 101.

relevant system: means a computer-based system which allows units of securities without written instruments to be transferred and endorsed pursuant to the uncertificated securities rules.

Seal: means the common seal of the Company or, where the context allows, any official seal kept by the Company under section 50 of the Act.

uncertificated securities rules: means any provision of the Companies Acts relating to the holding, evidencing of title to, or transfer of uncertificated shares and any legislation, rules or other arrangements made under or by virtue of such provision.

uncertificated share: means a share of a class which is at the relevant time a participating class, title to which is recorded on the Register as being held in uncertificated form and references in these Articles to a share being held in uncertificated form shall be construed accordingly.

UKLA: means the United Kingdom listing authority which is the Financial Conduct Authority (FCA) when performing its functions under Part VI of FSMA.

10A Rights attaching to Deferred Shares

10A.1 Deferred Share Rights. The holders of Deferred Shares shall not be entitled to receive any dividend or other distribution, save where all other classes have first received all amounts to which they are entitled.

10A.2 Voting. The holders of Deferred Shares shall not be entitled to receive notice of, attend, speak or vote at any general meeting except where required by the Companies Act 2006 or where the rights attaching to the Deferred Shares are being varied.

10A.3 Return of Capital. On a winding up or other return of capital, the Deferred Shares shall rank behind every other class of share and shall only participate after all other classes have received repayment in full of capital and all amounts payable to them in priority.

10A.4 Transfer. The Directors may refuse to register any transfer of Deferred Shares unless the transfer is to the Company or the Directors otherwise determine.

10A.5 Purchase. Subject always to Part 18 of the Companies Act 2006 and any other applicable law, the Company may purchase or otherwise acquire all or any Deferred Shares for such consideration as may be approved in accordance with the Act.

10A.6 No Variation. The creation, allotment or issue of any further Ordinary Shares or other shares ranking in priority to or pari passu with the Ordinary Shares shall not constitute a variation of the rights attaching to the Deferred Shares.

11. Payment of commission

The Company may in connection with the issue of any shares or the sale for cash of treasury shares exercise all powers of paying commission and brokerage conferred or permitted by the Companies Acts. Any such commission or brokerage may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or other securities or the grant of an option to call for an allotment of shares or any combination of such methods.

12. Trusts not recognised

Except as otherwise expressly provided by these Articles, required by law or as ordered by a court of competent jurisdiction, the Company shall not recognise any person as holding any share on any trust, and the Company shall not be bound by or required in any way to recognise (even when having notice of it) any equitable, contingent, future, partial or other claim to or interest in any share other than an absolute right of the holder of the whole of the share.

13. Uncertificated shares

13.1 Under and subject to the uncertificated securities rules, the Board may permit title to shares of any class to be evidenced otherwise than by certificate and title to shares of such a class to be

the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:

- (a) participate in the business for which the meeting has been convened;
- (b) hear all persons who speak at the meeting; and
- (c) be heard by all other persons attending and participating in the meeting.

46. Notice of general meetings

A general meeting shall be called by at least 14 clear days' notice ~~such minimum notice as is required or permitted by the Companies Acts~~. The period of notice shall in either case be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held and shall be given to all members other than those who are not entitled to receive such notices from the Company. The Company may give such notice by any means or combination of means permitted by the Companies Acts.

47. Contents of notice of general meetings

- 47.1 Every notice calling a general meeting shall specify the place (including any satellite meeting place or places determined pursuant to Article 47.7), date and time of the meeting. There shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to a proxy or (if he or she has more than one share) proxies to exercise all or any of his or her rights to attend, speak and vote and that a proxy need not be a member of the Company. Such notice shall also include the address of the website on which the information required by the Act is published, state the procedures with which members must comply in order to be able to attend and vote at the meeting (including the date by which they must comply), provide details of any forms to be used for the appointment of a proxy and state that a member has the right to ask questions at the meeting in accordance with the Act.
- 47.2 The notice shall specify the general nature of the business to be transacted at the meeting and shall set out the text of all resolutions to be considered by the meeting and shall state in each case whether it is proposed as an ordinary resolution or as a special resolution.
- 47.3 In the case of an annual general meeting, the notice shall also specify the meeting as such.
- 47.4 If pursuant to Article 45 the Board determines that a general meeting shall be held partly by means of electronic facility or facilities, the notice shall:
 - (a) include a statement to that effect;