

HARENA RARE EARTHS PLC
(the "Company")
(Registered in England and Wales under No. 12557958)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the Company will be held at 5 St. Helen's Place, London, EC3A 6AB on 04 December 2025 at 11:30am for the following purposes:

ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions, each of which will be proposed as ordinary resolutions:

1. To receive and adopt the Company's annual accounts for the financial year ending 30 June 2025 together with the Directors' report and Auditors' report on those accounts.
2. To appoint Moore Kingston Smith LLP as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.
3. To authorise the Directors to determine the auditor's remuneration.
4. To elect Stephen Weir as a director in accordance with Article 28 of the Articles of Association.
5. To elect Andrew Paul Richards as a director in accordance with Article 28 of the Articles of Association.
6. To elect Ivan Murphy as a director in accordance with Article 28 of the Articles of Association.
7. To re-elect Timothy Morrison as a director in accordance with Article 29 of the Articles of Association.
8. To re-elect Allan Mulligan as a director in accordance with Article 29 of the Articles of Association.
9. That, in addition to all existing such authorities, the Directors be and are generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (**CA 06**) to exercise all or any of the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £2,659,941.32 (being approximately 95 per cent of the issued ordinary share capital of the Company as at the date immediately prior to the date of this notice) provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in a meeting of Shareholders) on the earlier of the conclusion of the next annual general meeting of the Company or the date falling 18 months from the date of the passing of this Resolution, save that the Company may before such expiry make an offer or agreement which would or might require shares in the Company to be allotted, or rights to subscribe for or convert securities into shares to be granted, after such expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to any such offers or agreements as if this authority had not expired.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution:

10. That, in addition to all existing such authorities, and subject to the passing of Resolution 9, in accordance with section 570 of the CA 06, the Directors be authorised to allot equity securities (as defined in s 560 of the CA 2006) of the Company for cash pursuant to the authority conferred by that resolution as if section 561 of the CA 06 did not apply to any such allotment, provided that such power will be limited to the allotment of equity securities:
 - (a) in connection with or pursuant to a pre-emptive offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them, subject only to such exclusions or other arrangements as the Directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any regulatory body in, any territory; and
 - (b) otherwise, than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £2,659,941.32 (being approximately 95 per cent of the issued ordinary share capital of the Company as at the date immediately prior to the date of this notice),

provided that this authority shall expire (unless previously revoked, varied or renewed by the Company

in a meeting of Shareholders) on the earlier of the conclusion of the next annual general meeting of the Company or the date falling 18 months from the date of the passing of this Resolution, save that the Company may before such expiry make an offer or agreement which would or might require shares in the Company to be allotted, or rights to subscribe for or convert securities into shares to be granted, after its expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to any such offers or agreements as if this authority had not expired.

By order of the Board
Ivan Murphy
Executive Chairman
30 October 2025

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:

(a) 02 December 2025 at 11:30am ; or

(b) if this Meeting is adjourned, at close of business on the day two business days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy your proxy card or contact Corporate Governance to obtain an extra proxy card on + 44 1624 604775 or Corporate.Governance@fim.co.im or 55 Athol Street, Douglas, Isle of Man IM1 1LA (Offices are open between 9.00 a.m. – 5.00 p.m., Monday to Friday).

5. 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. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard copy proxy form

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:

(a) completed and signed;

(b) sent or delivered to Corporate Governance at FIM Capital Limited, 55 Athol Street, Douglas, Isle of Man, IM1 1LA or Corporate.Governance@fim.co.im

(c) received by no later than 02 December 2025 at 11:30am, or if this Meeting is adjourned, at 10.00 a.m. on the day two business days prior to the adjourned meeting.

In the case of a member of a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-name being the most senior).

Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hardcopy proxy form, please contact Corporate Governance to obtain an extra proxy card on + 44 1624 604775 or Corporate.Governance@fim.co.im or 55 Athol Street, Douglas, Isle of Man IM1 1LA. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

9. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Corporate Governance on + 44 1624 604775 or Corporate.Governance@fim.co.im or 55 Athol Street, Douglas, Isle of Man IM1 1LA. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Corporate.Governance@fim.co.im no later than 10.00 a.m. on 05 November 2025. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Corporate representatives

10. 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.

Voting Rights

11. As at the date of this document, the Company's issued share capital comprises 562,651,018 ordinary shares of 0.5 pence each. Each share carries the right to vote at the annual general meeting of the Company, and therefore, the total number of voting rights in the Company as at the date of this document is 562,651,018.