



Robert Perlitz
Chief Executive Officer Omega Minerals Plc

To: all Omega Minerals Plc shareholders

16 September 2024

Notice of General meeting and Special Resolution to change the Company's Articles of Association.

Dear shareholder,

As Chief Executive Officer of Omega Minerals PLC, I am pleased to present to you a special resolution to change the Company's Articles of Association.

In accordance with the Companies Act 2006 (UK), we have prepared a circular for all shareholders giving notice of a general meeting to be held on 2 October 2024 to enable members to vote on the resolution.

These documents set out the details and reasons for the proposed changes. We kindly request your careful consideration and favourable support for this resolution.

Background

The Company's business model entails creating shareholder value primarily through acquisition, exploration and validation of results by independent geologists, supported by NI 43-101 technical reports, all with the objective of securing favourable exit opportunities as the value of the Company's gold properties increases in line with its expanding gold resources.

As outlined in our recent investor updates, there have been ongoing discussions and negotiations running in parallel with a number of exit scenarios (RTO/IPO/M&A/sale etc.) and these are continuing. A profitable exit or series of exits is the main objective.

With this in mind, the Company entered into discussions earlier this year with a well-known UK share trading platform that provides a liquidity venue for trading shares in unlisted private and unlisted public UK companies. The platform offers a number of significant advantages, not least the underlying technical infrastructure with links to UK regulated stockbrokers, enabling shares to be traded via the CREST (Certificateless Registry for Electronic Share Transfer) system. In short, this facility will allow buyers and sellers to buy or sell Omega Minerals Plc shares on a matched-bargain basis through UK regulated stockbrokers.

In view of all of the above, the Special Resolution is proposed to enable the Company's Articles of Association, which are based on the Companies Act 2006, to be changed to allow

for electronic share transfers and the issue of uncertificated shares and to bring them into line with the current model Articles of Association. The Company's existing Articles of Association only permit the transfer of shares by means of physical share certificates. This is therefore a necessary change that we have to make for the reasons mentioned above.

You may view the new draft articles on the company's website here:
www.omegamineralsplc.com/GM_October2024.

Apart from the changes mentioned above and specified in the shareholder circular that you have received together with this letter, none of the original Articles of Association have been amended or materially changed, but continue to correspond to the original Articles of Association when the company was founded in 2017.

In conclusion, I would like to say that this decision is of the utmost importance for the future prospects and improved value creation of our company. As a shareholder of Omega Minerals Plc, your support for the successful implementation of this progressive, beneficial plan is greatly appreciated. I therefore recommend you to cast your vote in support of the resolution.

Thank you for your continued support and confidence in Omega Minerals PLC.

Yours sincerely,

A handwritten signature in blue ink, appearing to be 'R. Perlitz', with a large, sweeping flourish extending to the right.

Robert Perlitz
Chief Executive Officer Omega Minerals Plc.