

# **PANTHEON RESOURCES PLC**

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Pantheon Resources plc, a company incorporated in England & Wales under the Companies Act 1985 with registered number 5385506 (the "Company") will be held at its Houston office and remotely on Thursday 12th March 2026 at 3.00 pm GMT for the following purposes. Please refer to the notes below relating to entry to the virtual AGM.

### **Ordinary Business**

1. To receive and adopt the report of the directors and the financial statements for the year ended 30 June 2025 and the report of the auditors thereon.
2. To re-elect, as a director of the Company, Jeremy Brest.
3. To re-elect, as a director of the Company, George (Max) Easley.
4. To re-elect, as a director of the Company, Linda Havard.
5. To re-elect, as a director of the Company, David Hobbs.
6. To re-elect, as a director of the Company, Marty Rutherford.
7. To reappoint Grant Thornton as auditors and to authorise the directors to determine their remuneration.

### **Special Business**

To consider, and if thought fit, to pass the following resolution which is proposed as an Ordinary Resolution:-

8. **THAT** the Directors be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "**Act**") to allot, and make offers to allot, relevant securities (within the meaning of that section) up to an aggregate nominal amount of £4,847,272.93. The authority referred to in this resolution shall be in substitution for all other existing authorities, and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of the conclusion of the next following Annual General Meeting of the Company or the date falling 15 months after the date of the passing of this Resolution. The Company may, at any time prior to the expiry of the authority, make an offer or enter into an agreement which would or might require relevant securities to be allotted after the expiry of the authority and the Directors are hereby authorised to allot relevant securities in pursuance of such offer or agreement as if the authority had not expired.

To consider, and if thought fit, to pass the following resolution, which is proposed as a Special Resolution:-

9. **THAT** the Directors, pursuant to Section 570 of the Act, be empowered to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 8 above as if Section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
  - (a) the allotment of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their holdings of such ordinary shares but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities representing fractional entitlements and with legal or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in, any territory; and
  - (b) the allotment, other than pursuant to (a) above, of equity securities up to an aggregate nominal value of £4,847,272.93;

provided that this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire on the earlier of the conclusion of the next following Annual General Meeting of the Company or the date falling 15 months after the date of the passing of this Resolution. The Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

BY ORDER OF THE BOARD  
B Harber  
Company Secretary  
16<sup>th</sup> February 2026

Level 2  
Bishopsgate  
London  
EC2N 4BQ

## Notes

The following notes explain your general rights as a shareholder and your rights to attend and vote at this Annual General Meeting or to appoint someone else to vote on your behalf.

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by hand, or sent by post, so as to be received not less than 48 hours before the time fixed for the holding of the meeting (excluding any part of the day which is not a business day) or any adjournment thereof (as the case may be).
2. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
3. Any member entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not also be a member.
4. The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
5. The Company has specified that only those members entered on the register of members at close of business on the day that is two days before the day of the meeting shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares of 1p each in the capital of the Company held in their name at that time. Changes to the register after close of business on the day that is two days before the day of the meeting shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. Pantheon Resources plc dedicated shareholder helpline: +44 (0)370 707 1247.
7. Scanned proxies can be sent to: [#UKCSBRS.ExternalProxyQueries@computershare.co.uk](mailto:#UKCSBRS.ExternalProxyQueries@computershare.co.uk)
8. Votes may be submitted online (using details as set out in your Computershare Form of Proxy) at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy).

## **Entry to the AGM, Conduct of Proceedings**

To facilitate entry to the electronic meeting, shareholders are requested to use their Shareholder Reference Number (SRN) and PIN shown on their attendance card/Form of Proxy to log in to the meeting on their electronic device (whether by smart phone, tablet or PC). Persons who are not shareholders of the Company (or their appointed proxy or corporate representative) will not be able to attend the AGM unless prior arrangements have been made with the Company.

Where a member is appointing a third party as their proxy to attend the meeting on their behalf or, where a corporate member is appointing someone as their representative, the appointees contact email address and, in the case of an individual representing a corporate member, a copy of the Letter of Representation, must be provided to

Computershare by emailing [corporate-representatives@computershare.co.uk](mailto:corporate-representatives@computershare.co.uk) to enable the provision of access credentials. Access credentials will be emailed to the appointee one working day prior to the meeting.

### **Appointment of Proxies**

A MEMBER IS ENTITLED TO APPOINT ANOTHER PERSON AS THEIR PROXY TO EXERCISE ALL OR ANY OF THEIR RIGHTS TO ATTEND AND TO SPEAK AND VOTE ON THEIR BEHALF AT THE ANNUAL GENERAL MEETING. A PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY. A SHAREHOLDER MAY APPOINT MORE THAN ONE PROXY IN RELATION TO THE ANNUAL GENERAL MEETING PROVIDED THAT EACH PROXY IS APPOINTED TO EXERCISE THE RIGHTS ATTACHED TO A DIFFERENT SHARE OR SHARES HELD BY THAT SHAREHOLDER.

Please contact Computershare Investor Services PLC by email on [corporate-representatives@computershare.co.uk](mailto:corporate-representatives@computershare.co.uk) or alternatively call Shareholder Helpline Number +44(0)370 707 1247, providing details of your proxy appointment including their email address so that unique credentials can be issued to allow the proxy to access the electronic meeting. Access credentials will be emailed to the appointee one working day prior to the meeting. Lines are open 8.30am to 5.30pm GMT Monday to Friday (excluding bank holidays).

### **Corporate Representatives**

A CORPORATION WHICH IS A SHAREHOLDER 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.

Please contact Computershare Investor Services PLC by emailing [corporate-representatives@computershare.co.uk](mailto:corporate-representatives@computershare.co.uk) providing details of your appointment including their email address, confirmation of the meeting they wish to attend and a copy of the Letter of Representation, so that unique credentials can be issued to allow the corporate representative to access the electronic meeting. Access credentials will be emailed to the appointee one working day prior to the meeting. If documentation supporting the appointment of the corporate representative is supplied later than the deadline for appointment of a proxy (48 hours prior to the meeting), issuance of unique credentials to access the meeting will be issued on a best endeavours basis.

### **Entry to the Meeting**

In order to participate at the meeting, you will need to visit [meetnow.global/PTHAGM2026](https://meetnow.global/PTHAGM2026) on your device operating a compatible browser using the latest version of Chrome, Firefox, Edge or Safari. Please note that Internet Explorer is not supported. **It is highly recommended that you check your system capabilities in advance of the meeting day.**

If you are a shareholder, you can use your unique Shareholder Reference Number and PIN as displayed on your Form of Proxy/Attendance Card. If you are an appointed proxy or a corporate representative you will have had to be provided with a unique invite code to enter the meeting and exercise your rights. These credentials will be issued one working day prior to the meeting, conditional on evidence of your proxy appointment or corporate representative appointment having been received and accepted. If you have not been provided with your meeting access credentials, please ensure you contact Computershare on the morning of the meeting, but no later than 1 hour before the start of the meeting. Access to the meeting via [meetnow.global/PTHAGM2026](https://meetnow.global/PTHAGM2026) will be available from 2.00pm GMT on Thursday 12th March 2026. During the meeting, you must ensure you are connected to the internet **at all times** in order to vote when the Chair commences polling on resolutions being put to the meeting. Therefore, it is your responsibility to ensure connectivity for the duration of the meeting.

### **To be seen and heard while asking a question**

To be able to ask a question and be seen by the board and those attending the meeting, you must log into the meeting where the information on how to enter the virtual waiting room will be available.

### **Technical Issues**

If you experience any technical issues with the site you may either call our registrar on the telephone number provided on the site or once you have entered the meeting, you can raise your question using the chat function. If you have technical issues prior to the start of the meeting you should contact our registrar on the shareholder helpline.

## EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The notes provide an explanation of the proposed Ordinary and Special resolutions of the meeting.

**Resolution 1** - Company law requires the Directors to present the annual report and accounts of the Company to the shareholders in respect of each financial year.

**Resolutions 2 to 6** – The Board has adopted the QCA Corporate Governance Code which was updated in 2023 and in accordance with the updated guidelines is proposing that all directors stand for re-election at every Annual General Meeting.

**Resolution 7** - The Company is required to reappoint an Auditor to serve for each financial year of the Company. The reappointment must be made before the end of the general meeting before which accounts are laid. Grant Thornton, having been appointed by the Board, are seeking reappointment as the Company's Auditor at the Annual General Meeting. Resolution 7 is, therefore, for the members to reappoint Grant Thornton as Auditors of the Company and to authorise the directors to determine their remuneration.

**Resolution 8** - As required by the Act, this resolution, to be proposed as an Ordinary Resolution, relates to the grant to the Directors of authority to allot unissued Ordinary Shares until the conclusion of the next following Annual General Meeting, unless the authority is renewed or revoked prior to such time. This authority is limited to a maximum of 484,727,293 Ordinary Shares of 1p each. This authority replaces the existing authority granted at the previous Annual General Meeting.

**Resolution 9** - The Act requires that if the Directors decide to allot unissued Ordinary Shares in the Company the shares proposed to be issued first offered to existing shareholders in proportion to their existing holdings. This is known as shareholders' pre-emption rights. However, to act in the best interests of the Company the Directors may require flexibility to allot shares for cash without regard to the provisions of Section 561(1) of the Act. Therefore this resolution, to be proposed as a Special Resolution, seeks authority to enable the Directors to allot equity securities up to a maximum of 484,727,293 Ordinary Shares of 1p each. This authority replaces the existing authority granted at the previous Annual General Meeting.