

Notice of Extraordinary General Meeting

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For immediate release

15 November 2022

[Serabi Gold Plc](#)

("Serabi" or the "Company")

Notice of Extraordinary General Meeting

The Company announces that it will hold an Extraordinary General Meeting ("the Meeting") on Monday 19 December 2022, at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL England at 2.00 pm. The meeting will deal with the approval of the 2021 Financial Statements and Annual Report (the "2021 Accounts") and the appointment of the Company's auditors. The Company has published the formal notice of the Meeting (the "Notice") on its website which can be accessed using the following link <https://bit.ly/3hv40Km>. Proxy voting forms are being posted to all shareholders providing details of how to access the Notice and instructions for voting. A copy of the Notice together with proxy voting forms is being posted to all shareholders who are required to receive or have formally requested to receive these documents.

The Notice contains a letter from the Chairman of the Company, Mr Michael Lynch-Bell which is set out below in Appendix 1.

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Copies of this announcement are available from the Company's website at www.serabigold.com.

Neither the Toronto Stock Exchange, nor any other securities regulatory authority, has approved or disapproved of the contents of this announcement.

Appendix 1

The letter from the Chairman of the Company included in the Notice is reproduced below (without material adjustment or amendment):

"Dear Shareholder

This document provides the formal notice (the "Notice") of the 2022 Extraordinary General Meeting of the Company to be held at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL England on 19 December 2022 at 2.00 p.m. (London time) (the "EGM"). The purpose of the EGM is to seek Shareholders' approval of the resolutions.

Canadian Designated Foreign Issuer Status

The Company is a "designated foreign issuer" for the purposes of Canadian Securities Administrators' National Instrument 71-102 - *Continuous Disclosure and Other Exemptions Relating to Foreign Issuer* ("NI 71-102") and, as such, the Company is not subject to the same ongoing reporting requirements as most other reporting issuers in Canada. Generally, the Company complies with Canadian ongoing reporting requirements by complying with the regulatory requirements of AIM, which is a "foreign regulatory authority" (as defined in NI 71-102), and filing any documents required to be filed with or furnished to AIM with the securities regulatory authorities in Canada.

Action to be taken by Shareholders

A Form of Proxy for use by Shareholders accompanies this document. To be valid, Forms of Proxy must be completed and returned so as to be received at either the offices of the Company's UK Registrar, Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ or the offices of the Company's Canadian Registrar, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 by not later than 2.00 p.m. (London time) (9.00 a.m. Eastern time) on 17 December 2022 Alternatively, Shareholders can appoint a proxy electronically by going to either www.investorcentre.co.uk/eproxy (for UK appointments) or www.investorvote.com (for Canadian appointments) If they hold their shares in CREST, Shareholders can appoint a proxy using the CREST electronic proxy appointment service by not later than 6.00 p.m. (London time) (1.00 p.m. Eastern time) on 16 December 2022. Further instructions are set out in the "Proxy Instructions" section below and the Form of Proxy.

Completion and return of a Form of Proxy will not prevent Shareholders from attending and voting in person at the EGM should they so wish.

Beneficial Shareholders (as defined in the "Voting by Beneficial Shareholders" section below on page 11) should note that only registered Shareholders or their duly authorised proxy holders are entitled to vote at the EGM. Each Beneficial Shareholder should ensure that their voting instructions are communicated to the appropriate person well in advance of the EGM.

Further details of the restrictions and steps to be taken with respect to voting are set out in the Notice and Management Information Circular contained in this document.

Background

The matters being considered at the Extraordinary General Meeting set out in the Notice are specific matters

that would have been considered at the Annual General Meeting held on 28 June 2022, but with the delay in the completion of the audit of the 2021 Financial Statements and Annual Report (the "2021 Accounts") it was not possible for these matters to be considered at that meeting. With the 2021 Accounts now having been published and posted to those Shareholders that have requested printed copies, this meeting is being convened to receive and adopt the 2021 Accounts together with the appropriate resolution for the appointment of the auditors and the authority for the Board to set their remuneration. In September 2022, the Board of Directors (the "Board"), following a competitive tender process, approved the appointment of PKF Littlejohn LLP ("PKF") as auditor of the Company for the financial year ending 31 December 2022. KPMG Auditores Independentes Ltda ("KPMG") has been appointed to undertake the statutory audits of the Company's Brazilian subsidiaries for the financial year ending 31 December 2022. KPMG replace BDO RCS Auditores Independentes.

Recommendation and importance of vote

The Directors consider that the resolutions set out in the Notice being put to the EGM are in the best interests of the Company and its Shareholders and are most likely to promote the success of the Company for the benefit of the Shareholders as a whole.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the proposed resolutions as they intend to do in respect of their own holdings, where relevant, amounting to an aggregate of 1,207,595 Ordinary Shares, representing approximately 1.68% of the Company's Ordinary Shares in issue at the date of this document.

Yours faithfully

(Signed) "*Michael Lynch-Bell*"

Michael Lynch-Bell

Non-executive Chairman

ENDS

Attachment

- EGM Notice Dec 2022 WEBvFINAL

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