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If you have sold or transferred all of your Ordinary Shares in TechFinancials, Inc., you should forward this Document, together with the accompanying Form of Proxy, immediately to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

The distribution of this Document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Document does not constitute an offer to issue or sell or a solicitation of any offer to subscribe for or buy ordinary shares in TechFinancials, Inc.

TECHFINANCIALS, INC. (to be renamed UBUNTU MINING AND METALS, INC.)

(Incorporated in the British Virgin Islands under the BVI Business Companies Act, 2004 (as amended) with registered number 1535269)

Notice of Annual General Meeting

AND

Proposed

Underwritten Subscription to raise £250,000

Adoption of a new Investment Strategy

Change of name to Ubuntu Mining and Metals, Inc.

Amendment to Memorandum and Articles of Association

**Aquis Corporate Adviser
PETERHOUSE CAPITAL LIMITED**



Your attention is drawn to the letter from the Non-Executive Director of TechFinancials Inc. set out on pages 7 to 11 of this Circular, which recommends that you vote in favour of the Resolutions to be proposed at the Annual General Meeting. The Annual General Meeting has been convened by the Directors for the purpose of considering the Proposals set out in this Circular.

Notice of an Annual General Meeting of TechFinancials, Inc., to be held at the offices of Peterhouse Capital Limited at 3rd Floor, 80 Cheapside, London, EC2V 6EE, at 10:00 am on 16 October 2025, is set out at the end of this Circular. The enclosed Form of Proxy should, to be valid, be completed and returned in accordance with the instructions printed on it so as to be received no later than 10:00 am on 14 October 2025, or 48 hours before any adjourned meeting. Completion and return of the Form of Proxy will not preclude a Shareholder from attending in person and voting at the Annual General Meeting.

Peterhouse Capital Limited, which is authorised and regulated by the Financial Conduct Authority, is the Company's Aquis Corporate Adviser. Peterhouse Capital Limited has not made its own enquiries except as to matters which have come to its attention and on which it considered it necessary to satisfy itself and accepts no liability whatsoever for the accuracy of any information or opinions contained in this Circular, or for the omission of any material information, for which the Directors are solely responsible. Peterhouse Capital Limited is acting for the Company and no one else in relation to the arrangements proposed in this Circular and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice to any other person on the content of this Document.

Copies of this Circular will be available free of charge from the offices of Peterhouse Capital Limited, 3rd Floor, 80 Cheapside, London, EC2V 6EE, from 10:00 am on [17] September 2025, during normal business hours for a period of one month and on the website of the Company.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	[17] September 2025
Latest time and date for receipt of Forms of Proxy in respect of the Annual General Meeting	10:00 am on 14 October 2025
Record Date for the Annual General Meeting	10:00 am on 14 October 2025
Annual General Meeting	10:00 am on 16 October 2025
Issue of the Consideration Shares and admission to trading on the Aquis Growth Market	On 16 October 2025
Issue of the Subscription Shares and admission to trading on the Aquis Growth Market	On 16 October 2025
CREST stock accounts credited with the New Ordinary Shares in uncertificated form	On or around 23 October 2025
CREST accounts credited with New Ordinary Shares	On 16 October 2025

SHARE CAPITAL STATISTICS

Ordinary Shares in issue as at the date of the Document	105,860,979
Placing Shares to be issued at £0.0025 per share pursuant to the Placing	100,000,000
Consideration Shares to be issued to the Dilotiko Ltd shareholders	80,000,000
Placing Shares as a percentage of the Enlarged Share Capital	33.80%
Fee Shares	10,000,000
Enlarged Share Capital following the Proposals set out in this Document	295,860,979
Gross proceeds of the Placing at the Placing Price	£250,000
Estimated net proceeds of the Placing	£[220,000]

DEFINITIONS

The following definitions apply throughout this Circular unless the context requires otherwise:

“Admission”	Admission of the New Ordinary Shares to trading on the Aquis Growth Market;
“Annual General Meeting”	the Annual General Meeting of the Company to be held at the offices of Peterhouse Capital Limited, 3 rd Floor, 80 Cheapside, London EC2V 6EE on 10:00 am on 16 October 2025;
“Acquisition Agreement”	agreement to acquire up to a 60% majority interest in the Dilotiko iron ore project located in Taita Taveta County in Kenya
“Articles” or “Articles of Association”	the articles of association of the Company from time to time;
“Aquis Exchange”	Aquis Exchange PLC, a recognised investment exchange under section 290 of FSMA;
“Aquis Growth Market”	the primary market for listed securities operated by Aquis Exchange;
“Aquis Growth Market Rules”	the Aquis Growth Market Access Rulebook, which set out the admission requirements and continuing obligations of companies seeking admission to and whose shares are admitted to trading on the Access Segment of the Aquis Stock Exchange Growth Market;
“BVI Act”	BVI Business Companies Act 20040, as amended;
“Circular” or “Document”	this document and its contents;
“Company” or “TechFinancials”	TechFinancials, Inc., a company registered in the British Virgin Islands under the BVI Act, with registered number 1535269;
Consideration Shares	the £200,000 of Ordinary Shares at £0.0025 equating to 80,000,000 Ordinary Shares (or the 10 day VWAP immediately prior to the date of the Annual General Meeting) to be issued to underlying Dilotiko shareholders, in return for 25% of the issued share capital of Dilotiko;
“CREST”	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the holding and transfer of title to shares in uncertificated forms;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) as amended;
“Dilotiko”	Dilotiko Limited, company registered in Kenya, with registered address, P.O BOX: 82407 – 80100 Mombasa, and company number PVT/2016/031326;
“Dilotiko Project”	high-grade Iron Ore Project located in Taita Taveta County in Kenya
“Directors”	Asaf Lahav and Eitan Yanuv who are the Directors of the Company as at the date of this Circular;
“Enlarged Share Capital”	the issued ordinary share capital of the Company, as enlarged by the issue of the New Ordinary Shares;

"Euroclear"	Euroclear UK & International Limited, a company incorporated in England and Wales and the operator of CREST;
"Existing Shareholders"	holders of Ordinary Shares at the date of this Document;
"FCA"	the Financial Conduct Authority;
"Formal Acquisition Documentation"	binding documentation entered into in order to formalise the Acquisition Agreement;
"Form of Proxy"	the form of proxy accompanying the Circular for use at the Annual General Meeting;
"Fee Shares"	the 10,000,000 Ordinary Shares being issued to Peterhouse pursuant to the introduction of the Dilotiko Project.
"FSMA"	Financial Services and Markets Act 2000;
"GMI"	Gathoni Muchai Investments Limited, a company registered in England and Wales with company number 14913933 and with registered address at, Eccleston Yards, 25 Eccleston Place, London, SW1W 9NF. Jason Brewer is a major shareholder and a director of GMI;
"Investment Strategy"	the proposed new investment strategy of the Company, as further described in paragraph 4 of the Non-Executive Director's letter;
"New Ordinary Shares"	the new Ordinary Shares to be issued pursuant to the issue of the Placing Shares, the Consideration Shares and the Fee Shares;
"Ordinary Shares"	ordinary shares of US\$0.0005 each in the capital of the Company;
"Peterhouse"	Peterhouse Capital Limited, a company incorporated in England and Wales with company number 02075091 (authorised by the FCA with firm reference number 184761);
"Placing"	the £250,000 placing of the Placing Shares at the Placing Price, underwritten pursuant to the Underwriting Letter, conditional on Admission;
"Placing Price"	£0.025 per new Ordinary Share;
"Placing Shares"	the 100,000,000 new Ordinary Shares to be issued by the Company pursuant to the Subscription and underwritten pursuant to the Underwriting Letter;
"Proposals"	the proposals set out in this Circular;
"Resolutions"	the resolutions set out in the notice of Annual General Meeting contained within the Circular;
"Shareholders"	holders of Ordinary Shares in the Company from time to time;
"Sterling" or "£"	the lawful currency of the UK;
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland;
"Underwriting Letter"	the underwriting letter entered into between Campana and the Company dated 9 June 2025; and

Directors, Secretary and Advisers

Directors	Asaf Lahav (Executive Director) Eitan Yanuv (Non-Executive Director) Proposed Directors and Strategic Adviser conditional on Admission Collins Aseto (Executive Director) Manish Shavadia (Chief Finance Officer)
Strategic Adviser	Jason Brewer (Non-Board Strategic Adviser)
Registered Office	Craigmuir Chambers PO Box 71 Road Town VG1110 Tortola, British Virgin Islands
Aquis Corporate Adviser	Peterhouse Capital Limited 3 rd Floor, 80 Cheapside London, EC2V 6EE United Kingdom
Registrar	MUFG Corporate Markets Central Square 29 Wellington Street Leeds LS1 4DL
Company's website	https://www.group.techfinancials.com/
Proposed Company Website	ubunturesourcesplc.com

Letter from the Non-Executive Director of TECHFINANCIALS INC. (to be renamed UBUNTU MINING AND METALS, INC.)

(Incorporated in the British Virgin Islands under the BVI Business Companies Act, 2020 (as amended)
with registered number 1535269)

Directors:

Asaf Lahav (Executive Director)
Eitan Yanuv (Non-Executive Director)

Registered Office:

Vistra Corporate Services
Center
Wickhams Cay II
Road Town, Tortola
British Virgin Island
VG1110

[17] September 2025

To Shareholders

Notice of Annual General Meeting AND Proposed Underwritten Subscription to raise £250,000 Adoption of a new Investment Strategy Change of name to Ubuntu Mining and Metals, Inc. Amendment to Memorandum and Articles of Association

1. Introduction and Acquisition Agreement to Acquire Dilotiko

On 9 July 2025, the Company announced that it had entered into the Acquisition Agreement with Kenyan-based investment banking and corporate finance company GMI to acquire up to a 60% majority interest in the Dilotiko, the current owner and operator of the Dilotiko Project located in Taita Taveta County in Kenya.

The Dilotiko Project is located on a 220-acre site, just 20km from Taita Taveta County's largest town of Voi, and close to Kenya's main road and rail infrastructure that extends through to Mombasa Port. A Mining Permit application was accepted in January 2025 and is currently going through final approvals and it is expected that the Mineral Rights Board will sign off by the end of September 2025. The Dilotiko Project is considered an advanced and high-grade hematite and magnetite iron ore project, that has undergone broad historical exploration and which has also included diamond core drilling, sampling for metallurgical analyses and positive mine development and preliminary economic studies.

Under the terms of the Acquisition Agreement, the Company has acquired an option to acquire up to a 60% shareholding in Dilotiko. In return for the grant of the option, the Company has issued 20,000,000 new Ordinary Shares at a deemed price of 0.25 pence per share, to GMI, as introducer of the Dilotiko Project.

The Company has had 60 calendar days since 9 July 2025, to conduct due diligence and enter into Formal Acquisition Documentation to acquire a 25% shareholding in Dilotiko through the issue of new Ordinary Shares to the Dilotiko shareholders, at the higher of either, a) a deemed price of 0.25 pence per share, equating to 80,000,000 new Ordinary Shares for £200,000, or b) the 10 day VWAP prior to the date of signing the Formal Acquisition Documentation ("Consideration Shares"). The acquisition of the 25% shareholding in Dilotiko is subject to shareholder approval at the Company's Annual General Meeting. The number of Ordinary Shares to be issued will be announced on approval of the Annual General Meeting Resolutions.

Accordingly, the remainder of the Acquisition Agreement is now subject to Shareholder approval, through the passing of the Resolutions to be tabled and finalisation of due diligence.

On the Company exercising an option to increase its commercial interest in the Dilotiko Project to 60%, Dilotiko shareholders will be issued £400,000 in Ordinary Shares at the 10-day VWAP prior to the date of issue.

A further 20,000,000 Ordinary Shares will also be issued to the Dilotiko shareholders upon the Dilotiko Project achieving first commercial production and sales.

In return for introducing the Company to the Dilotiko Project, the Company has granted GMI the right to appoint an initial two executive directors to the Company's Board of Directors, following execution of the Formal Acquisition Documentation and the holding of the forthcoming Annual General Meeting. GMI has nominated Mr Collins Aseto as Executive Director and Mr Manish Shavadia as Finance Director. Details of the proposed Directors can be found in paragraph 6 below.

GMI has further agreed to underwrite a placement of 100,000,000 Ordinary Shares to raise £250,000 at a price of 0.25p per share ("Placement Shares"), to fund further mine optimisation studies and exploration work at the Dilotiko Project and further to meet working capital requirements of the Company.

The 9 July 2025 announcement also highlighted the proposed £250,000 conditional underwritten subscription by GMI and Board appointments.

This Circular sets out the background to and the reasons for the £250,000 underwritten subscription by GMI, the adoption of a new Investment Strategy and other matters of special business to be proposed at the Annual General Meeting. It also explains why the Directors consider the Proposals to be in the best interests of the Company and Shareholders as a whole and why the Non-Executive Director recommends that Shareholders should vote in favour of the Resolutions to be proposed at the Annual General Meeting.

The Subscription proceeds will be used to recapitalise the Company and implement the Company's proposed new Investment Strategy, further details of which can be found in paragraph 4 below.

A notice convening an Annual General Meeting at 10:00 am on 16 October 2025, at the offices of Peterhouse Capital Limited, 3rd Floor, 80 Cheapside, London EC2V 6EE, to consider the Resolutions, is set out at the end of this Circular.

2. About Dilotiko

The Dilotiko Project is an advanced iron ore project that is located close to key existing road and rail infrastructure and located within a 220-acre site in Taita Taveta County in Kenya and approximately 325km from the country's capital city Nairobi.

A Mining Permit application over the Dilotiko Project area, was lodged and accepted in January 2025 by the Kenyan Ministry of Mines and is currently undergoing final evaluation ahead of its expected approval.

Iron ore mining has been carried out in Taita Taveta County for several decades and major investment is underway in steel processing and pelletisation plants to process locally mined iron ore. The Kenyan Government has further designated Taita Taveta County as a strategic centre for iron ore processing and value addition in the country.

Historical exploration at the Dilotiko Project has confirmed the presence of high-grade hematite and magnetite iron ore mineralisation within consistent and well understood geological structures. Previous diamond core drilling has been completed and this has formed the basis of a preliminary and non-JORC compliant mineral resource estimate of an initial 22.2 million tonnes of iron ore across the Dilotiko Project area. Sampling for metallurgical analyses has further been completed with results demonstrating iron grades of up to 63% in the hematite and magnetite ores and based on these results and further analyses in Kenya, a non-binding Letter of Intent has already been received in respect to the purchase of iron ore from the Dilotiko Project from a domestic steel manufacturer.

Early stage mine development studies have been completed based on a conventional open pit, drill and blast and load and haul mining operation with processing of the iron ore through a simple dry beneficiation process of crushing and screening plant to produce high-grade iron ore products suitable for the domestic market and with the potential to access international export.

Further information, including the Competent Persons Report can be found at the Company's website: <https://www.techfinancials.com/>

3. Underwritten Subscription to raise £250,000

Conditional on approving the Annual General Meeting Resolutions, GMI has committed to underwrite a £250,000 Placing for the full amount at the Placing Price. The Placing will be through the issuance of 100,000,000 Placing Shares. On 9 June 2025, the Company and GMI entered into an Underwriting Letter, whereby GMI has agreed to underwrite the full amount of the Subscription. Prior to the Annual General Meeting, GMI will have the right to procure other subscribers to participate in the Placing, subject to satisfactory anti-money laundering requirements and due diligence. A further update will be provided shortly after the Annual General Meeting.

4. Adoption of a new Investment Strategy

In line with the proposed acquisition of up to 60% of Dilotiko, the Company intends to amend its investment strategy to include investing in the mineral exploration sector. Details of the acquisition are found in paragraph 1 of the Non-Executive Director letter. Resolution 6 will effectively approve the Acquisition Agreement.

5. Change of Name

Subject to Shareholders' approval of the Proposals, it is proposed that the name of the Company be changed to Ubuntu Mining and Metals, Inc.

If Resolution 7 is approved, and in accordance with Section 21 of the BVI Act, a filing and application will be presented to the Registrar of Corporate Affairs to issue a Certificate of Change of Name. Subsequently, the Memorandum and Articles of Association will be amended to reflect the change of name.

The change of name is expected to occur shortly after the Annual General Meeting. The Company ticker will be changed to "UNTU".

6. Board and Strategic Adviser Appointments

Subject to passing the Resolutions at the Annual General Meeting, the following people will be appointed to the Board.

Aseto Collins Odongo, aged 52

Mr Aseto is a geoscientist based in Nairobi and with over 15 years of experience in mineral exploration, mine geology and project and resource development in East Africa. Mr Aseto is a member of the Geological Society of Kenya and holds a Bachelor of Science degree in Geology from the University of Nairobi, and a Master of Science degree in Economic Geology from Auburn University-Alabama, USA.

Aseto does not currently hold any ordinary shares in the Company. The below details all directorships held by the director in any other company at any time in the previous five years:

Current directorships	Previous directorships
N/A	Great Lakes Graphite Limited

Manish Shavadia, aged 47

Mr Shavadia is currently a 42% shareholder in Dilotiko.

Mr Shavadia is a Chartered Accountant (Fellow of the Association of Chartered Certified Accountants ("FCCA")) and accomplished finance executive, based in London, with over 20 years' experience across multiple industries in Kenya, throughout East Africa and in the UK where he is currently based.

Previously, Mr Shavadia served as Chief Financial Officer for several pan-African tech and energy ventures, where he created financial models and led VC fundraising efforts, implemented ERP Next systems, and oversaw financial reporting across multiple jurisdictions.

Mr Shavadia also extends his expertise on developing cash flow models for junior exploration companies in Kenya, Tanzania, Uganda and Zambia, ensuring bankability.

Strong experience in UK-based financial roles, including as Financial Controller at Glorious Brands Ltd and Intercompany Accountant at TJX Europe Ltd, managing operations for multi-million-pound businesses.

Manish does not currently hold any ordinary shares in the Company. On passing of the Resolutions, Manish will be issued with 33,600,000 Ordinary Shares, being his pro-rata entitlement to the Consideration Shares, representing approximately 11.36% of the Enlarged Share Capital. The below details all directorships held by the director in any other company at any time in the previous five years:

Current directorships	Previous directorships
Pumba Ventures Limited	N/A

Except as set out above, there is no further information regarding either Mr Odongo or Mr Shavadia, that is required to be disclosed pursuant to Rule 4.9 of the Aquis Growth Market Access Rulebook.

Jason Brewer (Non-Board Strategic Adviser)

Mining Engineer and Director of ASX, Aquis and AIM listed mining companies focused on African mine development and operations throughout Africa, with +25 years' experience in international mining, financial markets and investment banking. Masters of Mining Engineering with Honors from the Royal School of Mines, Imperial College.

7. Annual General Meeting

Notice convening the Annual General Meeting of the Company, to be held at the offices of Peterhouse Capital Limited, 3rd Floor, 80 Cheapside, London EC2V 6EE at 10:00 am on 16 October 2025, is set out at the end of the Document.

At the Annual General Meeting, the following Resolutions will be proposed, of which resolutions 1 to 5 will be proposed as ordinary resolutions and resolutions 6 to 8 will be proposed as special resolutions:

Resolution 1 seeks to ratify the audited year ended accounts to 31 December 2024;

Resolution 2 seeks to re-appoint PKF Littlejohn LLP as the auditors of the Company to hold office until the conclusion of the next annual general meeting;

Resolution 3 seeks approval to issue the allotment of 80,000,000, equating to £200,000 at £0.0025 (or at the 10-day VWAP immediately prior to the date of the Annual General Meeting) Consideration Shares, the allotment of 100,000,000 Ordinary Shares pursuant to the Placing and the 10,000,000 Fee Shares;

Resolutions 4 and 5 seeks the re-election of Eitan Yanuv and Asaf Lahav as Directors of the Company;

Resolution 6 seeks approval for the proposed new Investment Strategy;

Resolution 7 seeks approval to change the name of the Company to Ubuntu Mining and Metals, Inc. and that the Company's memorandum and articles of association be amended to reflect such change of name; and

Resolution 8 seeks approval to disapply the statutory pre-emption rights under section 46 of the BVI Business Companies Act 2020.

Please note that unless all of the Resolutions are passed, the Proposals outlined in this Document will not proceed.

8. Action to be taken

Shareholders will find a Form of Proxy enclosed for use at the Annual General Meeting. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Proxy must be received by the Company, not later than 10:00 am on 14 October 2025, being 48 hours before the time appointed for holding the Annual General Meeting. You are entitled to appoint a proxy to attend and to exercise all or any of your rights to vote and to speak at the Annual General Meeting instead of you. Completion of the Form of Proxy will not preclude you from attending and voting at the Annual General Meeting in person if you so wish. Your attention is drawn to the notes to the Form of Proxy.

Recommendation

I consider the Proposals to be in the best interests of the Company and the Shareholders as a whole and therefore recommend that you vote in favour of the Resolutions, as the Directors intend to do in respect of their own shares.

Yours faithfully,

For and on behalf of the Board
TechFinancils, Inc.

NOTICE OF ANNUAL GENERAL MEETING

TECHFINANCIALS, INC. (to be renamed UBUNTU MINING AND METALS, INC.)

(Incorporated in the British Virgin Islands under the BVI Business Companies Act, 2020 (as amended) with registered number 1960948)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the members of the Company will be held at the offices of Peterhouse Capital Limited, 3rd Floor, 80 Cheapside, London, EC2V 6EE at 10:00 am on 16 October 2025, to consider and, if thought fit, pass the following resolutions, resolutions numbered 1 to 5 being proposed as ordinary resolutions and resolutions number 6 to 8 being proposed as special resolutions, but so that neither the ordinary resolutions nor the special resolutions shall be passed unless all are passed.

This Notice concerns matters described in a circular to shareholders of the Company dated [17] September 2025 (the "Circular"). Words and expressions defined in the Circular have the same meaning in this Notice.

ORDINARY RESOLUTIONS

- 1 THAT the financial report in respect of the Company and its entities for the year ended 31 December 2024, together with the Directors' Report in relation to that financial period and the Auditor's Report in respect of the Financial Report be approved.
- 2 THAT PKF Littlejohn LLP be appointed as the auditors of the Company to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the Directors to determine the remuneration of the auditors of the Company.
- 3 THAT in accordance with Section 29 of the BVI Business Companies Act 2020 (the "**Act**"), the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot ordinary shares (as defined in the notes to this Resolution) PROVIDED THAT this authority shall be limited to:
 - (a) the allotment of 100,000,000 Ordinary Shares pursuant to the Placing;
 - (b) the allotment of 80,000,000, equating to £200,000 at £0.0025 (or the 10-day VWAP immediately prior to the date of the Annual General Meeting) Consideration Shares to the Dilotiko Shareholders;
 - (c) the allotment of the 10,000,000 Fee Shares; and
 - (d) the allotment of an additional 500,000,000 Ordinary Shares, at the disposal of the Directors.

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

at the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Ordinary Shares to be allotted after such expiry and the Directors may allot Ordinary Shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

- 4 THAT Eitan Yanuv be re-appointed to the Board of the Company.
- 5 THAT Asaf Lahav be re-appointed to the Board of the Company.

SPECIAL RESOLUTIONS

- 6 THAT, the new Investment Strategy as set out in the Circular be approved.
- 7 THAT, the Company's name be changed to Ubuntu Mining and Metals, Inc.
- 8 THAT, in accordance with section 46 of the BVI Business Companies Act 2020 (the "**Act**"), the Company disapplies the statutory pre-emption rights, pursuant to Resolution 3 above, provided that this power shall be limited to:
 - (a) the allotment of 100,000,000 Ordinary Shares pursuant to the Placing;
 - (b) the allotment of 80,000,000, equating to £200,000 at £0.0025 (or the 10-day VWAP immediately prior to the date of the Annual General Meeting) Consideration Shares to the Dilution Shareholders;
 - (c) the allotment of the 10,000,000 Fee Shares; and
 - (d) the allotment of an additional 500,000,000 Ordinary Shares, at the Disposal of the Directors.

By Order of the Board

Eitan Yanuv

Registered Office:
Craigmuir Chambers
PO Box 71
Road Town VG1110
Tortola, British Virgin Islands

Date: [17] September 2025

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. A Form of Proxy is enclosed with this Notice for use in connection with this business set out above. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with Peterhouse Capital, 3rd Floor, 80 Cheapside, EC2V 6EE by not later than 48 hours prior to the time fixed for the AGM or emailed to [XXXX].
3. Completion and return of a Form of Proxy does not preclude a member from attending and voting at the AGM or at any adjournment thereof in person (if so entitled).
4. In the case of joint holders of Ordinary Shares, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
5. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), a member of the Company must be entered in the register of members of the Company at 10:00 am on 14 October 2025.
6. As at the close of business on 16 September 2025, the Company's issued share capital comprised 105,860,979 shares of US\$0.0005 each. Each Ordinary Share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 105,860,979.