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If you have sold or transferred all of your Shares or your depository interests representing Shares (“**Depository Interests**”) in TechFinancials, Inc., you should forward this document, together with the accompanying Form of Proxy or Form of Instruction (as appropriate), immediately to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

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TECHFINANCIALS, INC.

*(Incorporated in the British Virgin Islands under the BVI Business Companies Act,
Revised Edition 2020 with registered number: 1535269)*

Notice of Extraordinary General Meeting

Notice of an Extraordinary General Meeting to be held at the offices of AlbR Capital Limited, 3rd Floor, 80 Cheapside, London EC2V 6EE at 10:00 a.m. (GMT) on 18 March 2026 is set out at the end of this document.

Shareholders are requested to complete and return the enclosed Form of Proxy by post or by hand to MUFG Corporate Markets, located at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, as soon as possible, but in any event so as to arrive no later than 10:00 a.m. (GMT) on 16 March 2026. Alternatively, you can vote via the Investor Centre app or online at <https://uk.investorcentre.mpms.mufg.com/> (see below).

Holders of Depository Interests are requested to complete and return the enclosed Form of Direction by post or by hand to MUFG Corporate Markets, located at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, as soon as possible, but in any event so as to arrive no later than 10:00 a.m. (GMT) on 13 March 2026

LETTER FROM THE NON-EXECUTIVE CHAIRMAN

TECHFINANCIALS, INC.

(the "Company")

(Incorporated and registered in the British Virgin Islands with registered number 1535269)

Directors:

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

Registered Office:

Craigmuir Chambers
Road Town
Tortola
British Virgin Islands VG1110

23 February 2026

To the Shareholders

Dear Shareholders

1. Introduction

I am writing to you to explain the background and resolutions ("**Resolutions**") to be proposed at an Extraordinary General Meeting of the Company (the "**EGM**") to be held at the offices of AlbR Capital Limited, 3rd Floor, 80 Cheapside, London EC2V 6EE at 10:00 a.m. (GMT) on 18 March 2026 and which are set out in the notice of EGM at the end of this document.

2. Background

At the Company's annual general meeting on 16 October 2025 (the "**AGM**"), resolutions were proposed to the members of the Company which were conditional on the Company having sufficient authorised and unissued shares of US\$0.0005 par value to satisfy the share issuances approved at the AGM. Following the AGM, the Company was made aware that it needed to seek approval by way of a 75% Resolution of Shareholders to amend its memorandum of association so as to increase the number of shares it is authorised to issue in order to meet the share issuance obligations approved at the AGM. There are also some concerns about quorum and voting at the AGM generally which the directors wish to address.

3. Business of the EGM – Resolutions

At the EGM, the following Resolutions will be proposed. Each of Resolutions 1, 2 and 3 will be proposed as a 75% Resolution of Shareholders (meaning that for each such resolution to be approved, the affirmative vote of a majority of in excess of 75% of the votes of the Shares entitled to vote held by Shareholders present in person or by proxy at the EGM and which were voted, is required). Each of Resolutions 4, 5, 6, 7 and 8 will be proposed as a Resolution of Shareholders (meaning that for each such resolution to be approved, the affirmative vote of a majority of in excess of 50% of the votes of the Shares entitled to vote held by Shareholders present in person or by proxy at the EGM and which were voted, is required).

As 75% Resolutions of Shareholders:

Resolution 1 – Increase in the number of shares the Company is authorised to issue and related amendment of the memorandum of association of the Company

This Resolution relates to the amendment of clause 6.1 of the memorandum of association of the Company to increase the maximum number of shares the Company is authorised to issue from 100,000,000 shares of US\$0.0005 par value per share to an unlimited number of shares of US\$0.0005 par value per share. The purpose of this amendment is to give effect to the Company's intended share issuances during 2025 and going forward.

Resolution 2 – Amendment of the Company name

This Resolution relates to approving, ratifying and confirming the proposal approving the change of name of the Company to Ubuntu Mining and Metals, Inc. and the related registration of an amended and restated memorandum and articles of association of the Company to reflect such change of name previously proposed at the AGM.

Resolution 3 – New Investment Strategy

This Resolution relates to approving, ratifying and confirming the proposal for a new Investment Strategy as previously proposed at the AGM.

As Resolutions of Shareholders:

Resolution 4 – Disapplication of Pre-Emptive Rights and Allotment and Issue of Shares

This Resolution relates to disapplying any and all rights of pre-emption as set out in the articles of association of the Company or otherwise required prior to approving, ratifying and confirming the proposal approving the allotment and issue of: (i) 20,000,000 new shares of US\$0.0005 par value to Gathoni Muchai Investments Limited (ii) 57,142,857 new shares of US\$0.0005 par value equating to an aggregate issue price of £200,000 at the price equating to the 10 day VWAP immediately prior to the date of the AGM) to the Dilotiko shareholders in connection with the Acquisition Agreement; (iii) 100,000,000 new shares of US\$0.0005 par value at a price of 25p per share each pursuant to the Placing; and (iv) 10,000,000 new shares of US\$0.0005 par value each as the Fee Shares; the allotment and issuances described (ii), (iii) and (iv) as previously proposed at the AGM.

Resolution 5 – Ratification of 2024 Accounts

This Resolution relates to approving, ratifying and confirming the proposal to approve the audited year end accounts to 31 December 2024 as previously proposed at the AGM.

Resolution 6 – Reappointment of Auditors

This Resolution relates to approving, ratifying and confirming the proposal to re-appoint PKF Littlejohn LLP as the auditors of the Company to hold office until the conclusion of the next annual general meeting as previously proposed at the AGM.

Resolution 7 – Re-election of Eitan Yanuv

This Resolution relates to approving, ratifying and confirming the proposal to re-elect Eitan Yanuv as a Director of the Company as previously proposed at the AGM.

Resolution 8 – Re-election of Asaf Lahav

This Resolution relates to approving, ratifying and confirming the proposal to re-elect Asaf Lahav as a Director of the Company as previously proposed at the AGM.

4. Action to be taken by Shareholders

Whether or not they intend to be present at the EGM, such Shareholders are requested to complete and return the Form of Proxy in accordance with the instructions printed on it so as to arrive to MUFG Corporate Markets, located at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible and in any event not later than 10:00 a.m. on 16 March 2026. Alternatively, you can vote via the Investor Centre app or online at <https://uk.investorcentre.mpms.mufg.com/> (see below).

Unless otherwise indicated on the Form of Proxy, or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion withhold from voting.

5. Action to be taken by Depositary Interest holders

Holders of Depositary Interests will find enclosed with this letter a Form of Direction which may be used to instruct MUFG Corporate Markets Trustees (Nominees) Limited how to vote the number of Shares represented by their Depositary Interests.

The Form of Direction should be completed and returned in accordance with the instructions printed on it so as to arrive to the office of the Depository, MUFG Corporate Markets, located at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible and in any event not later than 10:00 a.m. (GMT) on 13 March 2026.

6. Board Recommendation

The Board considers that each of the Resolutions is in the best interest of the Company, and they unanimously recommend to the Shareholders that they should vote in favour of each of them as they intend to do so in respect of their own beneficial holdings of shares representing at the date of this letter approximately 9.1 million Shares of the Company.

Yours faithfully

Eitan Yanuv

TECHFINANCIALS, INC.

(Incorporated in the British Virgin Islands under the BVI Business Companies Act,
Revised Edition 2020 with registered number:1535269)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of the Company (the “EGM”) to be held at the offices of AlbR Capital Limited, 3rd Floor, 80 Cheapside, London EC2V 6EE at 10:00 a.m. (GMT) on 18 March 2026 to consider and, if thought fit, pass Resolutions 1, 2 and 3, which will be proposed as 75% Resolutions of Shareholders, and Resolutions 4,5,6,7 and 8 which will be proposed as Resolutions of the Shareholders.

75% RESOLUTION OF THE SHAREHOLDERS

- Resolution 1 – Increase in the number of shares the Company is authorised to issue and related amendment of the memorandum of association of the Company**
To approve for registration an amended and restated memorandum of association of the Company to give effect to an amendment of clause 6.1 of the memorandum of association of the Company to increase the maximum number of shares the Company is authorised to issue from 100,000,000 shares of US\$0.0005 par value per share to an unlimited number of shares of US\$0.0005 par value per share.
- Resolution 2 – Amendment of the Company name**
To approve for registration an amended and restated memorandum and articles of association of the Company to give effect to the proposal approving the change of name of the Company to Ubuntu Mining and Metals, Inc. as previously proposed at the AGM.
- Resolution 3 – New Investment Strategy**
To approve, ratify and confirm the proposal for a new Investment Strategy as previously proposed at the AGM.

RESOLUTION OF THE SHAREHOLDERS

- Resolution 4 – Disapplication of Pre-emptive Rights and Allotment and Issue of Shares**
Subject only to approval of Resolution 1 above, and the subsequent registration of the amended and restated memorandum of association of the Company by the Registrar of Corporate Affairs in the British Virgin Islands, to disapply any and all rights of pre-emption as set out in the articles of association of the Company or otherwise so as to approve, ratify and confirm the allotment and issue of: (i) 20,000,000 new shares of US\$0.0005 par value to Gathoni Muchai Investments Limited (ii) 57,142,857 new shares of US\$0.0005 par value equating to an aggregate issue price of £200,000 at the price equating to the 10 day VWAP immediately prior to the date of the AGM) to the Dilotiko shareholders in connection with the Acquisition Agreement; (ii) 100,000,000 new shares of US\$0.0005 par value at a price of 25p per share each pursuant to the Placing; and (iii) 10,000,000 new shares of US\$0.0005 par value each as the Fee Shares; the allotment and issuances described (ii), (iii) and (iv) as previously proposed at the AGM.
- Resolution 5 – Ratification of 2024 Accounts**
To approve, ratify and confirm the proposal to approve the audited year end accounts to 31 December 2024 as previously proposed at the AGM.
- Resolution 6 – Reappointment of Auditors**
To approve, ratify and confirm the proposal to re-appoint PKF Littlejohn LLP as the auditors of the Company to hold office until the conclusion of the next annual general meeting as previously proposed at the AGM.

7. **Resolution 7 – Re-election of Eitan Yanuv**

To approve, ratify and confirm the proposal to re-elect Eitan Yanuv who was subject to re-election in accordance with the Company's Articles. Mr Yanuv, being eligible, offered himself for re-election as a Director of the Company at the AGM.

8. **Resolution 8 – Re-election of Asaf Lahav**

To approve, ratify and confirm the proposal to re-elect Asaf Lahav who was subject to re-election in accordance with the Company's Articles. Mr Lahav, being eligible, offered himself for re-election as a Director of the Company at the AGM.

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

By Order of the Board

Eitan Yanuv
Non- Executive Chairman

23 February 2026

Notes:

1. A Shareholder of the Company entitled to attend and vote at the EGM 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 MUFG Corporate Markets, located at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible and in any event not later than 10:00 a.m. on 16 March 2026.

Alternatively, Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufig.com/>.



3. Completion and return of a Form of Proxy does not preclude a Shareholder from attending and voting at the EGM or at any adjournment thereof in person (if so entitled). Unless otherwise indicated on the Form of Proxy or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
4. In the case of joint holders of Shares:
 - a. each of them may be present in person or by proxy at the EGM and may speak as a Shareholder;
 - b. if only one of the joint holders is present in person or by proxy he may vote on behalf of all joint holders; and
 - c. if two or more of the joint holders are present in person or by proxy they must vote as one.
5. To be entitled to attend and vote at the EGM (and for the purpose of the determination by the Company of the votes they may cast), a Shareholder of the Company must be entered in the register of members of the Company as the holder of shares at 10:00 a.m. on 23 February 2026.
6. Registered holders of Depositary Interests at close of business on 23 February 2026 (GMT) will receive a Depositary Interest Form of Direction for this purpose and the Depositary Interest Form of Direction must be completed, signed and returned by not later than 10:00 a.m. on 13 March 2026. Depositary Interest Forms of Direction for registered holders may be returned to MUFG Corporate Markets located at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

Depository Interest holders

The Form of Direction (accompanying this Notice of Meeting) must be signed by the Depository Interest holder or an attorney duly authorised in writing and deposited at the office of the Depository, MUFG Corporate Markets, located at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible and in any event not later than 10:00 a.m. on 13 March 2026. Any Form of Direction received after that time will not be valid for the Meeting.

If you are a holder of Depository Interests, your shares are held on your behalf in the name of MUFG Corporate Markets Trustees (Nominees) Limited, who are the registered shareholder. You can tell them how you want the votes in respect of your shares to be cast at the meeting and any adjournment(s) thereof, by utilising the CREST electronic proxy appointment service as per the procedures described in the CREST Manual (available from www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for an instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes a new instruction or is an amendment to the instruction given previously must, in order to be valid, be transmitted so as to be received by the Company's registrars (ID: RA10) not later than 10:00 a.m. on 13 March 2026. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions through CREST should be communicated to the Depository through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings (www.euroclear.com).

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

If you are an institutional investor you may also be able to submit an instruction electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your instruction must be lodged by 10:00 a.m. on 13 March 2026 in order to be considered valid or, if the meeting is adjourned, by the time which is 72 hours before the time of the adjourned meeting. Before you can submit an instruction via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic submission of your instruction. An electronic instruction submitted via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your submission.

The Depository will appoint the Chair of the meeting as its proxy to cast its votes. The Chair of the meeting may also vote or abstain from voting as they think fit on any other business (including amendments to resolutions) which may properly come before the meeting. The 'Vote Withheld' option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

Depository interest holders wishing to attend the meeting should contact the Depository at MUFG Corporate Markets Trustees (Nominees) Limited, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by emailing Nominee.Enquiries@cm.mpms.mufig.com by no later than 10:00 a.m. on 13 March 2026 or 72 hours before any adjourned meeting.