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If you have sold or otherwise transferred all of your ordinary shares in GRIT Investment Trust plc, please send this document, together with the accompanying form of proxy ("**Form of Proxy**"), as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

GRIT INVESTMENT TRUST PLC

*(Incorporated and registered in England and Wales with registered number 08256031)
(Registered as an investment company under section 833 of the Companies Act 2006)*

Notice of Annual General Meeting

20 January 2026 at 11 a.m.

Notice of the annual general meeting of the Company ("**Annual General Meeting**") to be held at 11.00 a.m. on 20 January 2026 at AlbR Capital Limited, 80 Cheapside, London, EC2V 6EE, United Kingdom is set out at the end of this document.

All voting on the resolutions (each a "Resolution", together the "Resolutions") at the Annual General Meeting will be conducted on a poll, which means that you should submit your Form of Proxy as soon as possible. There will be a limited opportunity to submit a separate poll card in a short interval after the Annual General Meeting formally concludes. To be valid, the Form of Proxy accompanying this document must be completed and returned, in accordance with the instructions printed on it, so as to be received by the Company's registrars ("Registrar"), Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY as soon as possible, but in any event not later than 11.00 a.m. on 16 January 2026.

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KEY TIMES AND DATES

Dispatch of this document	18 December 2025
Latest time and date for receipt of Form of Proxy	11.00 a.m. on 16 January 2026
Annual General Meeting	11.00 a.m. on 20 January 2026

LETTER FROM THE CHAIRMAN GRIT INVESTMENT TRUST PLC

(Incorporated and registered in England and Wales with registered number 08256031)
(Registered as an investment company under section 833 of the Companies Act 2006)

18 December 2025

Dear Shareholder,

I look forward to welcoming you at the Annual General Meeting on 20 January 2026. The Annual General Meeting will start at 11 a.m. at the offices of AlbR Capital Limited, 80 Cheapside, London, EC2V 6EE, United Kingdom.

1. Introduction

The purpose of this document is to convene an AGM to seek your approval for, *inter alia*, approval of the Company's report and the accounts for the year ended 31 March 2024, to seek authorities to issue New Ordinary Shares both as regards the conversion of the outstanding CULNs and in respect of a future equity fundraise.

2. Background to the proposals

Following the Company's request that the listing in its shares be temporarily suspended from 20 March 2024, the Company's shares remain suspended from trading on the London Stock Exchange pending the identification and execution of a suitable transaction to restore the Company's listing.

As discussed in my last update, on 14 August 2025, the Board announced that it had signed non-binding heads of terms to acquire Nabirm Global LLC ("Nabirm") through a reverse takeover ("RTO"). The Board continues to work with advisers to progress the proposed transaction. If successful, the Company would seek a cancellation of the existing listing and either:

- admission to listing of the Company on effective completion of that reverse transaction, publishing a prospectus in support of its application, or
- admission to AIM.

The Company continues to operate with minimal overheads and raised £250k (before expenses) as announced on 14 August 2025. If an RTO transaction can be achieved the Board believes that it will provide a platform for the future growth of the Company and a positive outcome for shareholders.

3. Share Authorities

The Directors are not able to allot any shares unless they have been given the authority to do so by Shareholders in accordance with the Companies Act 2006 (as amended). Furthermore, the pre-emption rights, which attach to the Ordinary Shares by virtue of the provisions of the Act and the Financial Conduct Authority's Listing Rules and prevent the Directors from issuing the shares without first offering them to the existing Shareholders in proportion to their existing holdings, may only be disapplied with the express authority from Shareholders.

The need for additional authorities

The Company is seeking requisite authority from Shareholders for the following reasons:

- In respect of a total outstanding of historic CULNs amounting in aggregate to £370,137 issued between 3 December 2020 and 2 August 2021 the Company requires authority (see Resolutions 6 and 7) to issue 11,472 147 New Ordinary Shares. This has been calculated as being: 666,667 Shares resulting from £100,000 in face value of CULNs converting at 15 pence per Share and 10,805,480 Shares resulting from £270,137 in face value of CULNs converting at 2.5 pence per Share:

In respect of the recently issued £250,000 of CULNs, as these convert at a 25% discount to the issue price on admission of the Shares, in respect of the proposed RTO it is not possible to determine the precise number at this stage but an allowance of c.20 million Shares has been included in the general authority sought of 120 million Shares (see Resolutions 6 and 7) and:

- additional headroom for a fundraise in the future to expire at the next AGM (as above also included in Resolutions 6 and 7).

The proposed new share authorities

The authorities sought by the Directors pursuant to resolutions 6 and 7 will allow the Directors to issue 11,472,147 New Ordinary Shares on the conversion of the historic outstanding CULNs and to issue up to 120,000,000 New Ordinary Shares to raise additional capital for the Company which will include an allowance for the conversion of the recent CULNs as set out above and also what the Directors believe is a reasonable allowance to raise between £1million and £2 million on the proposed RTO or if that were not to proceed either an alternative transaction or a number of meaningful investments in accordance with its existing investment policy.

Given that the New Ordinary Shares will be issued at a greater than 10% discount to the market price of the shares on the London Stock Exchange plc, resolution 6 seeks specific authority from Shareholders with respect to the discount.

4. Annual General Meeting

In the usual way we ask and encourage shareholders of the Company ("**Shareholders**") to vote for the Annual General Meeting resolutions by appointing the chairman of the Company ("**Chairman**") as a Shareholder's proxy. Accordingly, Shareholders are encouraged to complete the Form of Proxy accompanying this document which must be completed and returned, in accordance with the instructions printed on it, so as to be received by the Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom as soon as possible, but in any event not later than 11.00 am on 16 January 2026.

In accordance with the Company's articles of association ("**Articles**"), the Chairman is exercising his discretion to demand, in advance, that all voting at the meeting will be conducted on a poll and there will be no show of hands. This means that votes will be counted for all the shares that you have.

Please remember it will be of great assistance if Shareholders submit any questions in advance by email to info@grinvestmenttrust.com with the subject line "Annual General Meeting Question".

We would politely remind you that the board of directors of the Company ("**Board**" or "**Directors**") will not answer questions relating to the individual rights of Shareholders at the Annual General Meeting itself, but if you wish to submit such a question by email, we will respond to the extent we are able.

If you chose to submit a question, we will confirm to you at least 48 hours in advance of the meeting that the question will be addressed. Unless you specifically request otherwise, the Chairman will put your question to the meeting and identify you by name as the person who has put the question.

The meeting takes place at 11.00 a.m. on 20 January 2026.

The Chairman will then formally put the Resolutions to the meeting and advise of the proxy votes received in advance. The meeting will then formally close.

The results of the Annual General Meeting will be announced by Regulatory News Service ("**RNS**") and posted to the Company's website <http://grinvestmenttrust.com/> on the day of the Annual General Meeting. The full poll results will also be published on this website at the same time. The business of the Annual General Meeting comprises resolutions that public companies regularly bring to shareholders.

5. Business of the Annual General Meeting

Ordinary Business

Resolution 1 – Report and accounts

The Board will present the Company's report and accounts for the year ended 31 March 2024, as contained in the Annual Reports which are available to view on the Company's website at <http://grinvestmenttrust.com/>.

Resolution 1 is proposed as an ordinary resolution.

Resolutions 2, 3 and 4 – Reappointment of Directors

It is best practice that all Company Directors retire and offer themselves for reappointment at each Annual General Meeting. Accordingly, all three of the existing directors will be standing for reappointment at the Annual General Meeting.

Resolution 2 concerns the reappointment of Mr Lampshire

Mr Lampshire retires and offers himself for reappointment.

Martin Lampshire (aged 64) started his career in Lloyds Bank's Commercial Services division in 1989 after completing the Chartered Banker Professional Certification. He has over twenty-five years' experience in Corporate Broking, working for a number of City-based firms including Teather & Greenwood, Charles Stanley, Hichens Harrison Stockbrokers and Daniel Stewart Stockbrokers. He has assisted many companies in a variety of equity raises including initial public offerings, secondary fundraisings, vendor and private placings across a variety of sectors. He has also worked in a number of overseas financial centres including Hong Kong, Singapore, Kuala Lumpur and Dubai.

Resolution 2 is proposed as an ordinary resolution.

Resolution 3 concerns the reappointment of Mr Burne

Mr Burne retires and offers himself for reappointment.

Mr Burne (aged 80) is a former stockbroker and financial journalist with The Financial Times. He has controlled and managed fund management, venture capital and investment banking companies in London, Australia, Hong Kong and North America. He has been a director of more than 20 companies, many of which have been in the mineral resource and gold exploration fields. In 1997, he founded Golden Prospect plc and was executive chairman until 2007 when the Company changed its name to Ambrian Capital plc. In addition, he was executive chairman of the Australian Bullion Company (Pty) Limited, which at the time was Australia's leading gold dealer and member of the Sydney Futures Exchange.

Resolution 3 is proposed as an ordinary resolution.

Resolution 4 concerns the reappointment of Mr Lockwood

Mr Lockwood retires and offers himself for reappointment.

Mr Lockwood (aged 80) has forged a successful career in fund management and mining investment. He founded New City Investment Management in 2004 and notably ran five quote investment trusts, one of which was the specialist fund Geiger Counter Limited Uranium Fund. Richard was formerly a Director of AIM-listed Kalahari Minerals which was acquired by CGNPC Uranium Resources Co. Limited. Richard was formerly a mining investment partner for Hoare Govett and McIntosh Securities. He was also involved in the development and financing of several gold and base metals projects in Europe, Australia and Africa. Richard's intimate knowledge and experience in the mining and uranium industries is considered an invaluable asset to the Company during its current growth phase.

Resolution 4 is proposed as an ordinary resolution.

Resolution 5 - Appointment of Auditor and fixing of Auditors' remuneration

At each Annual General Meeting at which the accounts are laid before the members, the Company is required to appoint an auditor ("**Auditor**") to serve until the next such meeting. It is proposed that Royce Pilling Green LLP be appointed as the Auditor. The Resolution also authorises the Directors to agree the Auditors' remuneration.

Resolution 5 is proposed as an ordinary resolution.

Special Business

Resolution 6 – Directors' authorities

Resolution 6 is being proposed as a special resolution and will, if passed, enable the Directors to issue 11,472,147 New Ordinary Shares in connection with the conversion of the CULNs (representing 46.4 per cent. of the issued share capital of the Company as at 16 December 2025, this being the latest practicable date prior to the publication of this document) and issue up to an additional 120,000,000 New Ordinary Shares.

Resolution 7 – Disapplication of Pre-Emption Rights

Resolution 7 which is being proposed as a special resolution will, if passed, enable the Directors to issue up to 11,472,147 New Ordinary Shares in connection with the conversion of the CULNs and issue up to an additional 120,000,000 New Ordinary Shares, for cash without first offering such New Ordinary Shares to existing Shareholders *pro rata* to their existing shareholdings.

BASIS OF VOTING

In accordance with the Articles, all Shareholders entitled to vote and be present by proxy at the Annual General Meeting have one vote in respect of every Ordinary Share held.

In this way all proxy votes will count towards the voting.

ACTION TO BE TAKEN

Shareholders will find enclosed a Form of Proxy for use in connection with the Annual General Meeting. Whether or not Shareholders propose to attend the Annual General Meeting, they are requested to complete, sign and return the Form of Proxy as soon as possible, in accordance with the instructions printed on it.

To be valid, the enclosed Form of Proxy must be lodged with the Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, so as to arrive by no later than 11 a.m. on 16 January 2026.

RECOMMENDATION

The Directors consider the passing of the Resolutions to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions.

The Directors intend to vote in favour of the Resolutions in respect of their own beneficial holdings of Ordinary Shares (amounting to 447,222 Ordinary Shares, representing approximately 0.76% of the issued share capital of the Company as at 16 December 2025).

Yours faithfully

Richard Lockwood
Chairman

DEFINITIONS

In this document the words and expressions listed below have the meanings set out opposite them, except where the context otherwise requires:

“Act”	the Companies Act 2006, as amended from time to time
“AIM”	a market regulated by the London Stock Exchange
“Annual General Meeting”	the Annual General Meeting of the Company to be held as a virtual meeting on 20 January 2026 at 11 a.m.
“Articles” or “Articles of Association”	the articles of association of the Company
“Board” or “Directors”	the Board of Directors of the Company
“Circular”	this document
“Company”	GRIT Investment Trust plc
“CREST”	the relevant system as defined in the CREST Regulations in respect of which Euroclear is the operator (as defined in the CREST Regulations) in accordance with which securities may be held in uncertificated form
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 2001/3755), as amended
“CULNs”	means the £100,000 in face value of convertible unsecured loan notes with a conversion price of 15p per share plus £270,137 in face value of convertible unsecured loan notes with a conversion price of 2.5p per share and £250,000 face value at a conversion price at a 25% discount to the share price on admission.
“Directors” or “Board”	the board of directors of the Company
“Disclosure Guidance and Transparency Rules”	the disclosure guidance and transparency rules as set out in the FCA's handbook of rules and guidance, as amended
“Euroclear”	Euroclear UK & Ireland Limited
“Existing Ordinary Shares”	the existing ordinary shares of 0.1p each in the capital of the Company
“FCA”	the UK Financial Conduct Authority
“FSMA”	the Financial Services and Markets Act 2000 as amended or re-enacted from time to time
“Latest Practicable Date”	16 January 2025, being the latest practicable date prior to the date of this document for ascertaining certain information contained herein
“UK Listing Rules”	the listing rules made by the FCA under section 73A of FSMA
“London Stock Exchange”	London Stock Exchange plc
“Official List”	the official list maintained by the FCA
“Ordinary Shares” or “Shares”	ordinary shares of 0.1p each in the capital of the Company

“Proposals”	the recommended proposals to (i) seek authority to, <i>inter alia</i> , issue further shares on conversion of outstanding convertible loan notes; and (ii) seek authority of the disapplication of pre-emption rights
“Prospectus”	the prospectus to be published by the Company in due course
“Prospectus Regulation Rules”	the rules made for the purposes of Part VI of the FSMA in relation to offers of securities to the public and admission of securities to trading on a regulated market
“Register of Members”	the register of members of the Company
“RTO”	a reverse takeover
“Shareholder”	a holder of Ordinary Shares
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland

GRIT INVESTMENT TRUST PLC

*(Incorporated and registered in England and Wales with registered number 08256031)
(Registered as an investment company under section 833 of the Companies Act 2006)*

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of GRIT Investment Trust plc (the “**Company**”) will be held at AlbR Capital Limited, 80 Cheapside, London EC2V 6EE at 11.00 a.m. on 20 January 2026 to consider and, if thought fit, pass the following Resolutions. Resolutions 1 – 5 are Ordinary Resolutions and resolutions 6 and 7 are Special Resolutions.

ORDINARY BUSINESS

Resolution 1

1. To approve the March 2024 Report and Accounts, together with the Strategic Report, Corporate Governance Report, Remuneration Committee Report, Nomination Committee Report, Directors’ Report and Independent Auditor’s Report).

Resolution 2

2. To re-elect Mr. Martin Lampshire as a Director, who retires and offers himself for re-election.

Resolution 3

3. To re-elect Mr. Malcolm Burne as a Director, who retires and offers himself for re-election.

Resolution 4

4. To re-elect Mr. Richard Lockwood as a Director, who retires and offers himself for re-election.

Resolution 5

5. To appoint Royce Pilling Green LLP as Auditor from the conclusion of the meeting until the conclusion of the next Annual General Meeting before which accounts are laid and to authorise the directors to fix the Auditor’s remuneration.

SPECIAL BUSINESS

6. **THAT** the directors of the Company (the “**Directors**”) be and are hereby generally and unconditionally authorised, in addition to any existing authorities, pursuant to and in accordance with section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot Ordinary Shares: (i) 11,472,147 Ordinary Shares in connection with the Unsecured Convertible Loan Notes; (ii) generally in an amount of up to an aggregate nominal amount of £120,000, provided that, in each case, such authority will expire (unless previously revoked, varied or renewed by the Company in General Meeting) and the next AGM and provided that the Company shall be entitled to make, prior to the expiry of such authority, an offer or agreement which would or might require Ordinary Shares to be allotted after such expiry and the Board may allot Ordinary Shares pursuant to such offer or agreement as if the authority conferred hereby had not expired; **and**(iii) to allot Ordinary Shares on conversion of the Unsecured Convertible Loan Notes at a discount of greater than 10% to the prevailing market price for the Ordinary Shares as derived from the London Stock Exchange plc.
7. **THAT**, subject to the passing of Resolution 6 above and in addition to any existing authorities, the Directors be and are hereby empowered, pursuant to sections 570 to 573 of the Act, to allot Ordinary Shares for cash pursuant to the authority referred to in Resolution 7 above and to sell Ordinary Shares from treasury for cash as if section 561 of the Act did not apply to any such allotment or sale provided that this authority shall be limited to; (i) 11,472,147 Ordinary Shares in connection with the Unsecured Convertible Loan Notes; (ii) the allotment of Ordinary Shares for cash up to an aggregate nominal amount of £120,000; (iii) shall expire the next AGM, unless previously revoked, varied or renewed by the Company in General Meeting and provided that the Company shall be entitled to make, prior to the expiry of such authority, an offer or agreement which would or might require Ordinary Shares to be

allotted or sold from treasury after such expiry and the Board may allot Ordinary Shares or sell Ordinary Shares from treasury pursuant to such offer or agreement as if the authority conferred hereby had not expired.

By order of the Board

Registered office

AlbR Capital Limited
Company Secretary

80 Cheapside
London
EC2V 6EE

18 December 2025

SHAREHOLDER NOTES

1. As a shareholder you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting. A proxy need not be a member of the Company but must attend the Annual General Meeting to represent you. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You can only appoint a proxy using the procedure set out in these notes and the notes to the proxy form.
2. A proxy must vote in accordance with any instructions given by the Shareholder by whom the proxy is appointed. A proxy has one vote on a show of hands in all cases (including where one shareholder has appointed multiple proxies) except where he is appointed by multiple shareholders who instruct him to vote in different ways, in which case he has one vote for and one vote against the resolution.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (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.
4. In order for a proxy appointment or 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 & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Registrar (ID 3RA50) no later than 48 hours (excluding non-working days) before the time of the meeting or any adjournment. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
5. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
6. 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.
7. The return of a completed proxy form or other instrument of proxy will not prevent you attending the Annual General Meeting and voting if you wish.
8. To have the right to speak and vote and the Annual General Meeting (and also for the purposes of calculating how many votes a member may cast on a poll) shareholders must be registered in the Register of Members of the Company no later than close of business on the day which is two days (excluding non-working days) before the day of the Annual General Meeting or any adjourned meeting. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
9. If the Annual General Meeting is adjourned to a time not more than 48 hours after the record date applicable to the original Annual General Meeting, that time will also apply for the purpose of determining the entitlement of shareholders to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned Annual General Meeting. If, however, the Annual General Meeting is adjourned for a longer period then, to be so entitled,

shareholders must be entered on the Company's register of members ("**Register of Members**") at the time which is 48 hours before the time fixed for the adjourned Annual General Meeting or, if the Company gives new notice of the adjourned Annual General Meeting, at the record date specified in that notice.

10. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 (nominated persons). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.
11. Corporate representatives are entitled to attend and vote on behalf of the corporate member in accordance with Section 323 of the Companies Act 2006. Pursuant to the Companies (Shareholders' Rights) Regulations 2009 (SI 2009/1632), multiple corporate representatives appointed by the same corporate shareholder can vote in different ways provided they are voting in respect of different shares.
12. Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the Chair of the meeting as his proxy will need to ensure that both he and his proxy comply with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.
13. A quorum consisting of three or more shareholders present in person or by proxy is required for the Annual General Meeting. If, within half an hour after the time appointed for the Annual General Meeting, a quorum is not present the Annual General Meeting shall be adjourned for seven days at the same time and place or to such other day and at such other time and place as the Board may determine and no notice of adjournment need be given at any such adjourned meeting. Those shareholders present in person or by proxy shall constitute the quorum at any such adjourned meeting.
14. As at 16 December 2025, (being the last business day prior to the publication of this notice) the Company's issued share capital consisted of 18,198,295 Ordinary Shares carrying one vote each. Therefore, the total voting rights in the Company as at 17 December 2025 were 18,198,295 votes.
15. Further information regarding the meeting which the Company is required by Section 311A of the Companies Act 2006 to publish on a website in advance of the meeting (including this Notice), can be accessed at <http://grinvestmenttrust.com/announcements-publications.html#publications>.