THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt about the contents of this document or about the action you should take you should consult immediately your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) (or, if you are outside the United Kingdom, a person otherwise duly qualified in your jurisdiction) who specialises in advising on the acquisition of shares and other securities.

If you sell or have sold or otherwise transferred all of your Ordinary Shares in the Company, please send this document to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you sell or have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents.

The Directors, whose names appear on page 4 of this document, accept responsibility, both collectively and individually, for the information contained in this document. To the best of the knowledge and belief of each of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

TOWER RESOURCES PLC

(Registered in England and Wales with company number 05305345)

NOTICE OF ANNUAL GENERAL MEETING

This document should be read in its entirety. Your attention is drawn to the letter from the Chairman and Chief Executive Officer of the Company set out on pages 4 to 5 of this document, which contains your Board's unanimous recommendation to vote in favour of the Resolutions set out in the notice of Annual General Meeting referred to below.

A notice of an Annual General Meeting of the Company to be held at 33 Cavendish Street, London W1G 0PW at 13:30 on Monday 30th June, 2025 is set out at the end of this document. Shareholders are requested to vote as detailed in the Notice of Publication of 2023 Annual Report & Accounts and Annual General Meeting. The completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting should they subsequently wish to do so.

Copies of this document will be available to download from the Company's website at www.towerresources.co.uk

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Circular posted to Shareholders	6 June 2025
Latest time and date for receipt of Forms of Proxy	13:30 on 26 June 2025
Annual General Meeting	13:30 on 30 June 2025

DEFINITIONS

In this document, the following words and expressions shall, except where the context requires otherwise, have the following meanings:

"**AIM**"	the AIM market operated by the London Stock Exchange;
"**AIM Rules**"	the rules applicable to AIM companies and governing the operation of AIM, as published by the London Stock Exchange from time to time;
"**Annual General Meeting**" or "**AGM**"	the Annual General Meeting of the Company to be held On Monday 30th June, 2025 notice of which is set out at the end of this document;
"**Articles**"	the articles of association of the Company as at the date of this document;
"**Board**" or "**Directors**"	the board of directors of the Company;
"**certificated**" or "**in certificated form**"	the description of a share or other security which is not in uncertificated form (that is, not in CREST);
"**Companies Act**"	the Companies Act 2006, as amended;
"**Company**"	Tower Resources plc;
"**CREST**"	the relevant system (as defined in the CREST Regulations) for the paperless settlement of share transfers and the holding of shares in uncertificated form in respect of which CREST Limited is the Operator (as defined in the CREST Regulations);
"**CREST Regulations**"	the Uncertificated Securities Regulations 2001 (SI 2001 No. 1/3755) (as amended);
"**Form of Proxy**"	the form of proxy for use by Shareholders in connection with the Annual General Meeting;
"**Ordinary Shares**"	ordinary shares of 0.001p each in the Company;
"**Resolutions**"	the resolutions set out in the notice of Annual General Meeting attached to this document;
"**Shareholder**"	a holder of Ordinary Shares
"**UK**" or "**United Kingdom**"	the United Kingdom of Great Britain and Northern Ireland; and
"**uncertificated**" or "**in uncertificated form**"	shares being held in uncertificated form in CREST and title to which by virtue of the Regulations may be transferred by means of CREST.

LETTER FROM THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

TOWER RESOURCES PLC
(*Registered in England and Wales with company number 05305345*)

Directors:

Jeremy Asher, Chairman and Chief Executive Officer
Paula Brancato, Independent Non-Executive Director
Mark Enfield, Executive Director
Stacey Kivel, Independent Non-Executive Director

Registered Office:

Tower Resources Plc
134 Buckingham Palace Road
Westminster
London
SW1W 9SA

30 May, 2025

To the Shareholders

NOTICE OF ANNUAL GENERAL MEETING

Dear Shareholder,

1 INTRODUCTION

I am writing to you with details of the Annual General Meeting which will be held at 33 Cavendish Street, London W1G 0PW 13:30 on Monday 30th June, 2025. Formal notice of the Annual General Meeting is set out at the end of this document.

The resolutions to be proposed at the Annual General Meeting are as follows:-

- To receive and adopt the report of the Directors and the financial statements for the year ended 31st December 2024.
- To re-elect Ms. Stacey Kivel as a Director of the Company.
- To re-elect Ms. Paula Brancato as a Director of the Company.
- To renew the Board's authority to allot relevant securities up to (i) an aggregate nominal amount of £240,000, plus (ii) an aggregate nominal amount of such amount as is required to permit the exercise or conversion of all outstanding options and warrants and other convertible securities
- To renew the Board's authority to allot relevant securities as if statutory pre-emption rights did not apply to the allotment of new securities up to (i) an aggregate nominal amount of £240,000, plus (ii) an aggregate nominal amount of such amount as is required to permit the exercise of all outstanding options and warrants and restricted share awards and other convertible securities

2 ANNUAL GENERAL MEETING

In order to give effect to the Resolutions, these need to be approved by Shareholders in a general meeting.

You will therefore find set out at the end of this document a notice convening the Annual General Meeting to be held at 33 Cavendish Street, London W1G 0PW at 13:30 on Monday 30th June, 2025 at which the Resolutions set out in the notice of meeting will be proposed.

3 ACTION TO BE TAKEN BY SHAREHOLDERS

If you are a Shareholder, you are requested to vote as detailed in the Notice of Publication of 2024 Annual Report & Accounts and Annual General Meeting.

4 RECOMMENDATION

The Directors consider that the proposed Resolutions are in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions being proposed at the Annual General Meeting, as they intend to do or procure to be done in respect of their own and their connected persons' beneficial holdings.

Yours faithfully

Jeremy Asher
Chairman and Chief Executive Officer

NOTICE OF ANNUAL GENERAL MEETING

TOWER RESOURCES PLC

(*Incorporated in England and Wales under the Companies Act 1985 with Registered Number 05305345*)

Notice is hereby given that the Annual General Meeting of the above-named company will be held at 33 Cavendish Street, London W1G 0PW 13:30 on Monday 30th June, 2025 for the purpose of considering and, if thought fit, passing the following Resolutions. Definitions used in this notice have the same meaning as the accompanying circular.

ORDINARY RESOLUTIONS

1. To receive and adopt the report of the Directors and the financial statements for the year ended 31st December 2024 and the report of the auditors thereon.

2. To re-elect, as a Director of the Company, Ms. Stacey Kivel, who retires in accordance with Article 25.2 of the Company's Articles of Association and offers herself for re-election.

3. To re-elect, as a Director of the Company, Ms. Paula Brancato, who retires in accordance with Article 25.2 of the Company's Articles of Association and offers herself for re-election.

4. **THAT** the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 ("**the Act**"), in substitution for all previous powers granted to them, to exercise all the powers of the Company to allot and make offers to allot relevant securities (within the meaning of the Act) up to:

   (a) an aggregate nominal amount of £240,000; plus

   (b) an aggregate nominal amount of such amount as is required to permit the exercise of all options and warrants and restricted share awards and the conversion of any other convertible securities outstanding at the date of this resolution;

   and such authority shall, unless previously revoked or varied by the Company in a general meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2026 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

5. THAT the Directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 4 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 in connection with an issue in favour of shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (or as nearly as may be practicable) to the respective number of Ordinary Shares in the capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange, in any territory;

   (b) the allotment of equity securities arising from the exercise of options and warrants or the conversion of any other convertible securities outstanding at the date of this resolution;

(c) the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of further equity securities up to an aggregate nominal amount of £240,000;

and this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire at the conclusion of the Annual General Meeting of the Company to be held in 2026. 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
Jeremy Asher
Chairman and Chief Executive Officer
30 May 2025
Registered office:
134 Buckingham Palace Road
Westminster
London
SW1W 9SA

Notes:

1. As a holder of ordinary shares in the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. A proxy need not be a member of the Company.

2. In the case of joint holders, the vote of the person first named in the register of members tendering a vote will be accepted to the exclusion of the votes of the other joint holders.

3. In the case of a corporation, the form of proxy must be expressed to be executed by the corporation and must be executed under its common seal, or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.

4. You will not receive a hard copy form of proxy for the AGM in the post. Instead, you will be able to vote electronically at https://uk.investorcentre.mpms.mufg.com/. You will need to log into your Investor Centre account or register if you have not previously done so. To register you will need your Investor Code which is detailed on your share certificate. Your proxy vote must be received not less than 48 hours (excluding any part of the day that is not a business day) before the time of the Meeting, or any adjournment thereof. Alternatively, you can vote via the Investor Centre app, 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.

Download on the App Store

GET IT ON Google Play

5. You may request a hard copy form of proxy from MUFG Corporate Markets by email at shareholderenquiries@cm.mpms.mufg.com or by calling on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. To be valid, the form of proxy and any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority must be deposited with MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL in accordance with the instructions printed thereon so as to be received not less than 48 hours (excluding any part of the day that is not a business day) before the time of the meeting or any adjournment thereof.

6. The completion and return of a proxy form will not affect the right of a member to attend, speak and vote in person at the meeting convened by this notice, however, if you have appointed a proxy and attend the Meeting in person, your proxy will automatically be terminated.

7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.

8. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

9. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

10. Pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the meeting if they are registered on the Company's register of members 48 hours (excluding any part of a day that is not a business day) before the time appointed for the meeting or any adjournment thereof. 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.

11. Shareholders may also wish to submit questions in advance via e-mail to info@towerresources.co.uk or using the Contact Us section of the website. We will endeavour to respond to questions raised directly, or by publishing responses on our website.

12. If you need help with voting online or require a hard copy form of proxy, please contact our Registrar, MUFG Corporate Markets, on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. During this challenging time, extra pressure is being put on telephone services and it may just take a little longer to get through than normal. Or email MUFG Corporate Markets at shareholderenquiries@cm.mpms.mufg.com.

13. 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. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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 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 & 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 the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, to be valid, be transmitted so as to be received by the issuer's agent (RA10) not less than 48 hours (excluding any part of the day that is not a business day) before the time of the meeting or any adjournment thereof. 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 to proxies appointed through CREST should be communicated to the appointee through other means.

14. 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 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, to procure that his CREST sponsor or voting system provider(s) take(s)) such action as shall be necessary to ensure that 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.

15. 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.

16. Proxymity Voting - if you are an institutional investor you may also be able to appoint a proxy 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 proxy must be lodged by not less than 48 hours (excluding any part of the day that is not a business day) before the time of the meeting or any adjournment thereof in order to be considered valid. Before you can appoint a proxy 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 appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

17. To change your proxy instructions simply submit a new proxy appointment using the methods set out above.

18. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact MUFG Corporate Markets.

19. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

20. By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to MUFG Corporate Markets. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

21. In either case, the revocation notice must be received by MUFG Corporate Markets no later than 48 hours (excluding non- business days) prior to the Meeting.

22. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.