

17 May 2023

To employees of Egdon Resources plc

We are required by the City Code on Takeovers and Mergers to send you this announcement.

Dear Colleague

Announcement of a recommended cash acquisition for Egdon Resources plc

On 17 May 2023, Petrichor Partners, LP (**Petrichor**) and Egdon Resources plc (**Egdon Resources**) announced under Rule 2.7 of the City Code on Takeovers and Mergers (the **Code**) that they had reached an agreement on the terms of a recommended all cash acquisition of 4.5 pence per share pursuant to which Petrichor, shall acquire the entire issued and to be issued share capital (other than those shares already held by or on behalf of Petrichor Partners) of Egdon Resources plc (the **Acquisition**). It is intended that the Acquisition will be implemented by way of a scheme of arrangement.

A copy of the announcement described above (the **Announcement**) can be found on Egdon Resources' website at: www.egdon-resources.com/investors-2/disclaimer

Please note that this email is not a summary of the information in the Announcement and should not be regarded as a substitute for reading the Announcement in full. For the avoidance of doubt, the content of Egdon Resource's website is not incorporated into, and does not form part of, this email.

As a consequence of the Announcement, Egdon Resources is now in an offer period for the purposes of the Code. As the Acquisition is to be implemented by way of a scheme of arrangement, Egdon Resources is required, unless the Panel consents otherwise, to ensure that a scheme circular is sent to Egdon Resources shareholders within 28 days of the date of the Announcement.

Egdon Resources employees have a right under Rule 25.9 of the Code to have published, at Egdon Resources' cost, a separate opinion on the effects of the Acquisition on employment. Any such opinion will be appended to any circular on the Acquisition that may be published by Egdon Resources in accordance with the requirements of Rule 25.9 of the Code. Egdon Resources will be responsible for the costs reasonably incurred in obtaining advice required for the verification of the information contained in that opinion in order to comply with the highest standards of care and accuracy that are required by Rule 19.1 of the Code.

Further information will be available in due course.


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Yours faithfully

Mark Abbott

Managing Director

Egdon Resources plc

Important information

Please be aware that, as stated, this email is sent to you in your capacity as an employee in connection with the Acquisition. If you are also a shareholder of Egdon Resources, you will receive a separate communication pursuant to Rule 2.11 of the Code also attaching a copy of the Announcement together with certain other information that Egdon Resources plc is required by the Code to include.

Please note that details held by us in relation to you including addresses, electronic addresses and certain other information may be provided to Petrichor during the offer period as required under Section 4 of Appendix 4 of the Code.

The directors of Egdon Resources plc accept responsibility for the information contained in this document (including any expressions of opinion) and to the best of their knowledge and belief (having taken all reasonable care to ensure that such is the case), the information in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in one per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified.

An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in one per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the Business Day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.