

**REPORT BY THE BOARD OF DIRECTORS ATALAYA MINING COPPER, S.A. IN
RELATION TO ITEMS 12, 13 AND 14 ON THE AGENDA FOR THE 2026
SHAREHOLDERS' GENERAL MEETING**

The Board of Directors of Atalaya Mining Copper, S.A. (the “**Company**”) has issued this report in relation to items 12, 13 and 14 of the agenda for the Shareholders’ General Meeting called for 24 June 2026, on first call, and for 25 June 2026, on second call, referring to:

- (a) the proposed authorisation to the Board of Directors, pursuant to the provisions of Article 297.1.b) of the Consolidated Text of the Spanish Companies Act approved by Royal Legislative Decree 1/2010, of 2 July (*Texto Refundido de la Ley de Sociedades de Capital aprobado por el Real Decreto Legislativo 1/2010, de 2 de julio*) (the “**Spanish Companies Act**”), to resolve to increase the share capital and issue new shares (item 12 on the agenda);
- (b) the proposed authorisation to the Board of Directors to issue convertible and/or exchangeable securities, including warrants (item 13 on the agenda); and
- (c) the proposed authorisation to the Board of Directors, pursuant to the provisions of Articles 506 and 511 of the Spanish Companies Act, to exclude the shareholders’ pre-emptive subscription rights in connection with the capital increases and issuances of convertible and/or exchangeable securities referred to, respectively, under paragraphs a) and b) above (item 14.1 and 14.2 on the agenda).

In view of the interdependence of the limits to which these authorisations relate, the Board of Directors has considered it more appropriate to issue a single report covering the three items on the agenda, in order to facilitate the understanding of the explanations and justifications provided by the directors according to the applicable law.

1 PROPOSED AUTHORISATION TO THE BOARD OF DIRECTORS, PURSUANT TO THE PROVISIONS OF ARTICLE 297.1.B) OF THE SPANISH COMPANIES ACT, TO RESOLVE TO INCREASE THE SHARE CAPITAL

1.1 Introduction

Under this section and in accordance with Articles 286 and 297.1.b) of the Spanish Companies Act, a detailed explanation and justification is provided, for the purposes required by the applicable legislation, in relation to the requested authorisation for the Board of Directors, in accordance with the provisions of Article 297.1.b) of the Spanish Companies Act (and with powers of subdelegation), to resolve to increase the share capital of the Company on one or more occasions, without prior consultation with the Shareholders’ General Meeting, for a term expiring at next year’s Shareholders’ General Meeting (or, if earlier, fifteen months from the date of passing the resolution) and up to the maximum amount stipulated in the Spanish Companies Act, providing a new wording for the article of the Company’s bylaws relating to the share capital.

It is to be noted that, pursuant to Spanish law as it applies to the Company, if this authorisation is used and a capital increase is executed pursuant to it, shareholders shall have pre-emptive rights (unless excluded as explained in section 3 below) and will therefore have the right to subscribe for the new shares in proportion to their existing shareholdings. These pre-emptive rights, as a matter of law, will be represented by securities decoupled from the shares to which they relate and may be separately traded for a period before payment for the subscription is due. Therefore, any such capital increase (unless the pre-emptive rights are excluded as explained in section 3 below) will take the form of a “rights issue” in accordance with the Listing Rules made under Part IV of the United Kingdom Financial Services and Markets Act 2000.

In this regard, the Company adheres to the provisions in the Investment Association Share Capital Management Guidelines as if they applied to a Spanish incorporated company.

1.2 Justification for the proposal

In accordance with Article 297.1.b) of the Spanish Companies Act, the Shareholders' General Meeting, with the requirements established for the amendment of the Company's bylaws, may delegate to the Board of Directors the power to resolve, on one or more occasions, to increase the share capital at the time and in the amount decided by the Board, without prior consultation with the Shareholders' General Meeting.

Such capital increases, if they grant pre-emptive subscription rights to shareholders, shall not exceed in any case half of the Company's share capital at the time of authorisation and must be carried out through cash contributions within a maximum period of five years from the date of approval of the resolution by the Shareholders' General Meeting.

Moreover, as stipulated in Article 286 of the Spanish Companies Act, the directors must prepare a written report justifying the proposal.

The Board of Directors considers it of interest for the Company to have the authorisations and delegated powers permitted by the current legislation, with the ability to set all terms and conditions of the capital increases, as well as to determine the investors and markets to which such increases are directed, so as to be in a position at all times to raise the necessary funds for proper management of the Company's interests.

The purpose of the delegation is to provide the Company's management body with the room for maneuver and responsiveness demanded by the competitive environment in which it operates, where often the success of a particular operation or a strategic initiative depends on the ability to carry it out swiftly and promptly, without the delays and costs inevitably entailed by convening and holding of a new Shareholders' General Meeting.

Therefore, the delegation envisaged in Article 297.1.b) of the Spanish Companies Act provides the Board of Directors with the powers necessary to carry out one or more capital increases considering the interests of the Company and responding more swiftly to the financial needs that may arise in the future.

To this end, a proposal is presented to the Shareholders' General Meeting regarding the authorisation to the Board of Directors to resolve to increase the Company's share capital with pre-emptive subscription rights in an amount not exceeding half of the existing share capital as of the date of delegation (that is, the capital increases shall not collectively exceed the amount of 6,919,156 euros in nominal value).

For all the reasons mentioned above, the Board of Directors believes this proposal is justified and addresses the needs that the Company, due to its nature as listed company, might have to face in the future.

Finally, the powers that will be granted to the Board of Directors, should the proposed resolution be adopted, will include the explicit power of sub-delegation, thereby enhancing the objective of providing the management body with the capability to give a swift and adequate response to any transactions that may arise.

2 PROPOSAL TO GRANT AUTHORISATION TO THE BOARD OF DIRECTORS TO ISSUE CONVERTIBLE AND/OR EXCHANGEABLE SECURITIES

2.1 Introduction

Under this section, justification is provided for the proposal to authorise the Board of Directors, with powers of subdelegation, to issue debentures, bonds, preference shares, and other fixed-income securities or instruments of a similar nature (including warrants) that are convertible into newly issued shares or may confer the right to subscribe to newly issued shares of the Company, pursuant to the general provisions governing the issuance of debentures and the provisions of Articles 511 of the Spanish Companies Act and Article 319 of the Mercantile Registry Regulations (*Reglamento del Registro Mercantil*), applying by analogy the provisions of Article 297.1.b) of the Spanish Companies Act.

It is to be noted that, pursuant to Spanish law as it applies to the Company, if this authorisation is used and convertible securities are issued pursuant to it, shareholders shall have pre-emptive rights (unless excluded as explained in section 3 below) and, therefore, will have the right to subscribe for the new convertible securities in proportion to their prior shareholdings and that such pre-emptive rights, as a matter of law, will be represented by securities decoupled from the shares to which they relate and which may be separately traded for a period before payment for the subscription is due.

The Company adheres to the provisions in the Investment Association Share Capital Management Guidelines as if they applied to a Spanish company.

2.2 Justification for the proposal

The Board of Directors deems it prudent to hold the powers which may be delegated under the applicable legislation in order to be able to raise at any time in primary securities markets the funds necessary to properly manage the interests of the Company. In addition, the Board of Directors considers it important that the Company has enough flexibility to raise capital in the ordinary course of business in the manner and at the time it considers from time to time.

The purpose of the delegation is to provide the Company's Board of Directors with the room for maneuver and capacity to respond as required by the competitive environment in which the Company operates, where the success of a strategic initiative or financial transaction or the ability to raise funds often depends on the ability to act quickly, avoiding the delays and costs entailed in calling and holding a shareholders' general meeting. Thus, the Board of Directors will be empowered, as necessary, to raise the required funds in a short period of time and with the necessary flexibility.

The issuance of securities convertible into and/or exchangeable for shares is a means of raising debt financing for companies. These securities have the advantage of offering investors the opportunity to convert the debt owed to them by the Company into shares, with a potentially higher return than that offered by other debt instruments and of enabling the Company to increase its equity. These characteristics mean that the coupon of convertible and/or exchangeable debentures is usually lower than the cost of simple debt securities and of bank debt, since the debenture interest rates reflect the value of the option conferred on investors to convert the debentures into Company shares. In addition, the flexibility of the convertible or exchangeable securities, depending on the circumstances and the funding environment, could be a cost-efficient form for financing which will therefore benefit the Company and its shareholders.

Against this background, this proposal for a resolution is submitted to the Shareholders' General Meeting for consideration, in accordance with the provisions of the applicable legislation. In the case of warrants, it is specifically provided that the legal and contractual rules governing convertible and/or exchangeable debentures will apply, to the extent that they are compatible with their specific nature.

The proposal specifically confers on the Board of Directors the power to issue, on one or more occasions, convertible and/or exchangeable securities (including debentures and bonds) and warrants granting options to subscribe for new shares of the Company or to acquire existing shares of the Company and to resolve, where appropriate, on the capital increase necessary to carry out the conversion or to exercise the right to subscribe for shares, provided that this capital increase does not exceed the unused limit authorised from time to time by the Shareholders' General Meeting in accordance with the provisions of Article 297.1.b) of the Spanish Companies Act.

The proposed resolution sets the maximum nominal amounts for which authorisation is requested at 6,919,156 euros (or its equivalent in another currency), provided that the total amount by which the share capital may need to be increased upon conversion or exchange of all such securities shall not exceed the above limit and therefore the limit for the issuance of convertible and/or exchangeable securities shall be reduced by the amount already utilised if the share capital is increased pursuant to abovementioned proposed resolution 12.

If approved, this resolution would give the Board of Directors the ability to issue convertible and/or exchangeable securities if it considers that it is for the benefit of the Company's financing.

The proposed resolution to be submitted to the Shareholders' General Meeting for approval also establishes the criteria for determining the basis for and terms and conditions of the conversion and/or exchange, although it entrusts the Board of Directors, in the event that it decided to exercise the authorisation granted, determining some of the basis for and terms and conditions of each issuance, within the limits and in accordance with the criteria established by the Shareholders' General Meeting.

Therefore, the Board of Directors will be responsible for determining the specific conversion ratio, and for such purpose it will issue, on approving an issue of convertible and/or exchangeable securities delegated under the authorisation conferred by the Shareholders' General Meeting, a report detailing the specific basis for and terms and conditions of the conversion applicable to such issue, which, if applicable, will also be the subject of the correlative report by the auditors referred to in Articles 414 and 511 of the Spanish Companies Act.

Specifically, the proposed resolution submitted for approval to the Shareholders' General Meeting by the Board of Directors provides that, for the purposes of the conversion or exchange, the securities issued under this authorisation will be valued at their nominal amount and the shares at the fixed exchange ratio (determined or to be determined) or at a variable ratio to be determined in the relevant Board resolution.

Accordingly, the Board of Directors deems that it is given sufficient margin of flexibility in order to set the value of the shares for the purposes of the conversion according to market terms and other applicable considerations.

In the case of warrants to subscribe for new shares, the rules governing convertible debentures contained in the proposal will apply, to the extent that they are compatible with their specific nature.

Furthermore, pursuant to Article 415.2 of the Spanish Companies Act, the resolution to delegate to the Board of Directors the power to issue convertible securities provides that, for the purposes of their conversion, the nominal value of the debentures may not be lower than

the par value of the shares, neither may convertible debentures be issued for an amount less than their nominal value.

It is also provided that the securities issued under this delegation may be listed on the appropriate stock exchange, whether of the United Kingdom, the European Union or any other, regulated or not, organised or otherwise.

All powers conferred on the Board of Directors if the resolution is adopted shall be conferred with the express power of subdelegation, in order to further contribute to the pursued aim of expediting transactions as much as possible.

3 PROPOSED AUTHORISATION TO THE BOARD OF DIRECTORS TO EXCLUDE PRE-EMPTIVE RIGHTS IN CONNECTION WITH THE CAPITAL INCREASES AND THE ISSUANCES OF CONVERTIBLE OR EXCHANGEABLE SECURITIES

3.1 Introduction

Under this section and in accordance with the provisions of Articles 506 and 511 of the Companies Act, a detailed explanation and justification is provided, for the purposes required by the applicable legislation, in relation to the proposed authorisation to the Board of Directors, with the express power of subdelegation, to totally or partially exclude the shareholders' pre-emptive subscription rights in connection with the capital increases and the issuances of convertible or exchangeable securities that the Board of Directors may approve under the authorisations given under resolutions 12 and 13 (if passed and executed), subject to an aggregate maximum nominal amount of the shares so allotted and that may be allotted on conversion or exchange of such securities of: (a) 10 per cent of the aggregate nominal amount of the Company's issued ordinary share capital (excluding any shares held in treasury) as at the date of passing the resolution to be issued on an unrestricted basis (this is a nominal value of 1,383,831 euro); and (b) an additional 10 per cent of the aggregate nominal amount of the Company's issued ordinary share capital (excluding any shares held in treasury) as at the date of passing the resolution to be used for either an acquisition or specified capital investment.

In accordance with the provisions of Articles 506 and 511 of the Spanish Companies Act, should the Board of Directors decide to exclude the shareholders' pre-emptive subscription right in any or all issues of shares or convertible and/or exchangeable securities it decides to make under the delegations, it must prepare, upon the adoption of the relevant issuance resolution, a report detailing the specific reasons in the corporate interests that justify such measure and such other content as required by Articles 308 (for the issuance of shares) and 417 (for issuance of convertible and/or exchangeable securities) of the Spanish Companies Act, which may also be the subject, if applicable, to the correlative report by an auditor appointed by the Mercantile Registry other than the Company's auditor, according to the Spanish Companies Act. These reports must be made available to shareholders and communicated to the first shareholders' general meeting held following the issuance resolution.

In addition, in the case of issues of shares excluding the pre-emption subscription right of the shareholders, the issue price of the new shares (nominal value of the shares to be issued plus any share premium) must be the fair value according to Spanish Companies Act.

It is also common practice for Spanish listed companies to seek periodically the shareholders' general meeting approval to delegate to the board the authority to exclude the pre-emptive rights for a percentage of its share capital in respect of capital increases and or

convertible and/or exchangeable securities, so the board is prepared to raise funds for the company, within the terms approved by the shareholders' general meeting, excluding the pre-emptive rights.

The Spanish Companies Act and the Spanish Good Governance Code of Listed Companies allows the Board to be authorised to issue new shares or convertible securities excluding pre-emptive rights up to a maximum of 20 per cent of the company's issued share capital. Nonetheless, the Board of Directors adheres to the provisions in the UK Pre-emption Group's Statement of Principles and therefore limits the authority sought to 10 per cent of the issued share capital of the Company on an unrestricted basis and an additional 10 per cent of the aggregate nominal amount of the Company's issued ordinary share capital to be used either for an acquisition or for a specified capital investment of the type contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the UK Pre-Emption Group prior to the date of this report.

The Board of Directors considers these limits consistent with the fact that the Company is incorporated under the laws of Spain but has a sole listing on the Main Market of the London Stock Exchange and therefore operates primarily within the UK regulatory and market environment. The proposed boundaries respect Spanish law while being in line with the UK Pre-emption Group's Statement of Principles, which recognize the need for flexibility in equity capital raisings and permit disapplication of pre-emption rights up to a maximum of 20 per cent of the Company's issued ordinary share capital, and the UK Pre-emption Group's Guidance, which applies to companies with a listing on the Main Market of the London Stock Exchange (irrespective of the jurisdiction of incorporation) and allows disapplication of pre-emption rights in respect of up to 10 per cent. of a company's ordinary share capital (excluding treasury shares) without restriction and up to an additional 10 per cent to be used for an acquisition or specified capital investment, subject to appropriate disclosure.

Moreover, ISS Continental Europe's Proxy Voting Guidelines generally recommend a vote for issuance authorities without pre-emptive rights up to a maximum of 10 per cent, but the Board of Directors considers that, given its sole listing on the London Stock Exchange and its primary investor base aligned with UK markets, it is more appropriate to follow ISS's United Kingdom and Ireland Proxy Voting Guidelines. Under those guidelines, ISS supports resolutions to disapply pre-emption rights up to 20 per cent of issued ordinary share capital (10 per cent for general purposes and a further 10 per cent for a specific acquisition or specified capital investment), consistent with the current UK market norm.

3.2 Justification for the proposal

The Board of Directors considers that this power to exclude pre-emptive rights, supplemental to the power to issue shares and convertible and/or exchangeable securities, is justified for various reasons.

Firstly, the elimination of the pre-emptive rights usually allows for a relative reduction in the costs associated with the transaction and therefore to raise capital at a lower cost compared to an issue including the pre-emptive rights.

Secondly, by having the authority to eliminate the pre-emptive rights, the Board of Directors can significantly shorten the response time often required by the current financial markets, enabling the Company to take advantage of periods in which the market conditions are most favourable.

Furthermore, the elimination of the pre-emptive rights has a less distortive effect on the trading of the Company's shares during the issue period, which tends to be shorter than an issue with rights given that these must be exercisable for a period of no less than fourteen days from the publication of the issuance announcement in the Official Gazette of the Commercial Registry.

In conclusion, the globalisation of financial markets and the speed and flexibility with which operations take place on those markets make it necessary for the Board of Directors to have flexible and suitable instruments in order to provide an appropriate response to the needs, from time to time, of the corporate interest, and the above-mentioned delegation to the Board of Directors of the power to exclude, as the case may be, the pre-emptive right, while still maintaining appropriate safeguards and transparency for shareholders, should form an integral part of this strategy.

4 PROPOSED RESOLUTIONS

The proposed wording of resolutions 12, 13 and 14 has been included in the relevant Proposed Resolutions document published together with this report.

19 May 2026