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Stratmin Global Resources Plc

(Incorporated in England and Wales under the Companies Act 1985 with registered no. 05173250)

Placing of up to 50,000,000 new Ordinary Shares at 2 pence per share

Acquisition of Signature Gold Limited

Approval of waiver of obligations under Rule 9 of the Takeover Code

and

Notice of General Meeting

Your attention is drawn to the letter from the independent Non-Executive Director of the Company which is set out on pages 5 to 20 (inclusive) of this document and which recommends you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

A Notice convening a General Meeting of the Company to be held at 30 Percy Street, London W1T 2DB, United Kingdom at 10.00 a.m. on 22 May 2018 is set out at the end of this document. The enclosed Form of Proxy for use at the meeting should be completed and returned to the Company's registrars, Link Market Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible and to be valid must arrive not less than 48 hours before the time appointed for the meeting. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the meeting should they so wish.

Any person entitled to receive a copy of documents and information relating to the Rule 9 Waiver (as defined below), including this document, is entitled to receive such documents in hard copy form. Such person may request that all future documents and information in relation to the Rule 9 Waiver are sent to them in hard copy form. You may request a hard copy of this document and/or any information incorporated into this document by reference to another source by contacting the Company at Stratmin Global Resources Plc, 30 Percy Street London W1T 2DB United Kingdom. Telephone number +44 (0)20 3691 6160.

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This document does not constitute an offer to buy or subscribe for, or the solicitation of an offer to buy or subscribe for, Ordinary Shares, including the Placing Shares, in any jurisdiction in which such offer or solicitation is unlawful. The Placing Shares have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States nor do they qualify for distribution under any of the relevant securities laws of Canada, Australia, the Republic of South Africa or Japan. Accordingly, the Placing Shares may not, directly or indirectly, be offered, sold, renounced or taken up, delivered or transferred in or into the United States, Canada, Australia, the Republic of South Africa or Japan. The distribution of this document outside the United Kingdom may be restricted by law and therefore persons outside the United Kingdom into whose possession this document has come should inform themselves and observe any restrictions as to the Transaction or the distribution of this document.

FORWARD-LOOKING STATEMENTS

This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “forecasts”, “plans”, “prepares”, “anticipates”, “projects”, “expects”, “intends”, “may”, “will”, “seeks”, “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Company’s and the Directors’ intentions, beliefs or current expectations concerning, amongst other things, the Company’s prospects, growth and strategy. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The Company’s actual performance, achievements and financial condition may differ materially from those expressed or implied by the forward-looking statements in this document. In addition, even if the Company’s results of operations, performance, achievements and financial condition are consistent with the forward looking statements in this document, those results or development may not be indicative of results or developments in subsequent periods. Any forward-looking statements that the Company makes in this document speak only as of the date of such statement and (other than in accordance with their legal or regulatory obligations) neither the Company, nor Peterhouse nor any of their respective associates, directors, officers or advisers undertakes any obligation to update such statements. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

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PLACING STATISTICS

Placing Price	2p
Number of Existing Ordinary Shares	176,929,413
Number of Consideration Shares to be issued pursuant to the Acquisition	450,000,000
Number of Placing Shares to be issued pursuant to the Placing	50,000,000
Number of Directors' Shares	3,333,333
Number of Ordinary Shares in issue immediately following Admission of the Placing Shares, Consideration Shares and Directors' Shares	680,262,746
Percentage of the Enlarged Share Capital represented by the Placing Shares	7.35 per cent.
Percentage of the Enlarged Share Capital represented by the Consideration Shares	66.15 per cent.
Gross proceeds of the Placing	Approximately £1.00 million
Estimated net proceeds of the Placing	Approximately £850,000

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Issue of this document to Shareholders	30 April 2018
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 20 May 2018
General Meeting	10.00 a.m. on 22 May 2018

Notes:

1. Each of the times and dates above are indicative only.
2. All of the above times refer to London time unless otherwise stated.

PART I

LETTER FROM THE INDEPENDENT NON-EXECUTIVE DIRECTOR OF STRATMIN GLOBAL RESOURCES PLC

STRATMIN GLOBAL RESOURCES PLC

(Incorporated and registered in England and Wales under the Companies Act 1985 with Registered Number 05173250)

Directors:

Bruce William John Fulton, *Proposed Non-Executive Chairman*
Robert Brett Boynton, *Chief Executive Officer*
Sam Delevan Quinn, *Executive Director*
Zegham ("Zeg") Rashid Choudhry, *Non-Executive Director*

Registered Office:

30 Percy Street
London
W1T 2DB
United Kingdom

To the holders of Ordinary Shares and, for information purposes, to the holder of options over Ordinary Shares

Dear Shareholder

Placing of up to 50 million new Ordinary Shares at 2p pence per share
Acquisition of Signature Gold Limited
Approval of waiver of obligations under Rule 9 of the Takeover Code
and
Notice of General Meeting

1. Introduction

Further to the announcements on 2 February and 2 August 2017 and the circular issued to Shareholders on 20 December 2017, the Board has agreed the terms for the acquisition of the entire issued share capital of Signature Gold Limited ("**Signature Gold**") by way of Scheme of Arrangement under the Australian Corporations Act 2001 (Cth). Signature Gold is a specialist Australian gold exploration company focused on the exploration and development of large-scale Intrusion Related Gold System ("**IRGS**") assets in Central and Northeast Queensland, Australia and currently holds outright the licences for seven tenements covering over 850km² in and adjacent to the New England Orogen ("**NEO**", in Queensland, Australia. Signature Gold also holds a 10 per cent. interest in Elbrus Resources Limited ("**Elbrus Resources**") and has entered into a non-binding option to acquire a further 41 per cent. interest in Elbrus Resources and the option to then complete the acquisition of Elbrus Resources. The consideration for the Acquisition of Signature Gold is £9,000,000 which will be satisfied by issuing the Consideration Shares at completion of the Acquisition. The Company is anticipating that the proposed Admission to NEX of the Enlarged Share Capital will occur in the second Quarter of 2018. Once completed the Admission Document will be on the Company's website www.stratminglobal.com.

On 20 December 2017 the Company issued a circular to its shareholders which set out details of the Acquisition of Signature Gold, the approval of a waiver of obligations under Rule 9 of the Takeover Code with respect to the Acquisition and called a general meeting of the Company which was held on 12 January 2018. The resolutions proposed and passed at the general meeting on 12 January 2018 were made on the basis that the Company was to apply to list its entire share capital on the Alternative Investment Market of the London Stock Exchange ("**AIM**"). Since the date of the general meeting, the Directors have determined to apply for the Company's securities to be traded on NEX instead of AIM. This change has required the Company to re-submit the Scheme of Arrangement to the Australian court in order to proceed with the Acquisition. The resolutions passed on 12 January 2018 were also made on this basis, so the Company now requires its shareholders to re-approve the Resolutions with respect to the Acquisition, the Whitewash Resolution and the admission to trading on NEX for the Existing Ordinary Shares, the Consideration Shares and the Placing Shares. The Company is, therefore, calling a further General Meeting notice of which is set out on pages 40 – 42 of this Circular.

In conjunction with the Acquisition, the Company is proposing to raise between £0.5 and £1 million (before expenses) through the Placing of Ordinary Shares at the Placing Price. The Placing Shares will represent approximately 7.35 per cent. of the Enlarged Share Capital on Admission.

The principal vendors of Signature Gold (who hold around 56 per cent. of the shares of Signature Gold – further details are contained in paragraph 4 below), are considered to be acting in concert and will hold a maximum of 41.55 per cent. of the Company's shares on Admission. This Concert Party incorporates certain members of the Board, their families, the Proposed Director and certain senior employees of Signature Gold. Within this Concert Party there is no dominant shareholder, but two of the directors of Signature Gold (including Mr Boynton, who is also a director of the Company) are expected to own between 15 per cent. and 20 per cent. each. Further details of the Concert Party are detailed in paragraph 6 below and in Part III.

Under Rule 9 of the Takeover Code, the issue of the Consideration Shares to the Concert Party and the resultant increase in the Concert Party's percentage holding of Ordinary Shares would normally result in the Concert Party being obliged to make an offer to all Shareholders to acquire all the Ordinary Shares that it did not already own. The Takeover Panel has agreed to waive this obligation subject to the approval of the Independent Shareholders (as defined below). Your attention is drawn to the section on the Takeover Code contained in paragraph 6 below.

The Transaction is conditional, *inter alia*, upon the Independent Shareholders approving the Whitewash Resolution and the Shareholders approving the Resolutions to grant the Directors the authority to allot the Placing Shares, Directors' Shares and Consideration Shares and to disapply statutory pre-emption rights in respect of the Acquisition and Placing. The Resolutions are contained in the Notice of General Meeting at the end of this document.

The purpose of this document is to explain the background to, and the reasons for, the Resolutions and the Transaction and to explain why the Board considers the Transaction to be in the best interests of the Company and its Shareholders, and why the Board recommends that you vote in favour of the Resolutions.

2. Background to and reasons for the Acquisition

The Board has spent considerable time and effort evaluating opportunities across a range of industries and the Company has identified Signature Gold as an attractive acquisition target which supports the Company's strategy to pursue acquisitions of projects in gold exploration and/or mining. Signature Gold has assembled a portfolio of IRGS in Central and Northeast Queensland, Australia. Through careful and systematic regional tectonic and metallogenic reassessment of the host terranes over a number of years, Signature Gold has acquired and generated key projects that the Directors and Proposed Director believe have the capacity to produce large scale high grade deposits.

The Directors and Proposed Director believe the acquisition of Signature Gold represents a significant opportunity to acquire high quality assets and to commence operations in gold exploration with a highly experienced Australian technical team. Signature Gold currently has a portfolio of gold assets in Australia and a 10 per cent. interest in Elbrus Resources, the owner of a the 1.5Moz Au deposit in the Czech Republic. The Company has engaged independent experts to produce a Competent Persons Report ("**CPR**") on Signature Gold's Australian portfolio, including a summary valuation. The CPR was completed on 1 October 2017 and valued Signature Gold's Australian portfolio at AUD\$21 million (approximately £12.75 million). The holding in Elbrus Resources was not valued. The Directors and Proposed Director believe that the Acquisition represents an attractive opportunity to enter the gold exploration market with assets of a size and scale that makes them particularly attractive in the industry and at an acquisition price that is significantly accretive to Shareholders. The Directors and Proposed Director believe that there is significant potential for growth following the Acquisition and also the potential for increased efficiencies within the existing Signature Gold business. Furthermore, the Directors and Proposed Director believe that there is the potential for Signature Gold to become one of the world's lowest dollar-per-ounce of discovery cost gold exploration businesses.

Signature Gold has 100 per cent. ownership of seven tenements, six Exploration Permits for Minerals (EPM) and a Mineral Development Lease (MDL) in the state of Queensland, Australia. These tenements cover an area of over 850km² and include ten identified and confirmed gold bearing systems. The Directors and Proposed Director believe that the focus of Signature Gold on the definition and development of large-scale IRGS deposits represents a value accretive opportunity for the Enlarged Group. It also has a board of directors and senior management team that have a track record in identifying and developing high-class gold assets and generating shareholder returns. The Directors and Proposed Director believe that as part

of the Enlarged Group, the development of Signature Gold will be accelerated creating additional value for all shareholders.

3. Information on Signature Gold

Signature Gold was incorporated in March 2010 and is a specialist Australian-based gold exploration and development company focused on the definition and development of large-scale IRGS deposits in Queensland, Australia. Signature Gold has been actively exploring and developing its tenement portfolio in Queensland and has identified ten gold mineralised systems within the boundaries of its Tenements. This follows the reinterpretation of the area’s geological history which shows that the area is host to numerous large IRGS deposits. Signature Gold is now at a stage in its development profile where it can begin to progress these gold discoveries into the next stage of development. Signature Gold’s Tenements in and surrounding the NEO cover over 850km², which includes ten major gold bearing systems targeting a minimum of 3 million ounces each. Signature Gold has developed a comprehensive two-year exploration programme using geochemical and geophysical technologies and an extensive drilling campaign to further test the identified systems at depth and along strike and define maiden gold resources in the lead project.

Signature Gold is utilising big data and new technologies and with its IRGS expertise, has re-evaluated historical exploration data and c.100 historic deposits. Signature Gold has four key project areas with ten prospects identified in the NEO Tenements, each with 3 million ounce plus gold resource potential. In each of the projects, discoveries have been made and substantial exploration has been completed by Signature Gold and other companies, establishing an up-to-date and significant geological database comprising geochemical, geophysical and drilling data. Within each of these project areas, Signature Gold has identified several mineralised gold systems which it intends to develop. The mineralised gold systems identified are listed below:

- Biloela Project: including the Specimen Hill, Last Chance, Maxwellton and the E.D. prospects; and
- Clermont Project: including the Fletchers Awl and Mound Donald prospects; and
- Rockhampton Project: including the Mount Cassidy, Round Mount and Craiglee-Sioux prospects; and
- Sarina Project: including the Mosquito Hill prospect.

The location of each of Signature Gold’s projects is below:

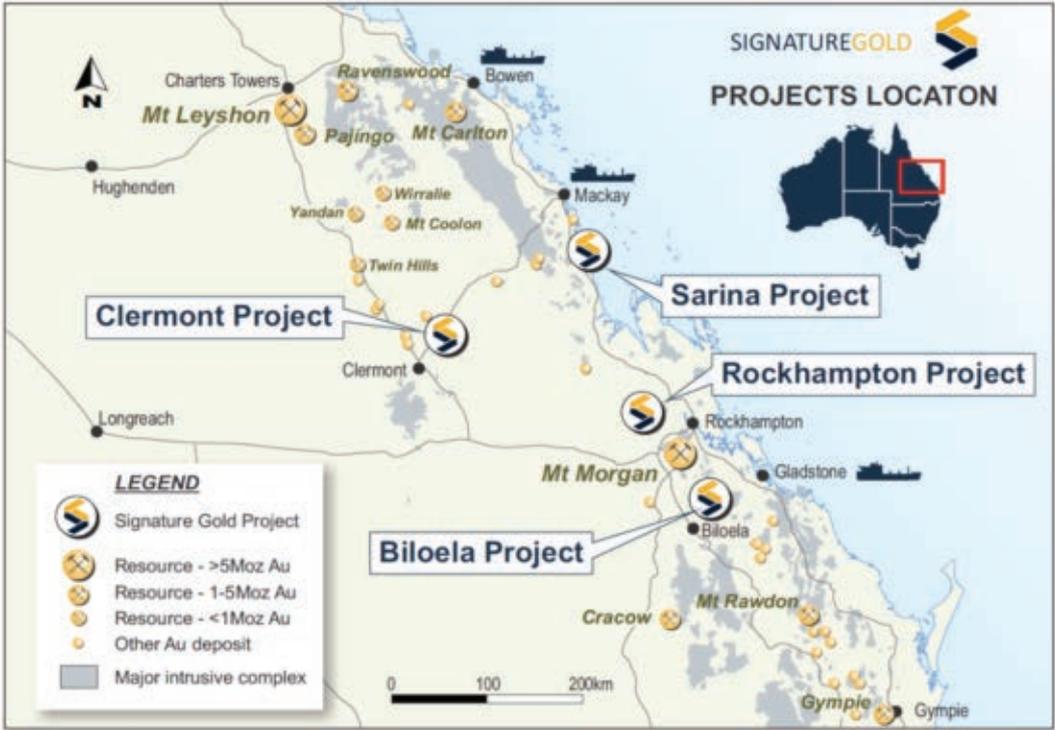


Figure 1.

The focus of Signature Gold is to leverage the management team’s knowledge from successful international experience and the Company’s extensive research and development program and to utilise new technologies not available to previous explorers to identify and develop IRGS in Queensland, Australia, and geological areas identified by the management team to be prospective for such discoveries. Signature Gold’s objective is to generate capital growth for shareholders by transforming its IRGS discoveries into commercially viable gold deposits and producing gold mines.

The Frazer Institutes’ survey of mining and exploration companies assessed how mineral endowments and public policy factors such as taxation and regulatory uncertainty affect exploration investment throughout mining and exploration Countries, States and Territories in 104 mining and exploration jurisdictions around world. The overall “Investment Attractiveness Index” is constructed by combining the “Best Practices Mineral Potential Index”, which rates regions based on their geologic attractiveness, and the “Policy Perception Index”, a composite index that measures the effects of government policy on attitudes toward exploration investment.

While geologic and economic considerations are very important factors in mineral exploration, a region’s policy climate is an important investment consideration. The “Policy Perception Index”, is a composite index that measures the overall policy attractiveness of the 104 jurisdictions and is composed of policy factors that affect investment decisions which include; uncertainty concerning the administration of current regulations; environmental regulations; regulatory duplication; the legal system and taxation regime; uncertainty concerning protected areas and disputed land claims; infrastructure; socioeconomic and community development conditions; trade barriers, political stability; labour regulations; quality of the geological database; security; and labour and skills availability.

For 2016, the top jurisdiction in the world for investment based on the “Investment Attractiveness Index” is (1) Saskatchewan – Canada, (2) Manitoba – Canada, (3) Western Australia – Australia, (4) Nevada – USA, (5) Finland, (6) Quebec – Canada, (7) Arizona – USA, (8) Sweden, (9) the Republic of Ireland, and (10) Queensland – Australia.

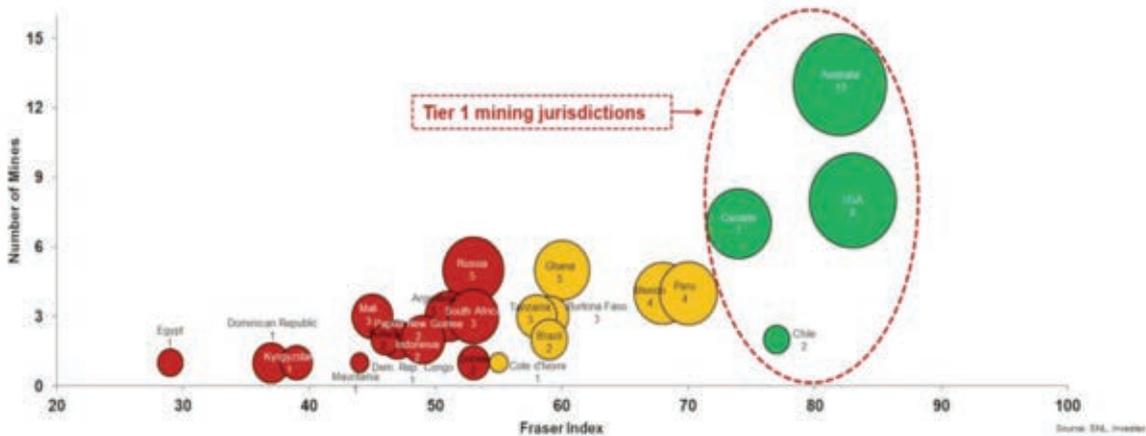


Figure 2.

It is common knowledge throughout the industry that the addition of quality reserves depends on the success rate of technological innovation and quality exploration, and it has been the development of this approach that has been the focus of Signature Gold over the past few years.

IRGS Systems

IRGS systems are generated by the collision of major tectonic plates and, as such, focused mainly on the Ring of Fire region around the Pacific Rim. Prominent gold regions include the Maricunga Belt, Magadan Province, Tintina-Cordilleran Province and North China Craton. Recent significant discoveries in the Tintina Gold Province in Alaska, US, and in the Yukon, Canada, led to IRGS being classified as a new geological model in 1999. Since this time, IRGS deposits have been recognised as being a source of major gold production. Australia has major deposits that have only recently been reclassified as IRGS systems, providing support to the Directors’ belief that Signature Gold’s tenements are in a highly prospective IRGS host environment:

- Ravenswood (c.4.5 million ounces);
- Kidston (c.3.5 million ounces); and
- Mount Morgan (c.8.0 million ounces).



Figure 3.

IRGS systems are the source of major international gold production and many of the recent large-scale discoveries. Australia’s east coast remains underexplored for IRGS systems, and there is a significant opportunity to apply the methodology developed by Signature Gold’s extensive research program utilising big data and pioneering exploration technologies to regions beyond Australia’s east coast. IRGS have a wide range of alteration, geological, geochemical and tectonic features and the mineralisation styles can take a number of forms including sheeted veins and stockworks, breccias, disseminated deposits, skarns, replacements and distal base metal bearing fissure veins. Commensurate sulphidation systems are often indicators for much larger deeper porphyry deposits at depth and it is these porphyry deposits where the Directors and Proposed Director believe the Enlarged Group has the opportunity to realise significant upside potential because the surface signatures and mineralisation styles related to these deeper porphyry systems have been misidentified by previous explorers.

As a result of Signature Gold’s work on redefining the regional geological and tectonic model as well as the close work with Australian academics and University and State departments, it has been recognised by the Federal Government and Signature Gold’s technical program has been designated as an eligible Research & Development Tax Incentive recipient, which enables Signature Gold to have 43.5 per cent. of qualifying technical expenditure rebated in cash on an annual basis. Signature Gold has had three successive years of funding under this programme with over A\$1.5 million received and remains qualified for future funding support under this programme. Signature Gold’s portfolio has been independently valued in the CPR at A\$21 million with recognition of A\$15 million worth of exploration completed to date.

Utilising the Group's in-house expertise in IRGS as well as the big data approach to exploration, the Enlarged Group can re-evaluate historical data in its new context to explore previously unrecognised areas with large scale mineralisation potential. The Enlarged Group has identified a rigid tectonic block within the NEO exists where erosion has, to date, not been able to unearth the major potential IRGS deposits in this area. Unlike the eastern region, which has numerous deposits at surface which have been uncovered by erosion and therefore been easily exploited, the western region has experienced relatively lesser uplift and subsequent erosion meaning that the majority of the deposits remain mainly under cover. This, in the Directors and Proposed Director's view, creates a significant opportunity for project discovery and development of large scale deposits which the Enlarged Group is attempting to exploit.

The priority target area for Signature Gold is Specimen Hill and feasibility studies on this lead project are targeted to be completed within 12 months. Specimen Hill has the indications of a large, shallow, multi-phase porphyry system at the intersection of two major crustal faults. The system contains high-grade epithermal gold mineralisation presenting at surface, underlain by multiple porphyry style intrusive bodies.

Geophysical testing shows these intrusive bodies are situated at approximately 250m below the surface. Geochemical testing has identified a 6km² anomalous zone, which further indicates the scale potential of the system. 63 holes for approximately 4,000 metres have already been drilled, testing mineralisation to 125m and a strike of 330m open both to the north and south and at depth (see the below tables for some select drill hole intersections at Specimen Hill).

Hole ID	Type (dip)	Easting Northing		Total Depth	From (m) -To (m)	Length (m)	Au (g/t)	Ag (g/t)	Cu (%)
		(MGA94, 55z)	(MGA94, 55z)						
PDH4	RC (-60)	272043	7322211	118	55 – 118m	63m	1.61 g/t	No Assay	0.04%
					76 – 83m	7m	4.86 g/t	No Assay	0.06%
PDH17	RC (-60)	271967	7322225	58	22 – 54m	32m	5.11 g/t	8.81 g/t	0.44%
					22 – 32m	10m	14.83 g/t	24.40 g/t	1.36%
PDH30	RC (-90)	271976	7322227	62	32 – 46m	16m	2.01 g/t	17.75 g/t	0.56%
					32 – 38m	6m	4.48 g/t	15.00 g/t	0.66%
PDH36	RC (-58)	271985	7322199	50	32 – 50m	18m	3.28 g/t	20.89 g/t	0.39%

Table 1.

The Specimen Hill area lies on the western edge of a major structural corridor, the Mount Morgan Translithospheric Suture Zone and so a strongly and diversely mineralised area with less inter-related styles of porphyry-epithermal mineralisation, primarily related to the largely buried, Andrew's Gully Intrusive Complex.

Historically, mining at Specimen Hill has taken place on a small scale until the middle of the last century. The Enlarged Group have chosen Specimen Hill for the focus of the current development lending due to its highly developed high to intermediate sulphidation epithermal gold-copper mineralised veins. Specimen Hill has produced over 8,000 oz Au with historically high grades of up to 40 g/tAu and has short term potential for mining/toll treatment. The Directors and Proposed Director believe that Specimen Hill demonstrates the potential success of Signature Gold's IRGS exploration/development model. The work carried out to date by Signature Gold has included historical analysis of drill data and geophysics, tectonic and metallogenic studies as well as geological mapping and geochemical and petrochemical analysis. Soil and rock chip sampling was also carried out along with geophysical inversion modelling of specific magnetic features. Aeromagnetic studies showed a 2kmx2km magnetic anomaly with two further anomalies to the south west, the entire anomaly may be up to 4kmx2km. A small plug, which gives off the most intense reading, belies a largely buried intrusive system at between 300-500m. The upcoming exploration is focused on the north east area on the image below. Signature Gold's reinterpretation and testing at Specimen Hill shows multi-million ounce scale potential and has attracted interest from some of the largest gold companies with partnership discussions already initiated.

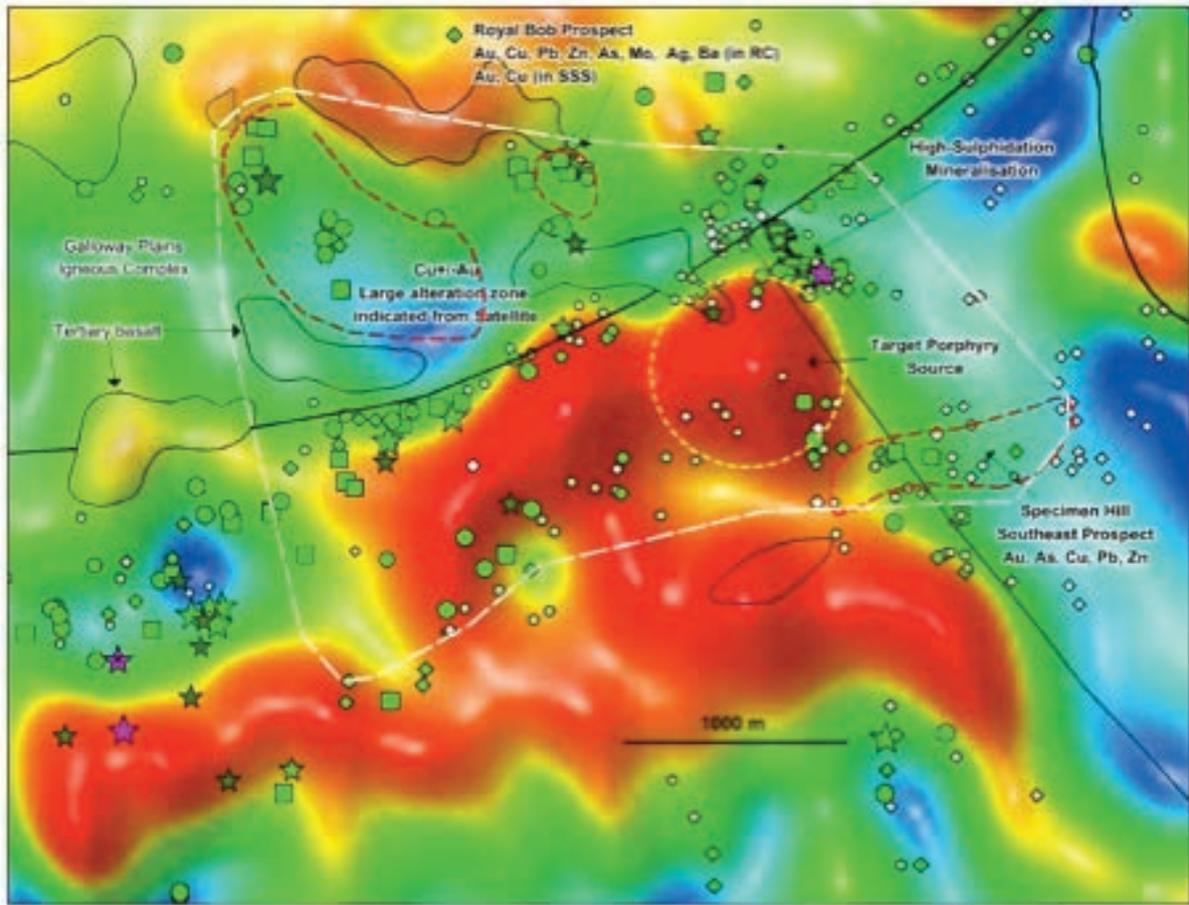


Figure 4.

A number of key indicators highlight the potential for the Specimen Hill project including namely the high sulphidation which typically does not occur without the presence of porphyries. Secondly the presence of key indicator metals such as tellurium, arsenic and bismuth. Thirdly the alteration and complexity of the veins is indicative of intrusive systems which when combined with the high ore grades is indicative that the mineralisation identified close to surface is likely to overlie the main porphyry system. Before the application of the reinterpreted theory and modern techniques, the complex nature of the veins made the correlation of the veins extremely difficult and it had previously been misclassified as a VMS deposit. There are two distinct vein-lode systems although they overlap with the Cu-Ag-As veins overlain by Au-Ag-Te-Bi-Zn-Pb veins. However, it is now highly likely that the veins have been forced upwards from a far more significant porphyry deposit at depth. This offers significant potential for the Enlarged Group and is the major medium term driver for upside potential.

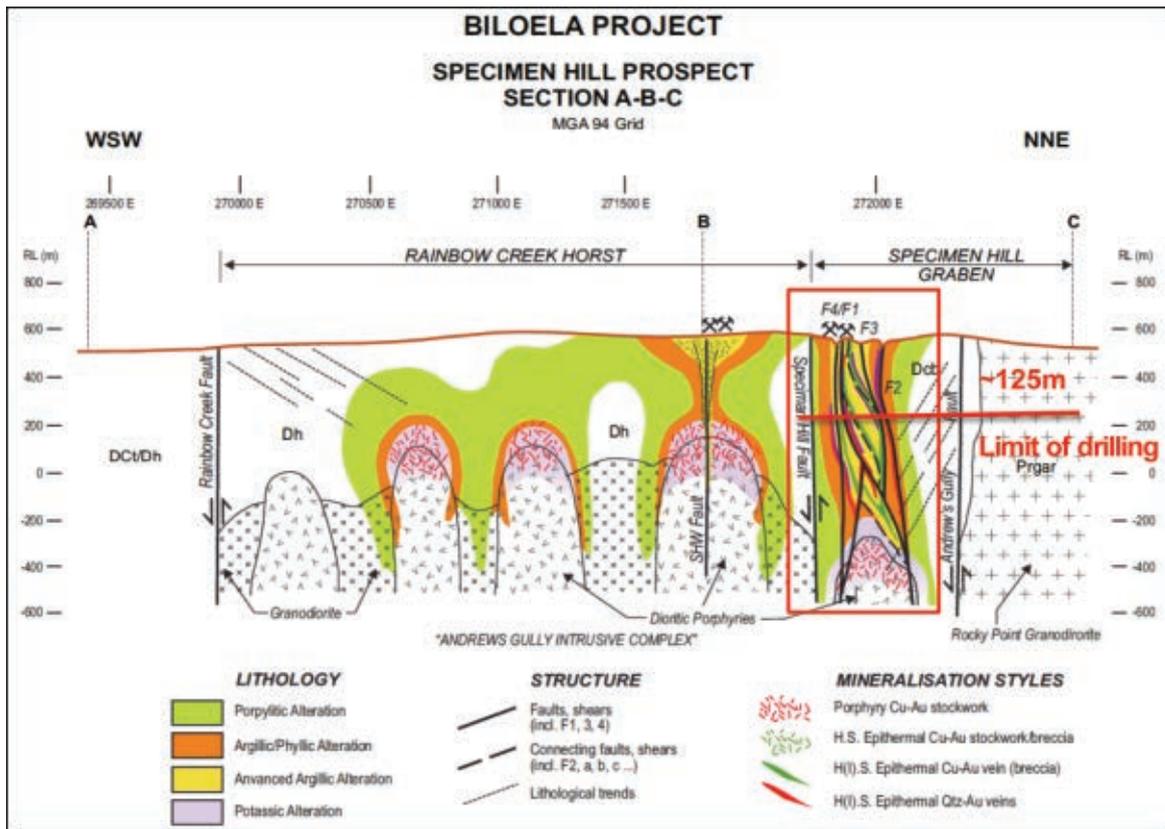


Figure 5.

The CPR recognises non-JORC compliant resource modelling at Specimen Hill and Signature Gold’s second priority project, Last Chance, demonstrating the advanced stage of exploration at these projects. Last Chance has similarly been prepared for resource definition drilling and feasibility studies.

Last Chance is Signature Gold’s designated second priority project and beyond this Signature Gold has built a deep pipeline of IRGS exploration projects over the last five years. Last Chance is a typical IRGS sheeted vein swarm of stacked high-grade veins. The strike length of the veins has been mapped to over 600m and structural analysis indicates the veins converge at approximately 350m depth. Historic high-grade artisanal production was toll treated at the Mount Morgan gold mine. When this was closed the Last Chance operation had no treatment facility and was abandoned. The deposit was not systematically explored and tested until Signature Gold acquired it and utilising a range of new technologies identified a substantial extension to the known mineralisation and prospectively for a standalone multi-million ounce gold deposit. Further exploration by Signature Gold, utilising the IRGS understanding, identified an extension of the vein swarm through a major north trending corridor with repeated mineralised vein sets at Broadway and Day Dawn with evidence of further repetitions to the north again. Deposits of this nature in the Magadan and Tien Shan gold belts range from the millions to tens of millions of ounces Au.

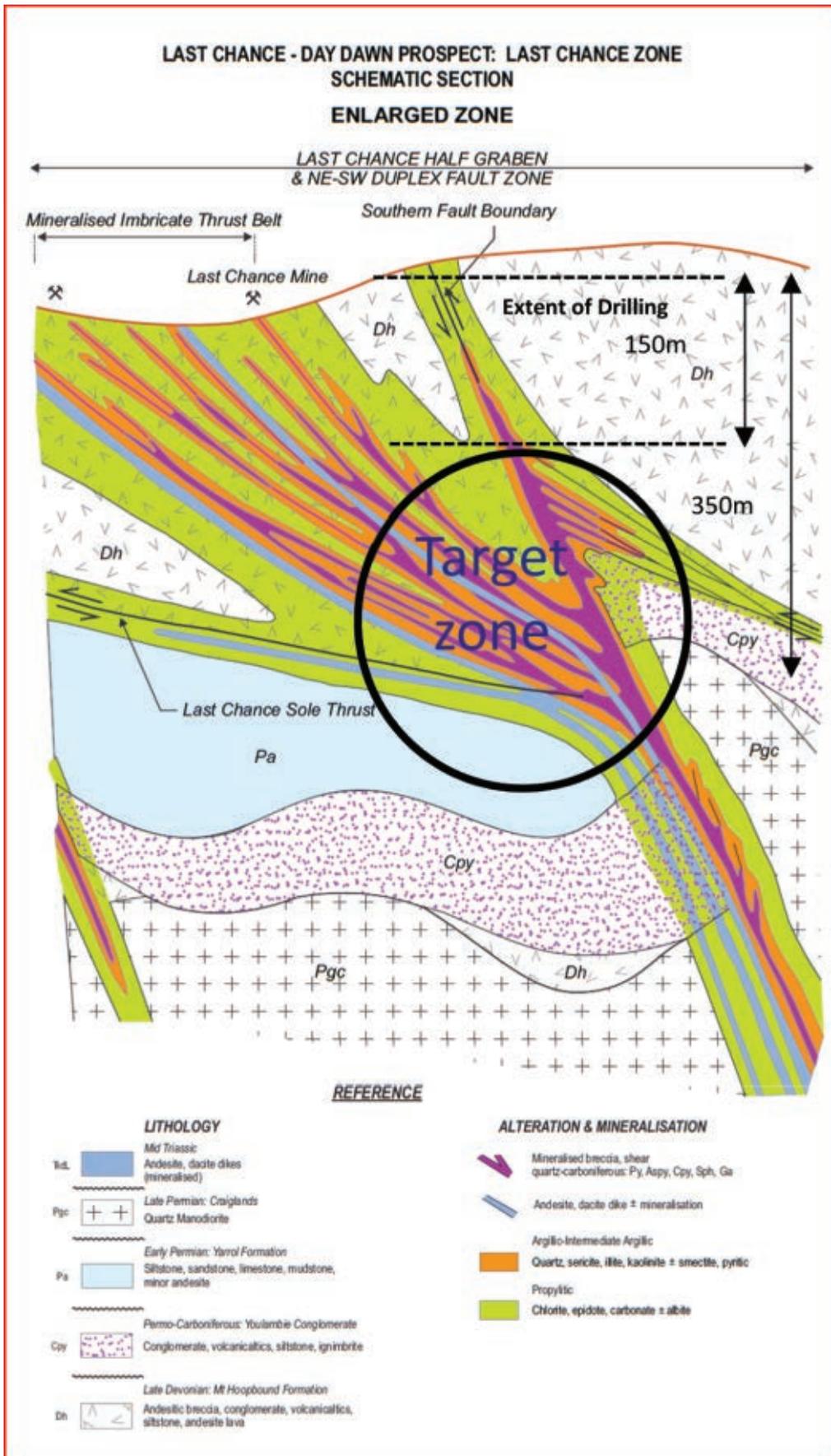


Figure 6.

Limited drilling at Last Chance confirms mineralisation continues to at least 150m and high-resolution geophysics indicates the veins extend to a convergence zone at approximately 250m, providing a target for large scale, high-grade, mineralisation.

Signature Gold has spent considerable time and effort assembling this portfolio in order to establish the platform for a sustainable gold business with a deep pool of resources able to replace production ounces. This has attracted the attention of a number of potential partners and acquirers as the scarcity in large-scale gold deposits ready for mine development has grown. This places Signature Gold in a strong position of potentially being able to monetise one or more of the lead assets in the portfolio in order to fund development of production with minimal dilution to shareholders. This is unusual for a junior gold company as most are forced into disadvantageous and dilutive capital financing positions in order to fund development. By assembling a deep portfolio of larger scale targets attractive to major producers, Signature Gold has generated the option of partially or fully divesting one or more of the projects to a larger gold company or via a spin off initial public offering, in order to internally finance development of the balance of the portfolio. The focus of the company over the last three years has been on advancing the projects at Specimen Hill and Last Chance to a stage of initial resource definition drilling which is considered an optimal point in the project development life cycle for monetisation. Both of these projects are now ready to be taken through this process and during this time other projects may be advanced to replace them.

Signature Gold has invested heavily in building a capability in IRGS discovery and development, aided by significant co-funding from the Australian Federal Government. In addition to the extensive project pipeline of Australian assets, Signature Gold has researched international opportunities to export this expertise to. The first opportunity in this initiative is in partnering with Elbrus Resources on the reinterpretation of the Otava IRGS deposit near Kasperske Hory in the Czech Republic. This deposit has an established 1.5M oz Au JORC Code compliant resource averaging 7.29g/t. It provides an ideal opportunity for Signature Gold to deploy its methodology on a project in a new geological setting similar to the NEO and reinterpret the system with potential to expand the deposit. The current feasibility studies are utilising dated technology and also offer scope for improved mine design and processing options that should generate improved environmental and operational outcomes.

Signature Gold currently has approximately 200 shareholders who have supported it through three successive rounds of capital funding which has been applied to the acquisition and development of the current portfolio. The Signature Gold directors and management currently hold over 50 per cent. of the equity. Following the success of the corporate and technical program over the last five years. Signature Gold is at a stage of development where it requires substantial funding in order to complete resource definition and feasibility studies on lead projects and complete the acquisition and feasibility study upgrade of Elbrus Resources and the Otava deposit in the Czech Republic. The directors of Signature Gold believe that the proposed reverse takeover is a suitable way to achieve this, and the Board of Stratmin believe that the reverse takeover will allow the Enlarged Group to accelerate the development of Signature Gold's assets and increase Shareholder value.

4. Information on the Concert Party's holding in Signature Gold and the Directors of Signature Gold

	<i>Percentage of Signature Shares Held</i>
Brett Boynton	26.77
Peter Prentice	24.62
Bruce Fulton	1.44
AJ Teluk	1.07
Jonathan Robbeson	0.80
Dr John Hewson	0.75
Anthony McLellan	0.53
Sam Quinn	nil
Total	<u><u>56.24</u></u>

Signature Gold has five Directors; Dr John Hewson, Anthony McLellan, Peter Prentice, Brett Boynton and Bruce Fulton. The Transaction is not expected to have a material effect on the net worth of the individuals set out above.

5. Details of the Placing

The Company is intending to raise approximately £1 million before expenses by the conditional Placing of 50 million Placing Shares at the Placing Price. Peterhouse are acting as brokers to the Company with respect to the Placing. The Placing is conditional, *inter alia*, upon:

- (a) the passing of the Whitewash Resolution at the General Meeting by the Independent Shareholders on a poll;
- (b) the passing of the Resolutions (excluding the Whitewash Resolution) at the General Meeting by Shareholders;
- (c) the Placing Agreement being entered into and becoming or being declared unconditional in all respects and not having been terminated in accordance with its terms prior to Admission;
- (d) the Scheme of Arrangement being approved by the Federal Court of Australia; and
- (e) Admission becoming effective by no later than 30 June 2018 or such later date as Peterhouse and the Company may agree.

If any of the conditions are not satisfied, the Placing Shares will not be issued and all monies received from the Placees will be returned to the Placees (at the Placees' risk and without interest) as soon as possible thereafter.

Conditional on Admission, Brett Boynton has agreed to subscribe for 10,000,000 Ordinary Shares at 2 pence per Ordinary Share (equivalent to the Placing Price), for a total consideration of £200,000. Simultaneously, with Admission, Mr Boynton will receive repayment of monies loaned previously to Signature Gold in an amount in Australian Dollars of approximately £200,000 in value.

Mr Boynton is entitled to a bonus payment, conditional on Admission, to be settled through the issue of 3,333,333 Ordinary Shares at 2 pence per Ordinary Share (equivalent to the Placing Price) (the "**Directors' Shares**"). Mr Boynton has agreed to assign the benefit to receive 1,000,000 of the Directors' Shares to Sam Quinn at Admission.

The Placing Shares, Directors' Shares and Consideration Shares will be issued free of all liens, charges and encumbrances and will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of their issue.

Application will be made to NEX Exchange Limited for the admission of the Existing Ordinary Shares, Placing Shares, Directors' Shares and Consideration Shares to trading on NEX. It is anticipated that the proposed Admission to NEX will occur in the second quarter of 2018 at which time it is also expected that all Ordinary Shares will be enabled for settlement in CREST.

The Placing and Acquisition are inter-conditional. Shareholders should note that the Placing Shares will not be issued at the time the Resolutions are approved and therefore will not be eligible to vote on the Resolutions.

6. The Takeover Code

Under Rule 9 of the Takeover Code, any person who acquires an interest (as defined in the Takeover Code) in shares which, taken together with shares in which he is already interested and in which persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code, is normally required to make a general offer to all the remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent. of the voting rights of such a company but does not hold shares carrying more than 50 per cent. of such voting rights, a general offer will normally be required if any further interest in shares is acquired by any such person or persons acting in concert with him which increases the percentage of shares carrying voting rights held by such persons. These limits apply to the entire concert party as well as the total beneficial holdings of individual members.

An offer under Rule 9 must be made in cash and at the highest price paid by the person required to make the offer, or any person acting in concert with him, for any interest in shares of the company during the 12 months prior to the announcement of the general offer.

As at the date of this document the Concert Party holds directly and indirectly in aggregate 5,864,690 Ordinary Shares, representing approximately 3.31 per cent. of the Existing Ordinary Shares. On Admission, the Concert Party will be directly and indirectly interested in a maximum of 272,262,487 Ordinary Shares, representing approximately 41.55 per cent. of the Enlarged Share Capital. A table showing the interests of the Concert Party in Ordinary Shares on Admission is set out below:

Concert Party Member	Number of Existing Shares	Number of Directors' Shares	Number of Placing Shares	Number of Consideration Shares	Percentage of Signature held	Total Holding on Admission	Minimum Percentage based on £1 million Placing	Maximum Percentage based on £0.5 million Placing
Boynton sub-concert party								
Tickhill Holdings Pty Ltd*	0	0	0	90,615,697	20.14%	90,615,697	13.32%	13.83%
Brookton Superannuation Fund Pty Ltd*	0	0	0	14,419,738	3.20%	14,419,738	2.12%	2.20%
Brett Boynton	4,352,690	2,333,333	10,000,000	6,141,434	1.36%	22,827,457	3.36%	3.48%
33rd Degree Pty Ltd*	0	0	0	5,767,895	1.28%	5,767,895	0.85%	0.88%
DF Boynton	0	0	0	480,658	0.11%	480,658	0.07%	0.07%
MA Boynton	0	0	0	480,658	0.11%	480,658	0.07%	0.07%
MN Boynton	0	0	0	480,658	0.11%	480,658	0.07%	0.07%
PN Boynton	0	0	0	480,658	0.11%	480,658	0.07%	0.07%
S Swart	0	0	0	480,658	0.11%	480,658	0.07%	0.07%
SJ Boynton	0	0	0	480,658	0.11%	480,658	0.07%	0.07%
BD Short	0	0	0	384,526	0.09%	384,526	0.06%	0.06%
LD Boynton	0	0	0	144,197	0.03%	144,197	0.02%	0.02%
A Boynton	0	0	0	96,132	0.02%	96,132	0.01%	0.01%
	<u>4,352,690</u>	<u>2,333,333</u>	<u>10,000,000</u>	<u>120,453,567</u>	<u>26.77%</u>	<u>137,139,590</u>	<u>20.16%</u>	<u>20.93%</u>
Prentice sub-concert party								
Blackbrook Nominees Pty Ltd**	0	0	0	42,057,570	9.35%	42,057,570	6.18%	6.42%
Agfund Investments Pty Ltd**	0	0	0	33,646,056	7.48%	33,646,056	4.95%	5.13%
PFTTJ Pty Ltd**	0	0	0	20,407,030	6.73%	30,286,612	4.45%	4.62%
Peter Prentice	0	0	0	14,686,162	1.07%	4,806,579	0.71%	0.73%
	<u>0</u>	<u>0</u>	<u>0</u>	<u>110,796,817</u>	<u>24.62%</u>	<u>110,796,817</u>	<u>16.29%</u>	<u>16.91%</u>
Fulton sub-concert party								
MapleFern Pty Ltd***	0	0	0	6,467,358	1.44%	6,467,358	0.95%	0.99%
Bruce Fulton	0	0	0	0	0.00%	0	0.00%	0.00%
	<u>0</u>	<u>0</u>	<u>0</u>	<u>6,467,358</u>	<u>1.44%</u>	<u>6,467,358</u>	<u>0.95%</u>	<u>0.99%</u>
AJ Teluk	0	0	0	4,806,579	1.07%	4,806,579	0.71%	0.73%
Jonathan Robbeson	0	0	0	3,604,935	0.75%	3,604,935	0.53%	0.55%
Sam Quinn	1,512,000	1,000,000	0	0	0.00%	2,512,000	0.37%	0.38%
Bangaline Pty Ltd****	0	0	0	3,364,606	0.75%	3,364,606	0.49%	0.51%
Rae Natalie McLellan*****	0	0	0	2,368,957	0.53%	2,368,957	0.35%	0.36%
Anne Adaley	0	0	0	1,201,645	0.27%	1,201,645	0.18%	0.18%
Total	<u><u>5,864,690</u></u>	<u><u>5,152,001</u></u>	<u><u>10,000,000</u></u>	<u><u>253,064,464</u></u>	<u><u>56.24%</u></u>	<u><u>272,262,487</u></u>	<u><u>40.02%</u></u>	<u><u>41.55%</u></u>

* Controlled by B Boynton, director of Signature Gold

** Controlled by P Prentice, director of Signature Gold

*** Controlled by Bruce Fulton, director of Signature Gold

**** Controlled by John Hewson, director of Signature Gold

***** Wife of A McLellan, director of Signature Gold

Dispensation from General Offer

The Takeover Panel has been consulted and has agreed to waive the requirement for the Concert Party to make a general offer under Rule 9 of the Takeover Code in cash for Ordinary Shares in the Company which might otherwise arise as a result of the exercise by the Company of the Acquisition and the Placing, subject to the Whitewash Resolution (as set out in the Notice of General Meeting) being passed on a poll by the Independent Shareholders. To be passed, the Whitewash Resolution will require a simple majority of the votes cast on a poll by the Independent Shareholders. Members of the Concert Party will not be entitled to vote on the Whitewash Resolution. Shareholders should be aware that if the Whitewash Resolution is passed and the Acquisition and Placing complete, then following completion of the Transaction, the Concert Party (or their associated investment vehicles) will between them be interested in shares carrying more than 30 per cent. of the Company's voting share capital but will not hold shares comprising more than 50 per cent. of such voting rights, and, for as long as they continue to be treated as acting in concert, any further increase in that aggregate interest in shares will be subject to the provisions of Rule 9 of the Takeover Code. The members of the Concert Party will not be restricted from making an offer for the Company.

7. Intentions of the Concert Party

If the Whitewash Resolution is passed by the Independent Shareholders on a poll, there is no agreement, arrangement or understanding for the transfer by any member of the Concert Party of its new Ordinary Shares to any third party. No member of the Concert Party has any intention to make any changes in relation to:

- the future business of the Enlarged Group;
- the research and development function of the Enlarged Group;
- the continued employment of the Company's employees and management, including the continued employment of, or the conditions of employment and any such rights relating thereto of, any of the Company's employees and management;
- the balance of the skills and functions of employees and management of the Enlarged Group;
- the strategic plans of the Enlarged Group;
- the locations of the Enlarged Group's places of business;
- the location of the Company's headquarters and the headquarter's functions;
- employer contributions into the Company's pension scheme (including with regard to current arrangements for the funding of any scheme deficit), the accrual of benefit for existing members, and the admission of new members;
- the redeployment of any fixed assets of the Company; or
- the maintenance of any existing trading facilities for the relevant securities once Admission has occurred.

8. Current trading

The Company became a cash shell on the divestment of its Madagascan mining interests to ASX listed Bass Metals Ltd on 7 July 2016.

Following that transaction, the Company reviewed a number of acquisition opportunities and on 2 February 2017 executed a binding Heads of Agreement to acquire Australian gold exploration company, Signature Gold, via a reverse takeover. This transaction has progressed and is expected to be completed with the group to be renamed by the Board Tectonic Gold Plc and to be Admitted to trading on NEX in the second quarter of 2018.

As a cash shell the Company has had no other activity during the period beyond progressing the Acquisition of Signature Gold and the Admission to trading.

The Australian gold market remains buoyant with large producers actively looking for projects to replace current production. Signature Gold's portfolio of gold discoveries is in an established gold region with a number of large gold mining companies in operation. The strategy of the Enlarged Group will be to develop

the discoveries in their portfolio through feasibility stage in order to provide suitable projects for these major gold producers to partner with or acquire and take into production. The Directors and the Proposed Director are of the opinion that this is a very promising opportunity for the Company to create value for all shareholders.

9. Use of Proceeds

The Company is undertaking the Placing to fund the development of the gold exploration portfolio of the Enlarged Group and to provide working capital.

The Takeover Code requires the Board to obtain competent independent advice regarding the merits of the Transaction which is the subject of the Whitewash Resolution, the increase of the Concert Parties controlling position and the effect it will have on Shareholders generally. Accordingly, Peterhouse, as the Company's financial adviser, has provided formal advice to the Board regarding the Transaction. Peterhouse confirms that it is independent of the Concert Parties and has no commercial relationship with them.

10. Board Changes

Upon Admission, the Board intends to appoint Bruce Fulton to the Board of the Company as Non-Executive Chairman.

11. General Meeting

The Directors do not currently have the authority to allot all of the new Ordinary Shares required to complete the Transaction on a non-pre-emptive basis and, accordingly, the Board is seeking the approval of Shareholders for the authority to allot the necessary Placing Shares, Directors' Shares and Consideration Shares at the General Meeting. The Transaction is also conditional upon Shareholders approving the Whitewash Resolution.

You will find set out at the end of this document the Notice of General Meeting of the Company to be held at 10.00 a.m. on 22 May 2018 at 30 Percy Street, London W1T 2DB, United Kingdom, at which the following Resolutions will be proposed:

Ordinary and Special Resolutions

1. To approve the Acquisition;
2. to authorise the Directors' to allot the Consideration Shares, the Placing Shares, the Directors Shares and any additional Ordinary Shares as determined by the Board from time to time;
3. to approve the Whitewash Resolution; and
4. to authorise the Directors to allot Ordinary Shares for cash otherwise than on a *pro rata* basis to shareholders in connection with the Acquisition, the Placing, the Directors Shares and additional Ordinary Shares as determined by the Board from time to time.

The Resolutions in 1-3 will be proposed as ordinary resolutions and the Resolution in 4 will be proposed as a special resolution. To be passed, the Resolutions in 1-3 require a majority of not less than 50 per cent. of the votes cast at the General Meeting, in person or by proxy, and Resolution 4 will require a majority of not less than 75 per cent. of the Shareholders voting in person or by proxy in favour of the resolution. Resolution 1-4 are inter-conditional and so, if one of them is not passed at the General Meeting, none of these Resolutions will be deemed to have been passed.

In accordance with the requirements of the Takeover Panel for granting the Rule 9 Waiver in relation to the Transaction, the Whitewash Resolution being Resolution 3, will be taken on a poll of Independent Shareholders.

12. Action to be taken

A Form of Proxy is enclosed for use at the General Meeting. Whether or not you intend to be present at the General Meeting you are requested to complete, sign and return the Form of Proxy to the Company's registrars, Link Market Services, at PXS, 34 The Registry, Beckenham Road, Beckenham, Kent BR3 4TU by no later than 10.00 a.m. on 20 May 2018 (or, in the case of an adjourned meeting, no later than 48 hours

before the time of such meeting, excluding any part of a day that is not a working day). The completion and return of a Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should you wish to do so.

13. Further Information

Your attention is drawn to the further information set out in Part IV of this document, which provides additional information on the matters set out herein, and to the Company's consolidated financial statements for the two financial years ended 31 December 2015 and 31 December 2016, which are incorporated by reference into this document and are available at <https://www.stratminglobal.com/investors/financial/reports>. You are advised to read the whole document and not merely rely on key or summarised information in this letter.

14. Recommendation and voting intentions

The Independent Director considers the Transaction to be in the best interests of the Company and its Shareholders as a whole. The Independent Director, who has been so advised by Peterhouse, considers that the Transaction is fair and reasonable and in the best interests of the Independent Shareholders and the Company as a whole. In providing advice to the Independent Director, Peterhouse has taken into account the Independent Director's commercial assessments.

The Independent Director unanimously recommends that Shareholders vote in favour of the Whitewash Resolution.

Brett Boynton, as a director of Signature Gold, is not deemed independent for the purposes of providing a recommendation on the Whitewash Resolution to Independent Shareholders. Sam Quinn has also withheld providing any recommendation to Independent Shareholders on the Whitewash Resolution as he has also been providing advice to Signature Gold. Brett Boynton and Sam Quinn have committed to abstain from voting on the Whitewash Resolution.

The Directors consider the Placing and Acquisition to be in the best interests of the Company and its Shareholders as a whole. The Directors as a whole unanimously recommend that Shareholders vote in favour of all the Resolutions (excluding the Whitewash Resolution), as they have irrevocably undertaken to do in respect of their own beneficial holdings, representing approximately 3.81 per cent. in aggregate of the Existing Ordinary Shares.

Yours faithfully

Zeg Choudhry

PART II

FINANCIAL INFORMATION ON STRATMIN GLOBAL RESOURCES PLC

The information listed below relating to the Company is hereby incorporated by reference into this document pursuant to Rule 24.15 of the takeover code and is available free of charge on the Company's website at <http://www.stratminglobal.com/index.php/shareholder-information.html>.

<i>No. Information</i>	<i>Source of Information</i>
1. Revenue, profit or loss before and after taxation, the charge for tax, extraordinary items, minority interests, the amount absorbed by dividends and earnings and dividends per share for the Company for the year ended 31 December 2015 and the year ended 31 December 2016.	<p>Annual Report & Accounts 2015 and 2016, Consolidated Statement of Comprehensive Income on page 11 for 2015 and page 12 for 2016.</p> <p>If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.</p> <p>2016 http://www.stratminglobal.com/index.php/shareholder-information.html</p> <p>2015 http://www.stratminglobal.com/index.php/shareholder-information.html</p>
2. A statement of the assets and liabilities shown in the audited accounts for the Company for the year ended 31 December 2016.	<p>Annual Report & Accounts 2016, Consolidated Balance Sheet on page 14.</p> <p>If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.</p>
3. A cash flow statement as provided in the audited accounts for the Company for the year ended 31 December 2016.	<p>Annual Report & Accounts 2016, Consolidated Cash Flow Statement on page 16.</p> <p>If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.</p>
4. Significant accounting policies together with any points from the notes to the accounts which are of major relevance to an appreciation of the figures.	<p>Annual Report 2015 and 2016 and the Notes to the Accounts on pages 17 to 24 for 2015; and pages 17 to 21 for 2016 respectively.</p> <p>If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.</p> <p>2016 http://www.stratminglobal.com/index.php/shareholder-information.html</p> <p>2015 http://www.stratminglobal.com/index.php/shareholder-information.html</p>

The results for the Company for the year ended 31 December 2015 and the year ended 31 December 2016 are available free of charge on the Company's website provided above.

PART III

INFORMATION ON THE CONCERT PARTY

1. The Concert Party

Full details of the Concert Party shareholding are contained in Para 5 of Part 1. The Concert Party comprises of the following:

Brett Boynton Sub Concert Party

- (1) Robert ("Brett") Boynton aged 45 is the Chief Executive officer of the Company and a director of Signature Gold Brett is an experienced entrepreneur and corporate financier with expertise as an investment banker in capital markets, mergers, acquisitions and private equity, including positions at Credit Suisse, FBR Capital Markets and UBS. More recently, Brett has focused on project development in the resources industry, having founded and funded a number of Australian resource companies including DEI Ltd, Signature Gold, Chrysos Corporation Limited and Tellus Holdings Ltd. Brett currently heads up the joint venture partner of Agripower Australia Limited, a private equity backed industrial minerals company focused on silicon products. Agripower is one of Australia's largest industrial minerals companies, with an extensive R&D programme and global distribution network, and has a mining, processing and export operation in Queensland proximate to the Signature Gold projects. Brett holds an undergraduate degree in Economics and Accounting from the University of Cape Town, an MBA from Duke University and is a CFA charterholder. Brett has international finance experience as a senior investment banker with UBS and Credit Suisse in London, New York and Sydney. He was appointed as a Director of the Company on 26 May 2015.
- (2) Tickhill Holdings Pty Ltd is an investment holding company and the 100 per cent. beneficiary is Brett Boynton. Its Registered office is level 13, 20 Bridge Street, Sydney, NSW 2000 Australia.
- (3) Brookton Superannuation Fund Pty Ltd is a registered retirement investment fund and the 100 per cent. beneficiary is Brett Boynton. Its registered office is 2 Cecil road, Rose Bay NSW, 2029 Australia.
- (4) 33rd Degree Pty Ltd is Trustee company for the Boynton family. Its registered office is 2 Cecil road, Rose Bay NSW, 2029 Australia.
- (5) Diana F Boynton is related to Mr Brett Boynton and is his sister in law.
- (6) Matthew N Boynton is related to Mr Brett Boynton and is his nephew.
- (7) Marion A Boynton is related to Mr Brett Boynton and is his niece.
- (8) Paul N Boynton is related to Mr Brett Boynton and is his brother.
- (9) Stuart J Boynton is related to Mr Brett Boynton and is his nephew.
- (10) Audrey Boynton is related to Mr Brett Boynton and is his mother.
- (11) Lorin D Boynton is related to Mr Brett Boynton and is his sister.
- (12) Shirley Swart is related to Mr Brett Boynton and is his sister.
- (13) Barry D Short is related to Mr Brett Boynton and is his brother in law.

Peter Prentice Sub Concert Party

- (14) Peter Prentice aged 63 is an executive director of Signature Gold. Pete will also be joining the senior management of the Company on Admission. Peter has extensive management experience in developing resource projects in Australia and internationally, including gold, uranium, copper, tungsten, base metals and industrial minerals. Peter has also had international banking experience, based in London for one of the world's largest project financing banking groups. Peter was the founder and Managing Director of Hargraves Resources, a very successful gold mining business which was listed

on the ASX and sold to a large international gold company. Following the sale of Hargraves Resources Peter acquired the cornerstone asset of the Signature Gold portfolio, Mt Cassidy. Peter is Managing Director of the Agripower Australia Ltd Group of companies, a private equity backed business that is involved in environmental science and agriculture. Peter has read in and completed studies in Mathematics and Engineering Science – Mining.

- (15) Blackrock Nominees Pty Ltd is an investment holding company and the 100 per cent. beneficiary is Peter Prentice. Its registered address is 20 Bridge Street, Sydney, NSW 2029 Australia.
- (16) Agfund Investments Pty Ltd is an investment holding company and the 100 per cent. beneficiary is Peter Prentice. Its registered office is 20 Bridge Street, Sydney, NSW 2000, Australia.
- (17) PETJ Pty Ltd is an investment holding company and the 100 per cent. beneficiary is Peter Prentice. Its registered office is 20 Bridge Street, Sydney, NSW 2000, Australia.

Bruce Fulton Sub Concert Party

- (18) Bruce Fulton aged 59 is the Proposed Non-Executive Chairman of the Company. Bruce an experienced senior geologist and has previously held the position of Chief Geologist at Porgera, which has particular relevance to the style of mineralisation being targeted by Signature Gold. Following his career in mining with companies such as Dominion Mining, Placer Dome and Plutonic Resources, Mr Fulton co-founded Ophir Partners, an executive search and placement company for the resources industry. He brings his knowledge from this experience to his role as Chairman of the Signature Gold Remuneration and Nomination Committee. Bruce is a member of The Australian Institute of Company Directors (MAICD); The Australasian Institute of Mining and Metallurgy (MAusIMM); The Canadian Institute of Mining, Metallurgy and Petroleum (MCIM); and The Society of Economic Geologists (MSEG). Bruce has an M.Sc. (Earth Sciences) from Waikato University and an MBA from Deakin University.
- (19) Maple Fern Pty Ltd is a company controlled by Bruce Fulton.

Other Sub Concert Party Holders

- (20) Sam Develin Quinn, aged 40 is an Executive Director of the Company and Company Secretary. Sam is a corporate lawyer with over 10 years' experience in the natural resources sector. Sam is currently the director of corporate finance and legal counsel for Dragon Group, a London based natural resources venture capital firm, a non-executive director of AIM quoted Red Rock Resources plc.
- (21) Johnathan Robbeson aged 33 is general manager of Signature Gold. Jonathan is General Manager for Signature Gold. He has previously held senior technical roles in AngloGold Ashanti and Perilya Ltd. and brings with him extensive international exploration and mining operational and risk management experience. Jonathan specialises in integrated project development and has an in-depth knowledge of leading projects from exploration stage through feasibility, development, construction and into operation. Jonathan holds a B.Sc. Honours (Geology) from Rhodes University; a Master's degree in Economic Geology from the University of Tasmania, and a Masters of Mining Engineering from the University of New South Wales. He is a member of The Australasian Institute of Mining and Metallurgy (MAusIMM CP Geo – 304542) and The Australian Institute of Company Directors (AICD – 2407690). Jonathan is a Competent Person as defined by the 2012 JORC Code for Mineral Resource and Ore Reserve Estimation for various precious, base metal and industrial mineral deposits.
- (22) AJ Teluk, aged 70, is a consultant to Signature Gold. He is the former chief operating officer of Signature Gold. He previously held lead exploration roles with a number of international resource companies including Broken Hill South, Aberfoyle-Cominco, Chevron Exploration Corporation and Newmount. Mr Teluk has extensive expertise with over forty years practical field experience in Queensland and in the Signature Gold target region.
- (23) Bangaline Pty Ltd is a company incorporated in Australia with the Company Number, CAN 143 149 820. Mr John Hewson is a director.
- (24) Rae Natalie McLellan is related to AA McLellan a director of Signature Gold.

(25) Anne Adaley aged 57 is the proposed chief financial officer of Signature Gold. Anne has extensive experience in the resources sector, having held senior management roles with a number of listed public Australian exploration and mining companies over the last 25 years. She has also spent more than a decade as Company Secretary for several listed public companies. Anne is a qualified accountant and principal of Australian Mining Corporate and Administrative Services Pty Ltd (AMCAS) which provides Chief Financial Officer and Company Secretarial function and support including accounting, financial management and administrative services on a consulting basis to public listed and private companies as well as unlisted and pre-IPO companies.

PART IV

HISTORICAL FINANCIAL INFORMATION ON SIGNATURE GOLD LIMITED

Below is a summary of Signature Gold's audited income statements for the year ended, 30 June 2015 (FY2015), 30 June 2016 (FY2016) and 30 June 2017 (FY2017).

	<i>FY2015</i> <i>AUD</i>	<i>FY2016</i> <i>AUD</i>	<i>FY2017</i> <i>AUD</i>
Revenue	208,138	63,871	366,433
Accounting and audit fees	(59,606)	(45,400)	(105,529)
Administration and office costs	(234,459)	(77,468)	(40,699)
Corporate	(298,808)	(21,139)	(14,741)
Amortisation and depreciation	(21,614)	(6,084)	(3,007)
Employment	(21,343)	23,275	(10,187)
Exploration and tenement costs	(80,456)	(73,877)	(68,455)
Insurance	(14,955)	(17,554)	(14,321)
Legal fees	(500)	(1,295)	(284,246)
Option Fee and Associated costs	–	–	(341,269)
Other expenses	(40,130)	(6,945)	(5,423)
(Loss) from continuing operations before income tax	(563,733)	(162,616)	(521,524)
Income tax benefit	681,836	507,435	291,384
Net profit for the reporting period	118,103	344,819	(230,140)
Other comprehensive income	–	–	–
Total comprehensive profit/(loss) for the year	118,103	344,819	(230,140)

Below is a summary of Signature Gold's audited balance sheets as at 30 June 2015 (FY2015), 30 June 2016 (FY2016) and 30 June 2017 (FY2017).

	<i>FY2015</i> <i>AUD</i>	<i>FY2016</i> <i>AUD</i>	<i>FY2017</i> <i>AUD</i>
Assets			
Non-Current assets			
Trade and other receivables	159,326	159,326	159,326
Plant and equipment	5,910	2,862	3,496
Exploration and evaluation expenditure	3,418,235	3,858,112	4,370,681
Intangible assets	3,924	888	–
Total Non-Current assets	<u>3,587,395</u>	<u>4,021,188</u>	<u>4,533,503</u>
Current assets			
Cash and cash equivalents	145,809	53,100	711,819
Trade and other receivables	79,132	11,473	48,819
Total current assets	<u>224,941</u>	<u>64,573</u>	<u>760,638</u>
Total Assets	<u><u>3,812,336</u></u>	<u><u>4,085,761</u></u>	<u><u>5,294,141</u></u>
Equity			
Share capital	4,728,209	4,908,209	4,908,209
Accumulated losses	(3,083,395)	(2,738,576)	(2,968,716)
Total Equity	<u><u>1,644,814</u></u>	<u><u>2,169,633</u></u>	<u><u>1,939,493</u></u>
Liabilities			
Non-current liabilities			
Trade and other payables	–	–	160,833
Borrowings	884,044	884,044	934,394
Employee benefits	24,510	12,848	15,381
Total non-current liabilities	<u>908,554</u>	<u>896,892</u>	<u>1,110,608</u>
Current liabilities			
Trade and other payables	1,214,758	996,607	1,097,446
Borrowings			1,118,009
Employee benefits	44,210	22,629	28,585
Total current liabilities	<u>1,258,968</u>	<u>1,019,236</u>	<u>2,244,040</u>
Total liabilities	<u><u>2,167,522</u></u>	<u><u>1,916,128</u></u>	<u><u>3,354,648</u></u>
Total equity and liabilities	<u><u>3,812,336</u></u>	<u><u>4,085,761</u></u>	<u><u>5,294,141</u></u>

Below is a summary of Signature Gold's audited cash flow statement for the full years 30 June 2015 (FY2015), 30 June 2016 (FY2016) and 30 June 2017 (FY2017).

	<i>FY2015</i> <i>AUD</i>	<i>FY2016</i> <i>AUD</i>	<i>FY2017</i> <i>AUD</i>
CASH FLOW FROM OPERATING ACTIVITIES			
Cash receipts in the course of operations	137,852	65,923	28,875
Cash payments to suppliers	(319,725)	(406,136)	(313,716)
Proceeds from Research and Development claim	681,836	507,435	291,384
Interest received	9,447	7	1,660
Net cash provided by/(used in) operating activities	<u>509,410</u>	<u>167,229</u>	<u>8,203</u>
CASH FLOW FROM INVESTING ACTIVITIES			
Security deposit	93,563	–	–
Payments for exploration and evaluation expenditure	(514,846)	(439,938)	(548,681)
Payments for property, plant and equipment	–	–	(2,753)
Net cash used in investing activities	<u>(421,283)</u>	<u>(439,938)</u>	<u>(551,434)</u>
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from issue of shares and capital raising	50,000	180,000	–
Proceeds from borrowings	–	–	1,245,350
Repayment of borrowings	(60,031)	–	(43,400)
Net cash provided by/(used in) investing activities	<u>(10,031)</u>	<u>180,000</u>	<u>1,201,950</u>
Net increase/(decrease) in cash and cash equivalents	78,096	(92,709)	658,719
Cash and cash equivalents at beginning of the period	67,713	145,809	53,100
Cash and cash equivalents at end of the period	<u><u>145,809</u></u>	<u><u>53,100</u></u>	<u><u>711,819</u></u>

PART V

ADDITIONAL INFORMATION

1. Responsibility

- 1.1 The Directors, whose names appear below in paragraph 2 below, accept responsibility for the information contained in this document (including any expressions of opinion) with the exception of any information relating to the Concert Party and, for Brett Boynton and Sam Quinn only, the recommendation set out in paragraph 10 of Part I. To the best of their knowledge and belief, having taken all reasonable care to ensure that such is the case, the information contained in this document for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 1.2 The members of the Concert Party, whose names are set out in Part III, accept responsibility for the information contained in this document relating to the Concert Party. To the best knowledge and belief of the members of the Concert Party (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Directors

<i>Director</i>	<i>Function</i>
Robert "Brett" Boynton	Chief Executive Officer
Sam Quinn	Executive Director and Company Secretary
Zegham "Zeg" Choudhry	Non-Executive Director

Subject to the passing of the Resolutions and Admission, Bruce Fulton will be appointed as Non-Executive Chairman.

The registered address of the Company is 30 Percy Street, London, W1T 2DB.

3. Interests and Dealings

Directors and other interests

For the purposes of this paragraph 3, the following terms have the following meanings:

- (i) "acting in concert" with a party means any such person acting or deemed to be acting in concert with that party for the purposes of the Takeover Code and/or the Rule 9 Waiver;
- (ii) "connected adviser" means an organisation advising the Company in relation to the proposals described in Part I of this document or a corporate broker to the Company;
- (iii) "control" means an interest, or interests, in shares carrying in aggregate 30 per cent. or more of the voting rights (as defined in the Takeover Code) of a company, irrespective of whether such interest or interests give de facto control; (iv) "dealing" or "dealt" includes the following:
 - (a) the acquisition or disposal of securities, of the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to securities, or of general control of securities;
 - (b) the taking, granting, acquisition, disposal, entering into, closing out, termination, exercise (by either party) or variation of an option (including a traded option contract) in respect of any securities;
 - (c) subscribing or agreeing to subscribe for securities;
 - (d) the exercise or conversion, whether in respect of new or existing securities, of any securities carrying conversion or subscription rights;
 - (e) the acquisition of, disposal of, entering into, closing out, exercise (by either party) of any rights under, or variation of, a derivative referenced, directly or indirectly, to securities;

- (f) entering into, terminating or varying the terms of any agreement to purchase or sell securities; and
- (g) any other action resulting, or which may result, in an increase or decrease in the number of securities in which a person is interested or in respect of which he has a short position;
- (iv) being “interested” in securities (or having an “interest”) in such securities includes where a person:
 - (a) owns them;
 - (b) has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to them or has general control of them;
 - (c) by virtue of any agreement to purchase, option or derivative, has the right or option to acquire them or call for their delivery or is under an obligation to take delivery of them, whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise; or
 - (d) is a party to any derivative whose value is determined by reference to their price and which results, or may result, in his having a long position in them; and
- (v) “relevant securities” mean Ordinary Shares and securities convertible into, rights to subscribe for, derivatives referenced to and options (including traded options) in respect of, Ordinary Shares and “relevant security” shall be construed accordingly.

3.1 As at the close of business on 27 April 2018 (being the last practicable date prior to publication of this document), the interests, rights to subscribe and short positions of the Directors, their immediate families and persons connected with them (within the meaning of Part 22 of the Act) in Ordinary Shares (all of which are beneficial unless stated) which would be required to be notified pursuant to Part 22 of the Act and related regulations, or which would be required to be entered in the register maintained under Part 22 of the Act, were set out below.

<i>Director or Proposed Director</i>	<i>Number of Ordinary Shares</i>	<i>Percentage of current voting rights in the Company</i>
Bruce William John Fulton	0	0%
Robert Brett Boynton	4,352,690	2.46%
Sam Delevan Quinn	1,512,000	0.85%
Zegham Rashid Choudhry	0	0%

3.2 As at the close of business on 27 April 2018 (being the last practicable date prior to publication of this document), there were no share options granted to Directors (and any persons connected with them (within the meaning of section 252 of the Act)).

3.3 Assuming that the Transaction is completed on the terms set out in this document, the maximum interest in Ordinary Shares of each of the Directors on Admission assuming no further issues of Ordinary Shares are made by the Company, no exercise of other options are made by other option holders and no disposals of Ordinary Shares are made by any Director will be:

<i>Director</i>	<i>Maximum interest in Ordinary Shares</i>	<i>Maximum percentage of Enlarged Share Capital</i>
Brett Boynton	137,139,590	21.04%
Bruce Fulton	6,467,358	0.99%
Sam Quinn	2,512,000	0.39%
Zegham Choudhry	0	0%

3.4 Save as set out in para 6 of Part 1 as at the close of business on 27 April 2018 (being the last practicable date prior to publication of this document), none of the Concert Party, nor any persons acting in concert with them, had any interests, rights to subscribe or short positions (whether

conditional or absolute and whether in money or otherwise), including any short position in a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery in any relevant security of the Company.

- 3.5 As at the close of business on 27 April 2018 (being the last practicable date prior to publication of this document), neither the Company nor any persons acting in concert with the Company had borrowed or lent any relevant securities of the Company.
- 3.6 Save as disclosed in paragraphs 3.1, 3.2 and 3.3 of this Part V, as at the close of business on 27 April 2018 (being the last practicable date prior to publication of this document), none of the Directors, their immediate families or person connected with them (within the meaning of Part 22 of the Act and related regulations) nor any persons acting in concert with them, had any interests, rights to subscribe or short positions (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery in any relevant securities of the Company.
- 3.7 Saves as set out in para 6 of Part 1 as at the close of business on 27 April 2018 (being the last practicable date prior to publication of this document), no person acting in concert with the Company had any interests, rights to subscribe or short positions (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery in relevant securities of the Company.
- 3.8 As at the close of business on 27 April 2018 (being the last practicable date prior to publication of this document), neither Peterhouse nor any other connected adviser of the Company (including any person controlling, controlled by or under the same control as it) had any interests, rights to subscribe or short positions in relevant securities of the Company.
- 3.9 Other than as set out below and so far as the Directors are aware, the only persons who, as at the close of business on 27 April 2018 (being the last practicable date prior to publication of this document) and immediately following Admission, are or will be directly or indirectly, interested (within the meaning of Chapter 5 of the DTR) in 3 per cent. or more of the Ordinary Shares are as follows:

<i>StratMin Shareholder</i>	<i>Number of StratMin Shares</i>	<i>Percentage of Existing Share Capital</i>
Consolidated Resources Pte Ltd	18,241,422	10.31%
Viking Investments Limited	13,181,241	7.45%
Mrs Kesava Padmavathi	8,775,699	4.96%
Mrs Caryl Melissa Jane Pienaar	7,041,791	3.98%
Shishir Poddar*	6,284,387	3.55%
Ghamshyam Champaklal	5,449,426	3.08%

- 3.10 During the period of 12 months preceding 27 April 2018 (being the last practicable date prior to publication of this document) there have been no dealings for value in relevant securities by the Concert Party (and persons connected with the Concert Party (within the meaning of section 252 of the Act)) or by any directors of companies within the Concert Party.
- 3.11 The Concert Party has not entered into any agreement, arrangement or understanding:
- (i) with the Independent Director (or his close relatives and related trusts) which has any connection with or dependence upon the proposals set out in Part I of this document; or
 - (ii) for the transfer of any Ordinary Shares acquired by the Concert Party.

Save for the Acquisition and Placing, the Independent Director is not aware of any agreement, arrangement or understanding having any connection with or dependence upon the proposals set out in Part I of this document between the Concert Party and any person interested or recently interested in Ordinary Shares, any other recent director of the Company or Peterhouse (or any person who is, or is presumed to be, acting in concert with Peterhouse).

Save as disclosed in this paragraph 3 and Part 1:

- (i) the Concert Party is not interested in any relevant securities, does not have a right to subscribe for relevant securities, has not borrowed or lent relevant securities or has not dealt for value in relevant securities during the period of 12 months preceding 27 April 2018 (being the last practicable date prior to publication of this document);
- (ii) no director of a Concert Party member has an interest in any relevant securities nor has a right to subscribe for relevant securities;
- (iii) no person referred to in paragraphs (i) or (ii) above has any short position in relation to relevant securities (whether conditional or absolute and whether in the money or otherwise and including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery);
- (iv) neither the Company nor any person acting in concert with the Company has borrowed or lent relevant securities;
- (v) neither the Company nor any person acting in concert with the Company has any interests, rights to subscribe or short positions in the Company;
- (vi) neither the Concert Party nor any person acting in concert with it has lent or borrowed any relevant securities;
- (vii) the Company has not redeemed or purchased any relevant securities during the period of 12 months preceding 27 April 2018 (being the last practicable date prior to publication of this document).

4. Directors' Service Contracts

4.1 Details of the employment agreements, service agreements and letters of appointment currently in place between the Company and the Directors are set out below:

4.1.1 *Bruce William John Fulton*

A letter of appointment dated 19 December 2017 as amended by a Deed of Amendment dated 30 April 2018, appointing Bruce Fulton as a Non-Executive Chairman of the Company, conditional on Admission. The letter sets out the usual duties of a non-executive director of NEX traded company and provides that the board as a whole is collectively responsible for promoting the success of the Company and directing and supervising the Company's affairs, subject to the memorandum and articles of association of the Company, the NEX Rules and any corporate governance codes adopted by the board. The appointment, unless terminated for cause, may be terminated by either party on giving three months written notice. The contract does not provide for any benefits upon termination of appointment. Mr. Fulton will be paid a fee of £20,000 per annum, payable monthly in arrears.

4.1.2 *Robert Brett Boynton*

An employment agreement with Robert Brett Boynton dated 26 May 2015, as amended on 19 December 2017 and 30 April 2018, pursuant to which he will act as Chief Executive Officer of the Company and serve as an Executive Director and will manage the corporate and commercial affairs of the Company, subject to compliance with the NEX Rules, any legislation and any share dealing code adopted by the Company, from time to time. He will commit all of his time in carrying out his duties; provided that he may accept further appointments and offices with the prior written consent of the Board. His employment will continue unless terminated for cause or by either party giving the other not less than 6 months' notice of termination. He shall receive a salary of £20,000 per annum. In addition, he is entitled to receive equity of 3.3 million Ordinary Shares. On any termination, the agreement provides for restrictive covenants from the director, but does not otherwise provide for any benefits upon termination of employment.

4.1.3 **Sam Delevan Quinn**

A service agreement with Sam Delevan Quinn dated 19 December 2017 as amended by a Deed of Amendment dated 30 April 2018, which provides that from Admission, he will act as Executive Director and continue to act as Company Secretary of the Company and will assist with the management of the business, subject to compliance with the NEX Rules, any legislation and any share dealing code adopted by the Company, from time to time. The appointment, unless terminated for cause, can be terminated by either party on giving six months written notice. Mr. Quinn is paid a fee of £20,000 per annum, payable monthly in arrears. The contract does not provide for any benefits upon termination of appointment.

4.1.4 **Zegham Rashid Choudhry**

A letter of appointment of Zegham Rashid Choudhry as a non-executive director of the Company dated 19 September 2016. The letter sets out the usual duties of a non-executive director of NEX traded company and provides that the board as a whole is collectively responsible for promoting the success of the Company and directing and supervising the Company's affairs, subject to the memorandum and articles of association of the Company, the NEX Rules and any corporate governance codes adopted by the board. The appointment, unless terminated for cause, may be terminated by either party on giving three months written notice. Mr. Choudhry will be paid a fee of £20,000 per annum, payable monthly in arrears.

4.2 Save as set out above, no service contracts or letters of appointment have been entered into or amended in the last six months. The aggregate emoluments of the Directors for the year ended 31 December 2016, being the last financial year for which audited financial information has been published, are set out below:

<i>Salaries & fees</i>	<i>Travel & Pension accommodation</i>		<i>Other benefits</i>	<i>Share options</i>	<i>Total</i>
	<i>Allowance</i>	<i>Allowance</i>		<i>(attributable share-based payment charge)</i>	
	£	£	£	£	£
Total	<u>186,000</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>186,000</u>

5. **Middle Market Quotation**

The Company's Shares are currently unquoted so there is no middle market quotation.

6. **No Significant Change**

There has been no significant change in the financial or trading position of the Company since the publication of the audited results for the year ended 30 June 2017.

7. **Material Contracts**

There are no contracts (not being in the ordinary course of business) entered into by the Company or the Concert Party in the last two years which are or may be material or which contain any provision under which the Company or the Concert Party has any obligation or entitlement which is or may be material as at the date of this document save as follows:

7.1 **Bass Documentation with respect to the sale of shares in Graphmada Mauritius**

On 6 July 2016, the Company and Bass Metals Limited ("Bass Metals") entered into a share purchase agreement (the "Bass SPA") for the sale by the Company of its entire holding of 93.75 per cent. of the share capital of Graphmada Mauritius to Bass Metals and the assignment of an associated debt (the "Sale Assets"). In consideration for the sale and assignment of the Sale Assets Bass Metals was required to pay the Company:

- (i) a cash payment of \$1,500,000 (plus or minus an adjustment for, *inter alia*, working capital and certain loans) (the “Cash Payment”);
- (ii) the issue of 750,000 shares in the capital of Bass Metals (the “Tranche 1 Shares”);
- (iii) the granting of a royalty payable until 1 January 2029 (the “Royalty”); and
- (iv) the issue of two further tranches of shares upon Graphmada Mauritius achieving two production output targets (the “Tranche 2 Shares” and the “Tranche 3 Shares”, respectively).

The Company, as the seller of the Sale Assets, gave certain warranties to Bass Metals on an indemnity basis in respect of, *inter alia*, its corporate capacity, the shares forming part of the Sale Assets, the Graphmada group of companies, its assets, insolvency, consents, licences and authorisations, accounts, matters occurring since the accounts date, financial indebtedness, tax, material contracts, litigation and ethical practices.

The warranties are given subject to matters disclosed by the Company. The maximum amount that can be claimed by Bass Metals for breach of the warranties is the aggregate consideration which includes the Cash Payment and the value of each Tranche of shares. Any claim for breach can be satisfied by the Company relinquishing a certain number of shares it holds in Bass Metals, with such number determined in accordance with the Bass SPA based on VWAP of Bass Metals shares, or in cash. Any claim under the warranties must be made by the first anniversary of the date of the Bass SPA, i.e. 6 July 2017.

On 13 September 2016, the Company and Bass Metals enter into a Deed of Release to amend the Bass SPA (the “First Amendment Deed”). The First Amendment Deed acknowledges that the Cash Payment was not paid in full in accordance with the Bass SPA, but that the balance owing of \$600,000 would be paid on execution of the First Amendment Deed. In addition, Graphmada SARL which entity was purchased by Bass Metals under the Bass SPA, has a VAT receivable of £486,502. Bass Metals undertakes to cause Graphmada SARL to use its best efforts to collect the VAT receivable and to pay 50 per cent. of the VAT receivable actually collected to the Company.

On 13 December 2016, the Company and Bass Metals entered into a second Deed of Release to amend the Bass SPA (the “Second Amendment Deed”). In settlement of Bass Metals being released from the obligation to issue the Tranche 2 Shares and Tranche 3 Shares, Bass Metals shall make a payment of \$2,570,000 to the Company to be paid in tranches as follows:

- (i) A\$885,000 on or before 19 December 2016;
- (ii) A\$1,185,000 on or before 15 March 2017; and
- (iii) A\$500,000 on or before 30 September 2017.

In addition, under the Second Amendment Deed the Company grants Bass Metals an option to purchase the Royalty for A\$500,000 at any time prior to 30 June 2018. A Royalty holiday applies up until 31 December 2017 and no royalty will accrue if the option is exercised by that time. If the option is not exercised by 31 December 2017, all Royalties that would otherwise be due and payable up to 31 December 2017 will be payable on 1 January 2018 and the Royalty will accrue from 1 January 2018 with payment as set out under the Bass SPA.

Bass Metals also waives its right to claim under the warranties in the Bass SPA by the parties to the Second Amendment Deed agreeing that the expiration date for such claims be amended to the date of the Second Amendment Deed.

7.2 **Scheme Implementation Agreement**

On 4 April 2018, the Company and Signature Gold entered into a scheme implementation agreement, (the “**Scheme Implementation Agreement**”), which sets out the obligations of the parties with respect to the preparation of the documentation for the Scheme and the carrying into effect of the Scheme of Arrangement and the Acquisition within the time frames as provided in the Scheme of Arrangement and, in any event, prior to 30 June 2018 (the “**End Date**”). Signature Gold undertakes to propose and implement the Scheme in accordance with the Scheme Implementation Agreement, with the assistance of the Company, subject to certain conditions precedent including Court approval, Signature Shareholder

approval and no material adverse change to either the Company or Signature Gold. The Company has condition subsequent obligations including the application for admission to trading on NEX of the Consideration Shares. The Company undertakes to pay the Consideration by the issue of the Consideration Shares or by the payment in cash to any Ineligible Signature Shareholders.

The agreement sets out the respective obligations of the Company and Signature Gold in relation to the preparation of the Scheme of Arrangement, its submission to the Court and the implementation of the Acquisition. Signature Gold gives certain undertakings to the Company including to conduct the business of Signature Gold until the End Date (or earlier termination of the agreement) in the ordinary course and consistent with past practice, to not pay any dividend and to ensure that aggregate amount of all sums of money owed by Signature Gold (and any subsidiary) and all actual liabilities (excluding certain known debt) and less available cash balances does not exceed AUD\$500,000.

Each of the Company and Signature Gold provides warranties to the other with respect to capacity, its business and capital.

Each of the Company and Signature Gold agree to standstill arrangements with respect to any dealings in the securities of the other prior to the approval of the Scheme.

The Scheme Implementation Agreement is governed by the laws of New South Wales, Australia and each party irrevocably submits to the courts of New South Wales.

7.3 **Deed Poll**

On 4 April 2018, the Company entered into a deed poll for the benefit of each person registered as a holder of Signature Gold Shares (the "**Deed Poll**"). The purpose of the Deed Poll is for the Company to covenants in favour of the Signature Shareholders to procure and undertake the action required of the Company pursuant to the Scheme, including the payment of the Consideration. The Deed Poll may be relied on and enforced by any Signature Shareholder, provided that the obligations of the Company under the Deed Poll are conditional on the Scheme becoming effective in accordance with the terms of the Scheme. The Deed Poll is governed by the laws of New South Wales, Australia.

7.4 **Deed of Termination**

On 4 April 2018, the Company and Signature Gold entered into a deed of termination with respect to the termination, without liability, of the deed poll entered into by the Company on 19 October 2017 and the scheme implementation agreement between the Company and Signature Gold dated 19 October 2017. The termination will take effect immediately prior to the effectiveness of the Scheme Implementation Agreement as described in paragraph 7.2 above.

7.5 **Heads of Agreement**

The binding Heads of Agreement were entered into by the Company and Signature Gold on 2 February 2017 and sets out the obligations of the parties with respect to entering into the Scheme Documents. In addition, it provides for the payment of an Option Fee by the Company to Signature Gold. Signature Gold is entitled to retain the Option Fee unless there is a material breach of the agreement by signature Gold resulting in the parties failing to complete the Scheme or Admission, or any breach of the exclusivity provisions granted by Signature Gold.

The Heads of Agreement provide for Mr Bruce Fulton to be appointed as a Director of the Company.

7.6 **Share Exchange/Swap Agreement**

The Company entered into a Share Exchange/Swap Agreement dated 11 May 2017 with the shareholders of Tirupati Resources (being Tirupati Carbons & Chemicals (P) Ltd ("**TCCPL**") and the Company (together the "**Shareholders**"), Tirupati Graphite PLC ("**TGPLC**") and Tirupati Resources Mauritius ("**TRM**"). The Shareholders hold shares in TRM and agree to transfer their TRM shares to TGPLC in exchange for shares in the capital of TGPLC. This exchange entitles StratMin to 434,222 ordinary shares in TGPLC, such number of shares calculated on the basis that the aggregate number of TRM shares held by the Shareholders was valued at £3 million.

7.7 **Elbrus Resources Joint Venture Heads of Agreement**

Signature Gold entered into a joint venture heads of agreement with Elbrus Resources dated 2 December 2016, as amended and supplemented by a letter from Signature Gold dated 31 May 2017 (the “**Elbrus HOA**”). The Elbrus HOA provides for an option for Signature Gold to purchase 10 per cent. of the issued share capital of Elbrus Resources. This option was exercised by Signature Gold for an aggregate consideration of US\$250,000, payable in tranches from the date of execution of the Elbrus HOA to May 2017 and 40,878,432 shares have been issued to Signature Gold.

The Elbrus HOA also provides for the parties to negotiate a further option purchase agreement to provide for further options for Signature Gold to purchase further equity. The terms of the option purchase agreement shall provide that on receipt by Elbrus Resources of a licence with respect to an area encompassing the Otava deposit, Signature Gold will have the right to purchase an additional 41 per cent. of the issued share capital of Elbrus Resources for an additional US\$4,900,000, to be payable in cash or a combination of cash and equity; provided that the equity shall only form up to 50 per cent. of the consideration. US\$1,500,000 of the cash consideration shall be placed in escrow and utilised only to fund the feasibility study for the Otava deposit. If the purchase option is not exercised by Signature Gold within 3 years, Elbrus Resources shall be entitled to buy-back the equity issued to Signature Gold. If the option is exercised and the feasibility study is completed, the option purchase agreement will provide for Signature Gold to buy the balance of the shares in Elbrus Resources at a valuation to be agreed by a mutually agreed independent valuation expert. If the parties cannot agree the valuation, Signature Gold will have the right to sell its shares or require Elbrus Resources to seek a listing on a recognised international exchange.

The option purchase agreement will also provide for Signature Gold to appoint a director to the board of Elbrus Resources for so long as it holds at least 10 per cent. of the shares.

7.8 **Placing Agreement**

The Company, the Directors and Proposed Director, and Peterhouse intend to enter into a placing agreement prior to the issue of the Admission Document. The Placing Agreement which, conditional upon, *inter alia*, Admission taking place on or before 30 June 2018 (or such later date as the Company and Peterhouse may agree), Peterhouse will agree to use their reasonable endeavours to procure Placees for the Placing Shares at the Placing Price. The Placing Agreement will contain indemnities from the Company and warranties from the Company and the Directors in favour of Peterhouse together with provisions which enable Peterhouse to terminate the Placing Agreement in certain circumstances prior to Admission including circumstances where any of the warranties are found to be untrue or inaccurate in any material respect, there has been a material adverse change or the Company or the Directors are in material breach of the Placing Agreement. The Company has agreed to issue Peterhouse warrants to subscribe for 1,166,667 Ordinary Shares, Warrants over 5 per cent. of the total number of Placing Shares for Placees introduced by Peterhouse, and a cash commission of 5 per cent. of the gross proceeds raised by the Company through Peterhouse in accordance with the terms of the Placing Agreement.

7.9 **NEX Corporate Adviser Engagement Letter**

The Company and Peterhouse entered into an engagement letter dated 12 March 2018 pursuant to which the Company appointed Peterhouse as its NEX Corporate Adviser in connection with the issue of a NEX admission document and the admission to trading on NEX. In consideration for the services to be provided by Peterhouse the Company will pay a transaction fee of £55,000 (plus VAT and expenses), £15,000 of which is due on execution of the engagement letter, £15,000 is payable in cash on Admission and the balance of £25,000 will be payable in Ordinary Shares at the Placing Price on Admission. In addition, the Company will issue Peterhouse warrants to subscribe for 1,166,667 Ordinary Shares, warrants over 5 per cent. of the total number of Placing Shares for Placees introduced by Peterhouse, and a cash commission of 5 per cent. of the gross proceeds raised by the Company through Peterhouse.

Peterhouse will also act as NEX Corporate Adviser to the Company following Admission for an annual fee of £20,000 (plus VAT), and will enter into a separate agreement with respect to such appointment shortly before Admission.

7.10 **Rule 3 Adviser Engagement Letter**

The Company and Peterhouse entered into an engagement letter dated 4 April 2018 pursuant to which the Company appointed Peterhouse as its Rule 3 Adviser in connection with the Whitewash Resolution and this Document. In consideration for the service to be provided by Peterhouse the Company will pay an advisory fee of £10,000 which will be payable on Admission in Ordinary Shares at the Placing Price.

7.11 **Public Relations Services Agreement**

On 2 March 2017, the Company entered into an engagement letter with Yellow Jersey PR Limited (the "**Agency**") to provide the services outlined in the Agency's Proposal and Communications Plan as agreed with the Company. The Company will pay a retainer fee of £2,000 (plus VAT) per month with this fee to increase by £500 per month at 100 per cent., 200 per cent. and 300 per cent. share price premiums to the re-listing price (with such price share price increase being maintained for at least 7 days). The agreement may be terminated by either party giving not less than 3-months' written notice of termination, or on material breach which cannot be remedied within 30-days.

7.12 **Bridge Loan Facility**

On 30 June 2017 the Company and Signature Gold entered into an unsecured bridge loan facility agreement ("**Loan Agreement**") pursuant to which the Company loaned AUD\$500,000 ("**Loan**") to Signature Gold to fund working capital requirements and ongoing exploration activities. Interest accrues on the Loan at the rate of 3 per cent. per annum, payable on the maturity date, being the first anniversary of the date of execution of the Loan Agreement. In the event that Signature Gold defaults with respect to any of its obligations under the Loan Agreement, or a material adverse change occurs with respect to the financial affairs of Signature Gold, or the Acquisition does not complete, all amounts owing to the Company (including accrued interest) shall become immediately due and payable upon written notice from the Company. The Loan Agreement is governed by English law.

8. Additional Information

- 8.1 The total cost and expenses payable by the Company in connection with the Transaction (including professional fees, commissions, the cost of printing and the fees payable to the registrars and the Takeover Panel) are estimated to amount to approximately £0.15 million (excluding VAT).
- 8.2 No inducement fee is payable in respect of the proposals set out in this document.
- 8.3 Peterhouse and Welbeck Associates, have given and have not withdrawn their written consent to the issue of this document with the references to it in the form and context in which they appear.
- 8.4 There is no agreement, arrangement or understanding (including any compensation arrangement) which exists between the members of the Concert Party or any person acting in concert with it and any of the Directors, recent directors of the Company, Shareholders or recent shareholders or any person interested or recently interested in shares of the Company having any connection with or dependence upon the proposals set out in this document.
- 8.5 No agreement, arrangement or understanding exists whereby the Ordinary Shares held by the Concert Party will be transferred to any other party.
- 8.6 As at the close of business on 27 April 2018 (being the latest practicable date prior to the publication of this document), Peterhouse did not hold any Ordinary Shares.
- 8.7 During the 12 months preceding 27 April 2018 (being the last practicable date prior to publication of this document), Peterhouse has not been dealing for value in relevant securities, acting as market maker and trading as principal.

9. Obtaining hard copies of information incorporated by reference

You may request a hard copy of any information incorporated into this document by reference by contacting Stratmin Global Resources Plc, 30 Percy Street, London W1T 2DB, United Kingdom. Telephone number +44 (0)20 3691 6160. It is important that you note that unless you make such a request, a hard copy incorporated into this document by reference will not be sent to you.

10. Documents on display

10.1 Copies of the following documents are available for inspection on request by a Shareholder, person with information rights, or other person to whom this document is sent at the Company's registered office at Stratmin Global Resources Plc, 30 Percy Street London W1T 2DB during normal business hours on any weekday (Saturdays, Sundays and public holidays in the UK excepted) from the date of this document until the conclusion of the General Meeting:

- 10.1.1 the Company's articles of association;
- 10.1.2 the consents referred to in paragraph 8.3 above;
- 10.1.3 irrevocable commitments;
- 10.1.4 the material contracts referred to in paragraph 7 above;
- 10.1.5 the Scheme Implementation Agreement; and
- 10.1.6 this document.

10.2 Copies of the Company's documents set out above in paragraph 10.1 of this section of the document are also available on the Company's website at the following address: <https://www.stratminglobal.com/investors/circulars>.

Date: 30 April 2018

DEFINITIONS

The following words and expressions shall have the following meanings in this document unless the context otherwise requires:

Acquisition	the proposed acquisition by the Company of the entire issued share capital of Signature Gold Limited
Act	Companies Act 2006 as amended
acting in concert	shall have the meaning ascribed thereto in the Takeover Code
Admission	the admission of the Placing Shares and Consideration Shares to trading on NEX in accordance with the NEX Rules
Board or Directors	the directors of the Company
Business Day	a day (other than a Saturday or Sunday) on which banks are open for general business in London
Company or Stratmin	Stratmin Global Resources Plc, incorporated in England and Wales under registered number 05173250
Consideration Shares	450,000,000 Ordinary Shares
Concert Party	As described on page 13
Directors' Shares	has the meaning given in Paragraph 5 of Part I
DTR	the Disclosure, Transparency and Guidance Rules being the rules and regulations made by the Financial Conduct Authority in its capacity as the UKLA under Part VI of FSMA, as amended and contained in the UKLA publication of the same name
Enlarged Group	the existing Group and, subject to completion of the Acquisition, Signature Gold
Enlarged Share Capital	the entire issued share capital of the Company immediately following completion of the Transaction, assuming the Placing is fully subscribed and no further Ordinary Shares are issued following the date of this document (except for Placing Shares and Consideration Shares)
Existing Ordinary Shares	the Ordinary Shares in issue as at the date of this document
Form of Proxy	the form of proxy for use at the General Meeting which accompanies this document
General Meeting	the general meeting of the Company, notice of which is set out at the end of this document
Group	the Company and its subsidiaries
Independent Director	Zeg Choudhry
Independent Shareholders	Shareholders excluding the Concert Party
Independent Shares	the Ordinary Shares held by Independent Shareholders
NEX	NEX Exchange Growth Market

NEX Rules	the NEX Exchange Growth Market – Rules for Issuers as published by NEX Exchange Limited
Notice of General Meeting	the notice of the General Meeting which is set out at the end of this document
Ordinary Shares	ordinary shares of 0.01 pence each in the capital of the Company
Placees	the subscribers for the Placing Shares pursuant to the Placing
Placing	the placing by the Company of the Placing Shares with the Placees, at the Placing Price
Placing Agreement	the agreement to be entered into between the Company and Peterhouse in respect of the Placing
Placing Price	2 pence per Placing Share
Placing Shares	50,000,000 Ordinary Shares to be issued pursuant to the Placing
Peterhouse	Peterhouse Corporate Finance Limited, with registered number 02075091 and with its registered office at New Liverpool House, 3rd Floor, 15-17 Eldon Street, London EC2M 7LD
Proposed Director	Bruce William John Fulton
Resolutions	the resolutions set out in the Notice of General Meeting
Rule 9 Waiver	the waiver by the Takeover Panel of the obligation of the Concert Party to make a general offer under Rule 9 of the Takeover Code (which would otherwise arise as a consequence of the Placing and Acquisition) granted by the Takeover Panel conditional upon the approval of the Independent Shareholders by the passing of the Whitewash Resolution on a poll
Shareholder(s)	holder(s) of Ordinary Shares
Takeover Code	The City Code on Takeovers and Mergers
Takeover Panel	the Panel on Takeovers and Mergers
Transaction	together, the Placing, the Acquisition and the Rule 9 Waiver
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland
voting rights	means all voting rights attributable to the share capital of the Company which are currently exercisable at a general meeting
Whitewash Resolution	the resolution numbered 3 set out in the Notice of General Meeting

STRATMIN GLOBAL RESOURCES PLC

(THE "COMPANY")

(Incorporated in England and Wales with registered no. 05173250)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of the Company will be held at 10.00 a.m. on 22 May 2018 at 30 Percy Street, London W1T 2DB, United Kingdom to consider and, if thought fit, pass the following resolutions. Resolutions 1, 2 and 3 will be proposed as ordinary resolutions; provided that Resolution 3 will be taken on a poll on which only Independent Shareholders (as defined in the Circular, as defined below) are entitled to vote. Resolution 4, will be proposed as a special resolution. For the purposes of the resolution, capitalised terms shall have the meaning ascribed to them in the circular of which this Notice of General Meeting forms part (the "**Circular**").

ORDINARY RESOLUTION

1. **THAT**, subject to the passing of Resolutions 2, 3 and 4, the Acquisition, substantially on the terms and subject to the conditions of the Scheme Implementation Agreement and Scheme (as described in the Admission document), including the purchase of shares in the capital of Signature Gold Limited from Brett Boynton (and his connected persons) as required by section 190 of the Companies Act 2006 ("**CA 2006**"), be and is hereby approved and that the Directors be and are hereby authorised to take all such steps as they consider necessary to effect the Acquisition.
2. **THAT**, subject to the passing of Resolutions 1, 3 and 4, and conditional on the Placing Agreement becoming unconditional in all respects (save for the passing of the Resolutions and Admission), the Directors be generally and unconditionally authorised in accordance with section 551 of the CA 2006, to exercise all powers of the Company to allot shares in the Company, and to grant rights to subscribe for or convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "relevant shares") up to an aggregate nominal amount of £69,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the commencement of the Annual General Meeting held in 2018 or 31 December 2018, whichever is earlier to occur, save that the Company may, before such expiry, make offer(s) or enter into agreement(s) which would or might require relevant shares to be allotted or granted after such expiry and the Directors may allot relevant shares in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired; and all unexercised authorities previously granted to the Directors to allot relevant shares be and are hereby revoked.
3. **THAT**, subject to the passing of Resolutions 1, 2 and 4, the waiver granted by the Panel on Takeovers and Mergers of any requirement under Rule 9 of The City Code on Takeovers and Mergers for the Concert Party and any Member of the Concert Party to make a general offer to shareholders of the Company as a result of subscribing for Placing Shares and/or receiving Consideration Shares and/or Directors' Shares up to a maximum of 503,333,333 Ordinary Shares, as is more fully described in the Circular, be approved.

SPECIAL RESOLUTIONS

4. **THAT**, conditional on the passing of Resolutions 1, 2 and 3, and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) for cash pursuant to the authority conferred by Resolution 2 or by way of sale of treasury shares, as if section 561(1) of the CA 2006 did not apply to any such allotment; provided that this authority shall be limited to:
 - (a) the allotment of up to 450,000,000 Ordinary Shares as Consideration Shares for the Acquisition;
 - (b) the allotment of up to 50,000,000 Ordinary Shares as Placing Shares to Placees in accordance with the Placing;
 - (c) the allotment of up to 3,333,333 Ordinary Shares as Directors' Shares;

- (d) the allotment of equity securities in connection with an offer to equity securities to the holders of Ordinary Shares in proportions (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional share entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
- (e) the allotment of equity securities (otherwise than pursuant to paragraphs (a) – (d) above) up to an aggregate nominal amount of £14,000;

and provided that this power shall expire on the commencement of the Annual General Meeting of the Company to be held in 2018 or 31 December 2018, whichever is earlier to occur (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may before the date of such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

BY ORDER OF THE BOARD

Zeg Choudhry

Date: 30 April 2018

Registered Office:

30 Percy Street
London
W1T 2DB
United Kingdom

Notes

- (i) The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), specifies that only those members registered in the Register of Members of the Company at the close of business on 20 May 2018 (or if the General Meeting is adjourned, members entered on the Register of Members of the Company not later than the close of business which is two working days before the date of the adjourned General Meeting) shall be entitled to attend, speak and vote at the General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the Register of Members of the Company after this time shall be disregarded in determining the rights of any person to attend, speak or vote at the General Meeting.
- (ii) A member entitled to attend, speak and vote at the General Meeting is entitled to appoint a proxy to exercise all or any of his/her rights to attend, speak and to vote instead of him/her. A proxy need not be a member of the Company but must attend the General Meeting in person. If a member wishes his/her proxy to speak on his/her behalf at the General Meeting he/she will need to appoint his/her own choice of proxy (not the Chairman) and give his/her instructions directly to them. Completion and return of a form of proxy will not preclude a member from attending, speaking and voting at the General Meeting or any adjournment thereof in person. If a proxy is appointed and the member attends the General Meeting in person, the proxy appointment will automatically be terminated. If you submit more than one valid proxy appointment, the appointment received last before the latest time for receipt of proxies will take precedence.
- (iii) A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please sign and date the form of proxy and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, simply write “the Chairman of the General Meeting”.
- (iv) A form of proxy is enclosed and details of how to appoint and direct a proxy to vote on each resolution are set out in the notes to the form of proxy. To be valid the form of proxy must be completed and signed, and lodged with the Registrars of the Company, Link Market Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time fixed for the General Meeting or for any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority. In the case of a member which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.

- (v) In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy. In the event that more than one of the joint holders purports to appoint a proxy, the appointment submitted by the first named on the Register of Members of the Company will be accepted to the exclusion of the other joint holder.
- (vi) Any company which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same shares. It is therefore no longer necessary to nominate a designated corporate representative.
- (vii) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) of the General Meeting by using the procedures described in the CREST Manual, being the document of that name issued by Euroclear UK & Ireland ("CREST Manual"). 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 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 instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 Company's agent (ID:RA10) no later than 48 hours before the General Meeting. 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 Applications Host) from which the Company'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.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland 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/her 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

- (viii) 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, and if no voting indication is given, a proxy may vote or abstain from voting at his/her or her discretion. A proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
- (ix) In order to revoke a proxy instruction a member will need to send a signed hard copy notice clearly stating your intention to revoke a proxy appointment to Link Market Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority. In the case of a member which is a company, the 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.

Except as provided above, members who have general queries about the General Meeting should write to the Company Secretary at the address of the Company's registered office. You may not use any electronic address provided either in this notice of General Meeting or any related documents (including the annual report and accounts and form of proxy) to communicate with the Company for any purposes other than those expressly stated.

