

THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY AND APPLICATION FORM ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or transferred all of your Ordinary Shares in the Company, please send this document and the accompanying Form of Proxy and Application Form to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. Such documents should not, however, be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you have sold or transferred only part of your holding of shares, you should retain these documents and contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The Existing Ordinary Shares are admitted to trading on AIM. Application will be made to London Stock Exchange plc for the Consideration Shares to be admitted to trading on AIM. It is expected that admission of the Consideration Shares to trading on AIM will become effective and that dealings will commence on 2 July 2018. The Consideration Shares will, on Admission, rank *pari passu* in all respects with, and will rank in full for all dividends and other distributions declared, made or paid in respect of, the Existing Ordinary Shares after the date of Admission.

REABOLD RESOURCES PLC

(Incorporated and registered in England and Wales under the Companies Act 2006 with company number 03542727)

Notice of General Meeting

Proposed allotment of 420,000,000 new Ordinary Shares in connection with the proposed acquisition of Gaelic Resources Limited

Authority to allot Ordinary Shares and Disapplication of Pre-emption Rights

Nominated Adviser

Beaumont Cornish Limited

You are recommended to read the whole of this document but your attention is drawn, in particular, to the letter from the Chairman of the Company explaining the background to, and reasons for, the Acquisition which is set out in this document and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting.

Notice of a General Meeting of the Company, to be held at the offices of Hill Dickinson LLP at 105 Jermyn Street, London SW1Y 6EE at 11.00 a.m. on 29 June 2018, is set out in Part II of this document. If you are unable to attend and vote at the General Meeting, a Form of Proxy for use at the meeting is enclosed. To be valid, Forms of Proxy should be completed, signed and returned so as to be received by the Registrars, Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA as soon as possible, but in any event so as to be received not later than 48 hours (excluding non-working days) before the time of the General Meeting, being 11.00 a.m. on 27 June 2018. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish. Please refer to the detailed notes contained in the Notice of General Meeting and the Form of Proxy.

If you hold your Ordinary Shares in uncertificated form (i.e. in CREST) you may appoint a proxy by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the

CREST Manual so that it is received by the Registrars (ID: 7RA11) by no later than 11.00 a.m. on 27 June 2018. The time of receipt will be taken to be the time from which the Company is able to retrieve the message by enquiry to CREST in the manner proscribed by CREST.

IMPORTANT INFORMATION

The distribution of this document and/or the accompanying Form of Proxy and Application Form in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any of those restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Company and the Directors accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Company and Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and makes no omission likely to affect the import of such information.

Copies of this document will be available free of charge during normal business hours on any weekday (except Saturdays, Sundays and public holidays) at the offices of Hill Dickinson LLP, 105 Jermyn Street, London SW1Y 6EE, from the date of this document to the date of Admission.

This document does not constitute or form part of any offer or invitation to buy, subscribe for, or sell Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. In particular, the Consideration Shares have not been, and will not be, registered under the United States Securities Act of 1933 as amended (the “**Securities Act**”) or qualified for sale under the laws of any state of the United States of America or under the applicable laws of any of Canada, Australia, the Republic of South Africa or Japan and, subject to certain exceptions, may not be offered or sold in the United States of America or to, or for the account or benefit of, US persons (as such term is defined in Regulation S under the Securities Act) or to any national, resident or citizen of Canada, Australia, the Republic of South Africa or Japan.

No person has been authorised to give any information or to make any representation about the Company and about the matters the subject of this document other than those contained in this document. If any such information or representation is given or made then it must not be relied upon as having been so authorised. The delivery of this document shall not imply that no change has occurred in the Company’s affairs since the date of issue of this document or that the information in this document is correct as at any time after the date of this document, save as shall be required to be updated by law or regulation.

Beaumont Cornish Limited (“**Beaumont Cornish**”), which is authorised and regulated in the United Kingdom by the FCA and is a member of the London Stock Exchange, is the Company’s nominated adviser for the purposes of the AIM Rules. Beaumont Cornish is acting exclusively for the Company and will not regard any other person (whether or not a recipient of this document) as a client and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for providing advice in relation to the contents of this document or any other matter referred to herein. Beaumont Cornish’s responsibilities as the Company’s nominated adviser under the AIM Rules for Nominated Advisers are owed to the London Stock Exchange and not to any other person. Beaumont Cornish has not authorised the contents of this document for any purpose and no liability whatsoever is accepted by Beaumont Cornish nor does it make any representation or warranty, express or implied, as to the accuracy of any information or opinion contained in this document or for the omission of any information. Beaumont Cornish expressly disclaims all and any responsibility or liability whether arising in tort, contract or otherwise which it might otherwise have in respect of this document.

The release, publication or distribution of this document and the accompanying Form of Proxy and Application Form in or into, jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes who are not resident in the United Kingdom should inform themselves about, and observe, any applicable restrictions. Shareholders who are in any doubt regarding such matters should consult an appropriate independent adviser in the relevant jurisdiction without delay. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. In particular, this document may not be distributed, directly or indirectly, in or into the United States of America, Canada, the Republic of South Africa, Australia or Japan. Overseas Shareholders and any person (including, without limitation, nominees and trustees), who have a contractual or other legal obligation to forward this document to a jurisdiction outside the UK should seek appropriate advice before taking any action.

This document has been prepared for the purposes of complying with the AIM Rules and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws or regulatory requirements of jurisdictions outside the United Kingdom. The statements contained in this document are not to be construed as legal, business,

financial or tax advice.

In accordance with the AIM Rules, this document will be available on the Company's website (www.reabold.com) from the date of this document, free of charge, subject to certain restrictions relating to persons in any jurisdiction where release, publication or distribution of this document would constitute a violation of the securities law of such jurisdiction. Neither the content of the Company's website nor any website accessible by hyperlinks to or on the Company's website is incorporated in, or forms part of, this document.

CONTENTS

	<i>Page</i>
STATISTICS	5
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	5
DIRECTORS, COMPANY SECRETARY AND ADVISERS	6
DEFINITIONS	7
PART I: LETTER FROM THE CHAIRMAN	10
PART II: NOTICE OF GENERAL MEETING	13

STATISTICS

Issue Price	0.725p
Number of Existing Ordinary Shares in issue as at the date of this document	2,832,165,896
Number of Consideration Shares	420,000,000
Enlarged Share Capital immediately following completion of the issue and allotment of the Consideration Shares*	3,252,165,896
Market capitalisation at Issue Price*	£23,578,203
Consideration Shares as a percentage of the Enlarged Share Capital*	12.91 per cent

*Assuming all the Consideration Shares are issued and that no Ordinary Shares are issued following the date of this document

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	2018
Publication of this Circular and the accompanying Form of Proxy	14 June
Latest time and date for receipt of completed Forms of Proxy and receipt of electronic proxy appointments via the CREST system for the General Meeting	11.00 a.m. on 27 June
General Meeting	11.00 a.m. on 29 June
Announcement of result of General Meeting	29 June
Admission and commencement of dealings in the Consideration Shares on AIM	8.00 am on 2 July

Each of the times and dates referred to above and where used elsewhere in this Circular refer to London time and are subject to change by the Company (with the agreement of Beaumont Cornish), in which case details of the new times and dates will be notified to the London Stock Exchange and the Company will make an appropriate announcement through a Regulatory Information Service.

The Company's SEDOL code is B95L055 and ISIN code is GB00B95L0551.

DIRECTORS, COMPANY SECRETARY AND ADVISERS

Directors	Jeremy Edelman (<i>Executive Chairman</i>) Sachin Oza (<i>Co-Chief Executive</i>) Stephen Williams (<i>Co-Chief Executive</i>) Anthony Samaha (<i>Non-Executive Director</i>)
Company Secretary	Anthony Samaha
Registered Office	The Broadgate Tower 20 Primrose Street London EC2A 2EW
Nominated Adviser	Beaumont Cornish Limited 29 Wilson Street London EC2M 2SJ
Legal Advisers to the Company	Hill Dickinson LLP The Broadgate Tower 20 Primrose Street London EC2A 2EW
Registrars	Neville Registrars Limited Neville House 18 Laurel Lane Halesowen West Midlands B63 3DA

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

“Acquisition”	the proposed purchase of the entire issued share capital of Gaelic Resources Limited
“Act”	the Companies Act 2006, as amended
“Admission”	admission to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules in respect of the relevant Consideration Shares
“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange as amended from time to time
“Articles”	the articles of association of the Company in force at the date of this document
“Beaumont Cornish”	Beaumont Cornish Limited, the Company’s nominated adviser
“Board” or “the Directors”	the directors of the Company, as at the date of this document, whose names are set out on page 6 of this document
“certificated” or “in certificated form”	an Ordinary Share recorded on the Company’s share register as being held in certificated form (namely, not in CREST)
“Circular” or “document”	this circular, dated 14 June 2018
“Company”	Reabold Resources plc a company incorporated in England and Wales with company number 03542727 whose registered office is at The Broadgate Tower, 8th Floor, 20 Primrose Street, London, England, EC2A 2EW
“Consideration Shares”	The 420,000,000 Ordinary Shares which are to be issued pursuant to the terms of the SPA
“CREST”	the relevant system (as defined in the CREST Regulations) for the paperless settlement of trades and the holding of uncertificated securities, operated by Euroclear, in accordance with the same regulations
“CREST Manual”	the rules governing the operation of CREST, as published by Euroclear
“CREST member”	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations)
“CREST participant”	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3875), as amended
“CREST sponsor”	a CREST participant admitted to CREST as a CREST sponsor
“CREST sponsored member”	a CREST member admitted to CREST as a sponsored member (which includes all CREST Personal Members)
“Enlarged Share Capital”	the issued Ordinary Share capital of the Company immediately following the issue of the Consideration Shares
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST
“Existing Ordinary Shares”	the 2,832,165,896 existing Ordinary Shares in issue at the date of this Announcement, all of which are admitted to trading on AIM
“FCA”	the Financial Conduct Authority of the UK
“Form of Proxy”	the form of proxy enclosed with this document for use in relation to the General Meeting

“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“General Meeting”	the general meeting of the Company, convened for 11.00 a.m. on 29 June 2018 or any adjournment thereof
“ISIN”	International Securities Identification Number
“Issue Price”	0.725p per Consideration Share
“London Stock Exchange”	London Stock Exchange plc
“Notice of General Meeting”	the notice convening the General Meeting, as set out in Part II of this document
“Ordinary Shares”	ordinary shares of £0.001 (0.1 penny) each in the capital of the Company having the rights and being subject to the restrictions contained in the Articles
“Overseas Shareholders”	Shareholders with registered addresses, or who are citizens or residents of, or incorporated in, countries outside of the United Kingdom
“Registrars”	Neville Registrars Limited
“Regulatory Information Service”	a service approved by the FCA for the distribution to the public of AIM announcements and included within the list on the website of the FCA
“Resolutions”	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting
“Securities Act”	the United States Securities Act of 1933, as amended
“Shareholders”	registered holders of Ordinary Shares
“SPA”	the share purchase agreement to be entered into between (1) Patrick Mahon (2) Abigail Samantha Jones (3) MOBFI (Overseas) S.A and (4) the Company, under which the Company is to acquire the entire issued share capital of Gaelic Resources Limited
“UK”	the United Kingdom of Great Britain and Northern Ireland
“uncertificated” or “in uncertificated form”	a share or other security recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST

A reference to £ is to pounds sterling, being the lawful currency of the UK, and to a penny to one hundredth of a pound sterling.

PART I

LETTER FROM THE CHAIRMAN

REABOLD RESOURCES PLC

(Incorporated and registered in England and Wales with company number 03542727)

To holders of Ordinary Shares and, for information only, to holders of options over Ordinary Shares

Directors:

Stephen Williams
Sachin Oza
Jeremy Edelman
Anthony Samaha

Registered office:

c/o Hill Dickinson LLP
The Broadgate Tower
20 Primrose Street
London
EC2A 2EW

Dear Shareholder,

Notice of General Meeting

Proposed allotment of 420,000,000 new Ordinary Shares in connection with the proposed acquisition of Gaelic Resources Limited

Authority to allot Ordinary Shares and Disapplication of Pre-emption Rights

1. Introduction

On 14 June 2018, the Company announced its intention to purchase the entire issued share capital of Gaelic Resources Limited, a private company limited by shares incorporated and registered in the Isle of Man. In consideration of the acquisition of the shares in Gaelic Resources Limited, the Company has agreed to issue the Consideration Shares at the Issue Price.

The Acquisition is conditional, amongst other things, upon Shareholders approving Resolutions 1 at the General Meeting that will grant to the Directors the authority to allot the Consideration Shares. The Resolutions are contained in the Notice of General Meeting set out in Part II of this document. Admission of the Consideration Shares is expected to occur no later than 8.00 a.m. on 2 July 2018 or such later time and/or date as the Nomad and the Company may agree.

The purpose of this document is to provide you with details of and the background to the Acquisition and to explain why the Directors believe that the Acquisition is in the best interests of the Company and its Shareholders as a whole.

The actions that you should take to vote on the Resolutions, and the recommendation of the Board, are set out in paragraph 6, respectively, of this letter.

2. Background to and reasons for the Acquisition

The Company is an investing company investing in the exploration and production ("E&P") sector. The Company's investing policy is to acquire direct and indirect interests in exploration and producing projects and assets in the natural resources sector, and consideration is currently given to investment opportunities anywhere in the world. As an investor in upstream oil & gas projects, Reabold aims to create value from each project by investing in undervalued, low-risk, near-term upstream oil & gas projects and by identifying a clear exit plan prior to investment.

Gaelic Resources Limited owns 100% of the interests in Temporary Energy LLC (a limited liability company registered in the state of California, United States of America) ("**Temporary**"). Temporary has the benefit of an earn-in agreement with Sunset Exploration, Inc ("**Sunset**") to earn into 50% of certain oil and gas licences owned by Sunset in California.

Temporary also has a master services agreement with an oilfield services company called Integrity Management Solutions, Inc. to have day to day management, operatorship and conduct of the drilling and exploration of the licence areas for which they charge a fee.

3. Details of the Acquisition

On 14 June 2018, the Company announced the acquisition of 100% of the issued share capital of Gaelic

Resources Ltd (“Gaelic”) for the issue of 420 million new Ordinary Shares of 0.1p in Reabold representing £3,045,000 at the closing price of 0.725p per share on AIM on 12 June 2018. The Acquisition provides Reabold with options to participate in multiple near-term, high-impact oil and gas leases in California, United States (the “Leases”).

Following completion of the Acquisition, Reabold, through Gaelic, will have the right to earn-in to 50% of the Leases by drilling up to five wells by the end of 2019. Reabold expects three of these wells to be drilled before the end of 2018 with the first two, on the West Brentwood and Monroe Swell Leases, anticipated to be drilled in Q3. In a success case, these wells will be put onto production, providing cashflow for further drilling activity.

The Leases are operated by Integrity Management Solutions (the “Operator”), a California operating company that will direct operational decisions pertaining to the licenses, and the five-well drilling programme earns Reabold projects with an Operator (non-compliant) estimated NPV of \$235m* net to Reabold and is expected to cost Reabold up to approximately \$7 million* for the five wells. .

The Acquisition is conditional, amongst other things, on the passing of Resolutions 1 at the General Meeting.

Under the terms of the SPA the Company has agreed to purchase the entire issued share capital of Gaelic Resources Limited in consideration for the issue of the Consideration Shares at the Issue Price.

The Consideration Shares to be issued to the vendors of Gaelic pursuant to the Acquisition will, when issued, represent 12.91% of the enlarged issue share capital following the issue of the Consideration Shares and will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive dividends and other distributions declared following Admission.

The vendors of Gaelic, have agreed to a lock-in period in respect of 75% of the Consideration Shares of six months from the date of issue and thereafter to orderly market arrangements for a further six months.

Further Information on the Leases

Monroe Swell Redevelopment:

- Currently redeveloping four out of seven existing production wells with oil in place of 1 million barrels*
- Operator (non-compliant) estimate of potential value to Reabold \$10 million*

Monroe Swell Drilling:

- 3D defined, high-impact shallow prospects
- Operator (non-compliant) potential resource of more than 4 million barrels of oil*
- Two-well programme to earn-in to 50% of the asset, the first to be drilled before the end of 2018, the second by mid-2019
- Both well sites permitted and ready to drill
- Operator (non-compliant) estimate of potential value to Reabold \$100m*

West Brentwood:

- Oil field with significant historic production
- Up-dip portion of the field expected to be undrained; well defined by 3D seismic
- 1-2 million barrels of oil in place*
- One-well programme to earn 50%
- Operator (non-compliant) estimate of potential value to Reabold of \$25 million*

Grizzly Island:

- Gas prospects with 50-90 bcf recoverable*
- Defined by 70 square mile 3D seismic grid
- Two well programme to earn into 50%
- Operator (non-compliant) estimate of potential value to Reabold: \$50-100M*

The Directors believe that the Leases provide high-impact opportunities in California and that with low drilling costs and a fast path to monetisation the Acquisition is a perfect fit with the Reabold strategy. The Directors also believe that Using Reabold shares to fund the acquisition of Gaelic allows the

Company to preserve cash that can be used for drilling activity, so enhancing near-term value-creation.

Further Information on Gaelic

The unaudited management accounts of Gaelic as at 31 May 2018 show net liabilities of £73,728 including a shareholder loan of £756,257 which is being assigned to Reabold as part of the Acquisition. The intention is that the assets of Gaelic will be revalued following the Acquisition to fair value such that net assets of Gaelic shall be £3,045,000, an amount equal to the consideration. For the five month period to 31 May 2018, these accounts also show a loss before taxation of £75,728.

Volumetric, NPV (net present value) and resource estimates according to Integrity Management Solutions as the operator of the Leases. **It should be noted that such estimates have not been prepared in accordance with any Reporting Standard under the AIM Rules and therefore should be treated with caution at this stage and should not be relied upon.*

4. Authority to allot Ordinary Shares

In order to give the Director's maximum flexibility to pursue opportunities presented to them in accordance with the Company's investing policy and to enable them to quickly and efficiently consider all potential financing alternatives the Directors are seeking Shareholders' authority to issue up to a further 1,632,749,615 Ordinary Shares in order to provide additional headroom for the future issue of further new Ordinary Shares. If such authority were to be granted, the 1,632,749,615 Ordinary Shares would represent approximately 50% of the enlarged issued share capital following the issue and allotment of the Consideration Shares.

5. General Meeting

The General Meeting of the Company, notice of which is set out in Part II of this document, is to be held at 11.00 a.m. on 29 June 2018 at the offices of Hill Dickinson LLP, 105 Jermyn Street, London SW1Y 6EE. The General Meeting is being held for the purpose of considering and, if thought fit, passing the Resolutions which are summarised below:

1. Resolution 1 is proposed as an ordinary resolution, to authorise the issue and allotment of the Consideration Shares under the terms of the SPA and, to be passed, more than half of the votes cast must be in favour of the resolution;
2. Resolution 2 is proposed as an ordinary resolution, to authorise the Directors to allot Ordinary Shares up to an aggregate nominal amount of £1,632,749.61 in addition to any existing authorities and, to be passed, more than half of the votes cast must be in favour of the resolution; and
3. Resolution 3 is proposed as a special resolution to authorise the Directors, under section 570(1) of the Act, to allot Ordinary Shares up to an aggregate nominal amount of £1,632,749.61 in addition to any existing authorities and, to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Save in respect of the allotment of the Consideration Shares, the Directors have no current intention to allot new Ordinary Shares, or rights to subscribe for or convert into Ordinary Shares, in the capital of the Company.

6. Action to be taken

You will find enclosed with this document a Form of Proxy for use by Shareholders at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon. To be valid, completed Forms of Proxy must be received by so as to be received by the Registrars at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA as soon as possible and in any event not later than 11.00 a.m. on 27 June 2018, being 48 hours (excluding non-working days) before the time appointed for holding the General Meeting. Completion of a Form of Proxy will not preclude you from attending the meeting and voting in person if you so choose.

7. Admission

Application will be made to the London Stock Exchange for the Consideration Shares to be admitted to trading on AIM. It is expected that Admission will become effective at 8.00 a.m. on 2 July 2018 and that dealings in the Consideration Shares will commence at that time.

8. Overseas Shareholders

The distribution of this document, the Form of Proxy to persons who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, or which are corporations, partnerships or other entities created or organised under the laws of countries other than the UK or to persons who are nominees of or custodians, trustees or guardians for citizens, residents in or nationals of, countries other than the UK may be affected by the laws or regulatory requirements of the relevant jurisdictions.

Accordingly, any persons into whose possession this document comes should inform themselves about and observe any applicable restrictions or requirements. No action has been taken by the Company that would permit possession or distribution of this document in any jurisdiction where action for that purpose is required. Any failure to comply with such restrictions or requirements may constitute a violation of the securities laws of any such jurisdiction.

9. Recommendation

The Directors believe that the passing of the Resolutions is in the best interests of the Company and Shareholders, taken as a whole. Accordingly the Directors unanimously recommend Shareholders to vote in favour of the Resolutions, as they will do in respect of their Ordinary Shares in the Company.

The Directors, holding collectively 189,000,000 Ordinary Shares representing 6.67% of the Existing Ordinary Shares of the Company, have irrevocably undertaken to vote in favour of the Resolutions.

The Acquisition is conditional, amongst other things, upon the passing of Resolution 1 at the General Meeting. Shareholders should be aware that if Resolution 1 is not approved at the General Meeting, the Acquisition will not proceed and the Company will not purchase the entire issued share capital of Gaelic Resources Limited.

Yours faithfully

Jeremy Edelman
Executive Chairman

PART II

NOTICE OF GENERAL MEETING

REABOLD RESOURCES PLC

(Incorporated and registered in England and Wales with company number 03542727)

NOTICE IS HEREBY GIVEN that a General Meeting of Reabold Resources plc (the “**Company**”) will be held at the offices of Hill Dickinson LLP, 105 Jermyn Street, London SW1Y 6EE at 11.00 a.m. on 29 June 2018 for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 and 2 will be proposed as ordinary resolutions and resolution 3 will be proposed as a special resolution.

Terms defined in the Circular to which this Notice is attached have the same meaning in this Notice.

ORDINARY RESOLUTION

- 1 **THAT** the issue and allotment of the Consideration Shares be and are hereby authorised for issue and allotment pursuant to the SPA.
- 2 **THAT** the Directors be and they are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of “relevant securities”) up to an aggregate nominal amount of **£1,632,749.61** provided such authority expires (unless previously renewed, varied or revoked by the Company in annual general meeting) at the conclusion of the next annual general meeting of the Company following the passing of this resolution save that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

SPECIAL RESOLUTION

3. **THAT**, subject to the passing of Resolution 2 above, and in addition to all existing authorities granted pursuant to section 570(1) of the Act, the Directors be and are hereby generally and unconditionally empowered pursuant to section 570(1) of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by resolution 2, as if section 561(1) of the Act did not apply to such allotment, provided that the power conferred by this resolution shall be limited to the allotment of equity securities for cash up to a maximum nominal amount of **£1,632,749.61** and shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018, save that the Company may before such expiry make an offer or agreement which would or might require shares in the Company to be allotted, or rights to be granted, after such expiry and the Directors may allot shares or grant rights in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

By order of the Board

Dated: 14 June 2018

Anthony Samaha
Company Secretary

Registered office of the Company:
The Broadgate Tower
20 Primrose Street
London
EC2A 2EW

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. If a member appoints more than one proxy in relation to the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by that member.
2. To appoint as a proxy a person other than the chairman of the meeting, a member must insert the proxy's full name in the box on the proxy form. If a member signs and returns a proxy form with no name inserted in the box, the chairman of the meeting will be deemed to be the member's proxy. Where a member appoints as a proxy someone other than the chairman, the member is responsible for ensuring that the proxy attends the meeting and is aware of the member's voting intentions. If a member wishes a proxy to make any comments on the member's behalf, the member will need to appoint someone other than the chairman and give them the relevant instructions directly.
3. A member which is a corporation is entitled to appoint one or more corporate representatives to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member. If a member which is a corporation appoints more than one corporate representative in relation to the meeting, each representative must exercise the rights attached to a different share or shares held by that member. In the case of a member which is a corporation, the proxy form must be executed under the corporation's common seal or signed on its behalf by a duly authorised officer of the corporation or an attorney for the corporation.
4. A Form of Proxy is enclosed. To be valid, the Form of Proxy (and any power of attorney or other authority (if any) under which it is signed) must be duly completed and signed and deposited at the office of the Registrars, Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not less than 48 hours (excluding non-working days) before the time for holding the meeting (or any adjourned meeting). Completion of a Form of Proxy does not preclude a member from attending and voting in person at the meeting if they so wish.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered in the Company's register of members at 11.00 a.m. on 27 June 2018 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes in the Company's register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting. If the meeting is adjourned, only those members entered in the Company's register of members 48 hours (excluding non-working days) before the time and date of the adjourned meeting shall be entitled to attend and vote at the adjourned meeting.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held on 19 March 2018 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate 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 must be transmitted so as to be received by the Company's Agent, Neville Registrars Limited (ID: 7RA11), no later than 48 hours (excluding non-working days) before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
8. CREST members and, where applicable, their CREST sponsor or voting service provider 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, to procure that his CREST sponsor or voting service provider takes) 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

9. 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.
10. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice or in any related documents to communicate with the Company for any purposes other than those expressly stated.
11. Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your reference number (as attributed to you by the Company or its registrars). The Company determines the purposes for which, and the manner in which, your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.
12. As at 13 June 2018 (being the last practicable date prior to the publication of this notice), the Company's issued share capital consisted of 2,832,165,896 Ordinary Shares, carrying one vote per share. Therefore, the total voting rights in the Company as at 13 June 2018 (being the latest practicable date prior to the posting of this document) were 2,832,165,896.