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If you are in any doubt as to the contents of this document and/or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your ordinary shares in Reabold Resources PLC (the “**Company**”), please forward this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can forward these documents to the person who now owns the ordinary shares.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy ordinary shares in Reabold Resources PLC.

REABOLD RESOURCES PLC

(incorporated and registered in England and Wales under number 03542727)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Shareholders of the Company to be held at 10:30 a.m. on 11 December 2018 at the offices of Hill Dickinson LLP at 105 Jermyn Street, St. James', London, SW1Y 6EE is set out at the end of this document. A Form of Proxy for use at the Annual General Meeting of Shareholders accompanies this document and, to be valid, must be completed and returned to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD as soon as possible but in any event to be received not later than at 10:30 a.m. on 7 December 2018 or 48 hours (excluding non-business days) before any adjourned meeting. Completion of a Form of Proxy will not preclude a Shareholder from attending and voting at the Annual General Meeting of Shareholders in person.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<u>Event</u>	<u>Expected time / date</u>
Publication of this document	16 November 2018
Latest time and date for receipt of forms of proxy	10:30 a.m. on 7 December 2018
Date and time of Annual General Meeting	10:30 a.m. on 11 December 2018

Notes:

- (1) All times shown in this document are London times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or date above changes. The revised times and/or dates will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange plc.
- (2) If the Annual General Meeting is adjourned, the latest time and date for receipt of forms of proxy for the adjourned meeting will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange plc.

LETTER FROM THE CHAIRMAN

REABOLD RESOURCES PLC

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

Directors:

Jeremy Edelman *(Non-Executive Chairman)*
Sachin Oza *(Co-Chief Executive)*
Stephen Williams *(Co-Chief Executive)*
Anthony Samaha *(Non-Executive Director)*
Marcos Mozetic *(Non-Executive Director)*
Michael Felton *(Non-Executive Director)*

Registered Office:

c/o Hill Dickinson LLP
8th Floor
The Broadgate Tower
20 Primrose Street
London
EC2A 2EW

To the Shareholders and, for information only, to the holders of warrants and options

16 November 2018

Dear Shareholder

Notice of Annual General Meeting

Introduction

I am writing to invite you to the Annual General Meeting of the Company to be held at 10:30 a.m. on 11 December 2018 at the offices of Hill Dickinson LLP at 105 Jermyn Street, St. James', London, SW1Y 6EE. The Notice of the Annual General Meeting is set out on pages 5 to 7 (inclusive) of this document.

This letter also explains why the Directors recommend that shareholders of the Company (the "**Shareholders**") vote in favour of the resolutions being proposed at the Annual General Meeting (the "**Resolutions**").

Explanatory notes to the Notice of Annual General Meeting

The notes on the following pages give an explanation of the proposed Resolutions. Resolutions 1 to 7 are proposed as ordinary resolutions. This means for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolution 8 is proposed as a special resolution. This means that for this Resolution to be passed, at least three quarters of the votes cast must be in favour of this Resolution.

Resolution 1 – Receiving and Adopting the Accounts

This is an ordinary resolution to receive and adopt the annual accounts of the Company for the financial year ended 31 December 2017 together with Directors' reports and auditors' report on those accounts.

Resolution 2 – Re-election of Director

The Board recommends the re-election of Sachin Oza as a Director of the Company who is retiring by rotation pursuant to article 83 of the Articles of Association of the Company (the "**Articles**"). Mr. Oza being eligible, offers himself for re-appointment.

Resolution 3– Re-election of Director

The Board recommends the re-election of Stephen Williams as a Director of the Company who is retiring by rotation pursuant to article 83 of the Articles. Mr. Williams being eligible, offers himself for re-appointment.

Resolution 4 – Re-appointment of Director

The Board recommends the re-appointment of Marcos Mozetic as a Director of the Company. Having been appointed to the Board following the Company's last annual general meeting, and in accordance with article 89 of the Articles, Mr. Mozetic offers himself for re-appointment.

Resolution 5 – Re-appointment of Director

The Board recommends the re-appointment of Michael Felton as a Director of the Company. Having been appointed to the Board following the Company's last annual general meeting, and in accordance with article 89 of the Article, Mr. Felton offers himself for re-appointment.

Resolution 6 – Appointment of Auditors

This is an ordinary resolution to grant the Directors the authority to appoint Mazars LLP as the Company's auditors, to hold office from the conclusion of the Annual General Meeting until the conclusion of the next annual general meeting at which the accounts are laid before the Company and to authorise the Directors to determine the auditors' remuneration.

Resolution 7 – Directors' Authority to Allot Shares

This is an ordinary resolution to grant the Directors the authority to allot and issue shares and grant rights to subscribe for shares in the Company for the purposes of Section 551 of the Companies Act 2006 (the "**Act**") up to the maximum aggregate nominal amount of £2,000,000. This Resolution replaces any existing authorities to issue shares in the Company and the authority under this Resolution will expire at the conclusion of the next annual general meeting of the Company.

Resolution 8 – Disapplication of Pre-emption Rights

Resolution 8 proposes to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act. This is a special resolution authorising the Directors to issue equity securities as continuing authority up to an aggregate nominal amount of £2,000,000 for cash on a non-pre-emptive basis pursuant to the authority conferred by Resolution 7 above. The authority granted by this Resolution will expire at the conclusion of next annual general meeting of the Company.

Action to be taken by Shareholders

Shareholders will find enclosed with this letter a Form of Proxy for use at the Annual General Meeting. The Form of Proxy should be completed and returned in accordance with the instructions printed on it so as to arrive at the Neville Registrars Limited at Neville House, Steelpark Road, Halesown, B62 8HD as soon as possible and in any event not later than at 10:30 a.m. on 7 December 2018. Completion and the return of the form of proxy will not prevent Shareholders from attending and voting at the Annual General Meeting should they so wish.

Recommendation

The Directors unanimously believe that the Resolutions are in the best interests of the Company and its Shareholders and unanimously recommend you to vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings in the Company.

Yours faithfully

Anthony Samaha
Company Secretary

REABOLD RESOURCES PLC

(a company incorporated in England and Wales under the Companies Act 1985 with registered number 03542727)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Reabold Resources PLC (the “**Company**”) will be held at 10:30 a.m. on 11 December 2018 at the offices of Hill Dickinson LLP at 105 Jermyn Street, St. James’, London, SW1Y 6EE, for the purpose of considering and, if thought fit, passing the following resolutions of which 1 to 7 (inclusive) will be proposed as ordinary resolutions, and resolution 8 will be proposed as a special resolution:

ORDINARY BUSINESS

- 1 To receive and adopt the financial statements of the Company for the financial year ended 31 December 2017 together with the reports of the Directors and the reports of the auditors thereon.
- 2 To re-elect Sachin Oza (who is retiring by rotation pursuant to article 83 of the Articles of Association of the Company (the “**Articles**”) as a Director of the Company.
- 3 To re-elect Stephen Williams (who is retiring by rotation in pursuant to article 83 of Articles) as a Director of the Company.
- 4 To re-appoint Marcos Mozetic (who offers himself for re-appointment in accordance with article 89 of Articles) as a Director of the Company.
- 5 To re-appoint Michael Felton (who offers himself for re-appointment in accordance with article 89 of Articles) as a Director of the Company.
- 6 THAT Mazars LLP be re-appointed as auditors of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next general meeting of the Company at which the accounts are laid before members and to authorise the Directors to determine the auditors’ remuneration.

SPECIAL BUSINESS

- 7 THAT in substitution for all existing authorities for the allotment of shares by the Directors, which are hereby revoked, but without prejudice to any allotment, offer or agreement already made pursuant thereto, 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 £2,000,000 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.

8 THAT the Directors are hereby empowered pursuant to section 570 of the Act to, subject to resolution 7 above, allot equity securities for cash pursuant to the authority conferred by resolution 7 as if section 561(1) of the Act did not apply to any such allotment provided that such power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in proportion (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 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
- (b) the allotment of equity securities (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £2,000,000;

and provided that this power shall expire on the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) following the passing of this resolution save that the Company may, before 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

Anthony Samaha
Company Secretary

16 November 2018

Registered Office:
c/o Hill Dickinson LLP
8th Floor
The Broadgate Tower
20 Primrose Street
London
EC2A 2EW

NOTES

- 1 Shareholders entitled to attend and to speak and vote are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
- 2 To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand to Neville Registrars Limited at Neville House, Neville House, Steelpark Road, Halesowen, B62 8HD no later than 10.30 a.m. on 7 December 2018.
- 3 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 4 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 instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: 7RA11) by 10.30 a.m. on 7 December 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 5 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 6 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.
- 7 The return of a completed proxy form will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
- 8 To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 10.30 a.m. on 7 December 2018 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 9 Any corporation 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 they do not do so in relation to the same shares.
- 10 Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.