

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, or other financial adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.**

If you have sold or otherwise transferred all your NQ Minerals plc shares, please send this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

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# **NQ Minerals plc**

*(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 09540926)*

## **Notice of Annual General Meeting**

***Arden Partners plc***  
Corporate Adviser and Broker

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Notice of the Annual General Meeting of NQ Minerals plc to be held at 11.00 a.m. on 28 June 2019 at the offices of DAC Beachcroft LLP, 25 Walbrook, London EC4N 8AF is set out at the end of this document.

A Form of Proxy for use at the Annual General Meeting is enclosed. To be valid, the Form of Proxy should be completed, signed and returned in accordance with the instructions printed on it to SLC Registrars at Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey KT13 0TS as soon as possible but in any event so as to arrive no later than 11.00 a.m. on 26 June 2019.

# NQ MINERALS PLC

*(incorporated and registered in England and Wales under company registration number 09540926)*

Registered office:  
C/O PKF Littlejohn  
2nd Floor  
1 Westferry Circus  
Canary Wharf  
London  
E14 4HD

31 May 2019

*To the shareholders of NQ Minerals plc (the “**Company**”) and, for information only, to the holders of the Company's options and warrants*

## Notice of Annual General Meeting

Dear Shareholder

I am pleased to be writing to you with details of our Annual General Meeting (“**AGM**”) which we are holding at 11.00 a.m. on 28 June 2019 at the offices of DAC Beachcroft LLP, 25 Walbrook, London EC4N 8AF. The formal notice of AGM is set out on page 4 of this document.

If you would like to vote on the resolutions but cannot come to the AGM, you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the AGM by using one of the methods set out in the notes to the notice of AGM. Appointing a proxy will not prevent you from attending and voting in person at the AGM.

The purpose of this letter is to give you notice, and explain certain elements, of the business to be considered at the meeting. If you have a question you wish to ask at the AGM it would assist us if you would please write to the Company Secretary at C/O PKF Littlejohn, 2nd Floor, 1 Westferry Circus, Canary Wharf, London E14 4HD.

I will deal below with the issues most frequently raised at the meeting.

### Resolutions

#### **Resolution 1 – to receive the annual report and accounts**

The Chairman will present the annual report and accounts for the year ended 31 December 2018 to the meeting. These accounts will also be available on the Company's website at [www.nqminerals.com](http://www.nqminerals.com) from today's date.

#### **Resolutions 2, 3 and 4 – re-appointment of Directors**

Resolutions 2, 3 and 4 deal with the re-appointment of certain of the Directors. These resolutions will be voted upon separately. The Directors standing for re-appointment are Kevin Puil, Colin Sutherland and Roger Jackson. Kevin Puil is standing for re-appointment because he was appointed since the date of the Company's last annual general meeting. Colin Sutherland and Roger Jackson are standing for re-election by rotation under the Company's articles of association.

#### **Resolutions 5 and 6 – re-appointment of auditors**

Resolution 5 relates to the re-appointment of HW Fisher & Company as the Company's auditors to hold office until the next AGM of the Company and Resolution 6 authorises the Directors to set their remuneration.

#### **Resolution 7 – allotment of share capital**

The terms of the resolution granting the Directors the authority to allot ordinary shares in the capital of the Company which was passed at the 2018 AGM state that such authority will expire at the conclusion of the next annual general meeting of the Company. In order to give the Directors the flexibility to raise further equity capital through the issue of new ordinary shares should they determine to do so in the interests of the Company, the Directors propose to seek £351,288 of authority to allot at the AGM, representing approximately 108 per cent. of the issued ordinary share capital of the Company as at 30 May 2019 (the latest practicable date before publication of this document).

As at the date of this letter, the Company does not hold any ordinary shares in the capital of the Company in treasury.

#### **Resolution 8 – disapplication of statutory pre-emption rights**

Resolution 8 will empower the Directors to allot ordinary shares in the capital of the Company for cash on a non-pre-emptive basis:

1. in connection with a rights issue or other pro-rata offer to existing shareholders; and
2. (otherwise than in connection with a rights issue) up to a maximum nominal value of £351,288, representing approximately 108 per cent. of the issued ordinary share capital of the Company as at 30 May 2019 (the latest practicable date before publication of this letter).

Your Board considers it appropriate to seek the levels of authority sought under Resolutions 7 and 8 in order to give the Directors flexibility as the Company moves to the next stage of its development.

#### **Recommendation**

The Board considers that the resolutions to be proposed at the AGM (the “**Resolutions**”) will promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings which amount, in aggregate, to 107,119,027 shares representing approximately 32.93 per cent. of the existing issued ordinary share capital of the Company.

Yours sincerely

**Brian Stockbridge**  
Chairman

# NQ Minerals plc

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 09540926)

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of NQ Minerals plc (the "**Company**") will be held at the offices of DAC Beachcroft LLP, 25 Walbrook, London EC4N 8AF on 28 June 2019 at 11.00 a.m. to transact the following business. Resolutions 1 to 7 (inclusive) will be proposed as ordinary resolutions. Resolution 8 will be proposed as a special resolution.

1. To receive the report of the directors, the accounts and the auditors' report on the accounts for the period ended 31 December 2018.
2. To re-appoint Kevin Puil as a director of the Company.
3. To re-appoint Colin Sutherland as a director of the Company.
4. To re-appoint Roger Jackson as a director of the Company.
5. To re-appoint HW Fisher and Company as auditors to the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
6. To authorise the directors to determine the auditors' remuneration.
7. THAT, in accordance with section 551 of the Companies Act 2006 (the "**Act**"), the directors of the Company be and are generally and unconditionally authorised to allot shares in the Company and 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 securities**") up to an aggregate nominal amount of £351,288, provided that this authority, unless duly renewed, varied or revoked by the Company, will expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, save that the Company may, before such expiry, make offers or agreements which would or might require relevant securities to be allotted after such expiry and, the directors may allot relevant securities in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.
8. That the directors be and are empowered, in accordance with section 570 of the Act, to allot equity securities (as defined in section 560(1) of the Act) 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 this power shall be limited to:
  - 8.1 the allotment of equity securities in connection with a rights issue or other pro-rata offer in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all those persons at such record date as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject in each case to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and
  - 8.2 the allotment (otherwise than pursuant to paragraph 8.1 above) of equity securities up to an aggregate nominal amount of £351,288,

and shall expire upon the expiry of the authority conferred by Resolution 7 above, except that the Company may make an offer or agreement before this power expires that would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

### Registered Office:

C/O PKF Littlejohn  
2nd Floor  
1 Westferry Circus  
Canary Wharf  
London  
E14 4HD

### By order of the Board:

PKF Littlejohn Corporate Services Limited  
Company Secretary

31 May 2019

## **Explanatory Notes:**

### **Entitlement to attend and vote**

1. The Company specifies that only those members registered on the Company's register of members at:
  - 6.30 p.m. on 26 June 2019; or
  - if this annual general meeting is adjourned, at 6.30 p.m. on the day two days prior to the adjourned meeting,

shall be entitled to attend and vote at the annual general meeting in accordance with Regulation 41 of the Uncertificated Securities Regulations 2001. 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 annual general meeting.

### **Appointment of proxies**

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the annual general meeting and you should have received a proxy form with this notice of annual general meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the annual general meeting to represent you. Details of how to appoint the Chairman of the annual general meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the annual general meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to the same share. To appoint more than one proxy please refer to the notes on the proxy form.

### **Appointment of proxy using hard copy proxy form**

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
  - completed and signed;
  - sent or delivered to SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey KT13 0TS; and
  - received by SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey KT13 0TS no later than 11.00 a.m. on 26 June 2019.
6. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
7. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. Please note that communications regarding the matters set out in this notice of annual general meeting will not be accepted in electronic form, other than as specified in the enclosed proxy form.

### **Appointment of proxy by joint members**

9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### **Changing proxy instructions**

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
11. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey KT13 0TS.
12. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

## **Termination of proxy appointments**

13. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey KT13 0TS.
14. In the case of a member which is a company, the revocation 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.
15. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
16. The revocation notice must be received by SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey KT13 0TS no later than 11.00 a.m. on 26 June 2019.
17. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
18. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.



