

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected as soon as possible for onward transmission to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares you should retain these documents.

The Existing Ordinary Shares are admitted to trading on the NEX Exchange Growth Market. Subject to the Resolutions being passed at the General Meeting, application will be made to NEX Exchange for the Consideration Shares to be admitted to trading on the NEX Exchange Growth Market. It is expected that admission of the Completion Shares will become effective and that dealings will commence on 19 May 2017, with the balance of the Consideration Shares to be issued and allotted and otherwise dealt with as further explained in this document.

The issue of the Consideration Shares pursuant to the Acquisition will not constitute an offer to the public requiring an approved prospectus under section 85 of the Financial Services and Markets Act 2000 as amended and, accordingly, this document does not constitute a prospectus for these purposes.

The Directors, whose names appear on page 4 of this document, and the Company, accept responsibility, collectively and individually, for the information contained in this document. To the best of the knowledge and belief of the Directors and the Company (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 does not omit anything likely to affect the import of such information.

NQ Minerals plc

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

Acquisition of Keen Pacific Limited and Notice of General Meeting

Daniel Stewart & Company plc
Corporate Adviser and Broker

You should read the whole of this document. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 9 to 16 (inclusive) of this document and which recommends you vote in favour of the Resolutions to be proposed at the General Meeting referred to in this document. Whether or not you intend to attend the General Meeting, you are encouraged to complete and return the enclosed Form of Proxy in accordance with the instructions printed on the form.

This document should be read in conjunction with the Notice of General Meeting and Form of Proxy. Notice of a General Meeting of the Company, to be held at the offices of DAC Beachcroft LLP, 100 Fetter Lane, London EC4A 1BN at 10.30 a.m. on 15 May 2017, is set out at the end of this document. Shareholders will find enclosed with this document a Form of Proxy for use in connection with the resolutions to be proposed at the General Meeting. To be valid the Form of Proxy must be completed and returned in accordance with the instructions printed thereon to the Company's Registrar, SLC Registrars, 42-50 Hershams Road, Walton-on-Thames, Surrey KT12 1RZ so as to be received as soon as possible but in any event no later than 10.30 a.m. on 11 May 2017. The completion and return of the Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they subsequently wish to do so.

Daniel Stewart is the trading name of Daniel Stewart & Company plc, which is a private company authorised and regulated by the Financial Conduct Authority. Daniel Stewart is acting as corporate adviser and broker to the Company in connection with the matters described in this document.

Persons receiving this document should note that Daniel Stewart will not be responsible to anyone other than the Company for providing the protections afforded to customers of Daniel Stewart or for advising any other person on the arrangements described in this document. Daniel Stewart has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Daniel Stewart for the accuracy of any information or opinions contained in this document or for the admission of any information. No representation or warranty, express or implied, is made by Daniel Stewart as to, and no liability whatsoever is accepted by Daniel Stewart in respect of, any of the contents of this document (without limiting the statutory rights of any person to whom this document is issued).

The new Ordinary Shares 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 of America, any province or territory of Canada, Australia, Japan, the Republic of South Africa or the Republic of Ireland nor will the new Ordinary Shares qualify for distribution under any of the relevant securities laws of the United States of America, Canada, Australia, Japan, the Republic of South Africa and the Republic of Ireland. Accordingly, subject to certain exceptions, the new Ordinary Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States of America, Canada, Australia, Japan, the Republic of South Africa or the Republic of Ireland. Overseas Shareholders and any person (including, without limitation, custodians nominees and trustees) who has a contractual or other legal obligation to forward this document to a jurisdiction outside the UK should seek appropriate advice before taking any action.

Any failure to comply with these restrictions may constitute a violation of relevant securities laws or regulations of the jurisdictions concerned.

It is the responsibility of any person receiving a copy of this document outside the United Kingdom, to satisfy themselves as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any other issue, transfer or other taxes due in such other territory. Persons (including, without limitation, nominees and trustees) receiving this document should not distribute or send this document into any jurisdiction when to do so would, or might contravene local securities laws or regulations.

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefor.

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FORWARD LOOKING STATEMENTS

All statements other than statements of historical facts included in this document, including, without limitation, those regarding the Group's and/or the Enlarged Group's financial position, business strategy, plans and objectives of management for future operations or statements relating to expectations in relation to dividends or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "plans", "will", "may", "anticipates", "would", "could" or similar expressions or the negative thereof, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Group's and/or the Enlarged Group's control that could cause the actual results, performance, achievements of or dividends paid by, the Group and/or the Enlarged Group to be materially different from future results, performance or achievements, or dividend payments expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's and/or the Enlarged Group's present and future business strategies and the environment in which the Group and/or the Enlarged Group will operate in the future. These forward-looking statements speak only as of the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the NEX Exchange Rules.

DIRECTORS, SECRETARY AND ADVISERS

Directors	Brian Stockbridge Walter Daniel Doyle Allen Vernon Ambrose Roger Alan Jackson Greg Lane Fredrick Bryan Smart	<i>(Non-Executive Chairman)</i> <i>(Chief Executive Officer)</i> <i>(Director)</i> <i>(Director)</i> <i>(Director)</i> <i>(Non-Executive Director)</i>
Company Secretary	Cargil Management Services Limited	
Company website	www.nqminerals.com	
Registered Office	27/28 Eastcastle Street London W1W 8DH	
Corporate Adviser and Broker	Daniel Stewart & Company plc 33 Creechurch Lane London EC3A 5EB	
Solicitors to the Company as to Australian Law	McCullough Robertson Level 11, 66 Eagle Street Brisbane Queensland 4000 Australia	
Solicitors to the Company as to English Law	DAC Beachcroft LLP 100 Fetter Lane London EC4A 1BN	
Registrars	SLC Registrars 42-50 Hersham Road Walton-on-Thames Surrey KT12 1RZ	

STATISTICS

Number of Ordinary Shares in issue as at the date of this document	167,325,070
Number of Completion Shares to be issued at Completion	70,636,918
Number of Ordinary Shares in issue on Admission (including the Completion Shares)	237,961,988
Completion Shares as a percentage of the Enlarged Issued Share Capital	29.68%

EXPECTED TIMETABLE FOR PRINCIPAL EVENTS

Date of this document	28 April 2017
Latest time and date for receipt of Forms of Proxy	10.30 a.m. on 11 May 2017
General Meeting	10.30 a.m. on 15 May 2017
Expected date of completion of the Acquisition	18 May 2017
Admission and dealings in the Completion Shares expected to commence on the NEX Exchange Growth Market	8.00 a.m. on 19 May 2017

- (1) The times and dates set out in the expected timetable of principal events above and mentioned throughout this document may be adjusted by the Company in consultation with Daniel Stewart, in which event details of the new times and dates will be notified to NEX Exchange, and where appropriate, Shareholders.
- (2) All references in this document to times are to London, England time unless otherwise stated.

DEFINITIONS

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

“Act”	the Companies Act 2006 (as amended);
“Acquisition”	the Company’s proposed acquisition of the entire issued share capital of Keen Pacific pursuant to the terms of the Acquisition Agreement;
“Acquisition Agreement”	the conditional sale and purchase agreement dated 21 April 2017 and entered into between the Vendors and the Company relating to the Acquisition, further details of which are set out in paragraph 6 of the letter from the Chairman of NQ Minerals set out in this document;
“Additional Financiers”	has the meaning given in paragraph 7 of the letter from the Chairman of NQ Minerals set out in this document;
“Additional Funding”	has the meaning given in paragraph 7 of the letter from the Chairman of NQ Minerals set out in this document;
“Admission”	the admission of the Completion Shares to trading on the NEX Exchange Growth Market becoming effective in accordance with the NEX Exchange Rules;
“AUD\$”	Australian dollars, the lawful currency of Australia;
“certificated form” or “in certificated form”	an Ordinary Share recorded on the Company’s share register as being held in certificated form (namely, not in CREST);
“Company” or “NQ Minerals”	NQ Minerals plc, a company registered in England and Wales with registered number 09540926;
“Completion”	completion of the Acquisition in accordance with the terms of the Acquisition Agreement;
“Completion Shares”	the 70,636,918 new Ordinary Shares to be allotted and issued by the Company at Completion to the Vendors pursuant to the terms of the Acquisition Agreement (and forming part of the Consideration Shares);
“Consideration Shares”	the new Ordinary Shares to be allotted and issued by the Company to the Vendors pursuant to the terms of the Acquisition Agreement, being 29.9% (rounded down, if not a whole number) of (a) the aggregate of (i) 165,606,957 Ordinary Shares, (ii) any shares to be issued pursuant to any rights existing immediately preceding Completion under any options, warrants or any other convertible or exchangeable instrument (unless and until those instruments have terminated without any share issue), and (iii) on a fully diluted basis, all (if any) Ordinary Shares issued or to be issued from time to time after the date of the Acquisition Agreement to shareholders of the Company or to third party providers of debt finance to the Company (and including any such shares which would be in issue following the exercise of any rights conferred by options, warrants or any other convertible or exchangeable instrument issued to any such shareholders or any such third party providers of debt finance to the Company) as part of a financing transaction undertaken solely to enable the Company to pay or redeem any of the cash consideration payable at Completion (excluding the AUD\$400,000 deposits already paid) or Loan Notes or for the provision of services by any third party providers, multiplied by (b) (100 divided by 70.1);
“CREST”	the relevant system (as defined in the Regulations) in respect of which Euroclear UK & Ireland Limited is the operator;

“Daniel Stewart”	Daniel Stewart & Company plc, a company registered in England and Wales with registered number 02354159, the Company’s corporate adviser and broker;
“Dealing Day”	a day on which the London Stock Exchange is open for business in London;
“Deposit”	AUD\$400,000 already paid by the Company to the Vendors on account of the cash consideration payable at Completion under the Acquisition Agreement, and which is non-refundable unless Completion does not occur by reason of the Vendors’ default;
“Directors” or “Board”	the directors of the Company whose names are set out on page 4 of this document, or any duly authorised committee thereof, and “Director” means any one of them;
“Enlarged Group”	the Group as enlarged by the Acquisition;
“Enlarged Issued Share Capital”	the issued share capital of the Company following the issue of the Completion Shares;
“Existing Ordinary Shares”	the 167,325,070 Ordinary Shares in issue at the date of this document, all of which are admitted to trading on the NEX Exchange Growth Market;
“First Financier”	KIWOZ Ltd, a company incorporated in New Zealand with company number 1970271;
“Financier’s General Securities”	has the meaning given in paragraph 7 of the letter from the Chairman of NQ Minerals set out in this document;
“Financier’s Share Mortgage”	has the meaning given in paragraph 7 of the letter from the Chairman of NQ Minerals set out in this document;
“Form of Proxy”	the form of proxy accompanying this document for use in connection with the General Meeting;
“General Meeting”	the general meeting (or any adjournment thereof) of the Shareholders to be convened pursuant to the Notice of General Meeting and to be held at the offices of DAC Beachcroft LLP, 100 Fetter Lane, London EC4A 1BN at 10.30 a.m. on 15 May 2017;
“General Securities”	has the meaning given in paragraph 6 of the letter from the Chairman of NQ Minerals set out in this document;
“Group”	the Company and its subsidiaries as at the date of this document;
“HGM”	Hellyer Gold Mines Pty Limited, a company registered in Australia with ACN 125 516 636;
“Independent Directors”	all of the Directors except Mr Jackson;
“Ivy Resources”	Ivy Resources Pty Limited, a company registered in Australia with ACN 161 324 429;
“Keen Pacific”	Keen Pacific Limited, a company registered in the British Virgin Islands with registered number 1477915;
“KIWOZ Facility Deed”	the loan facility deed entered into by the Company with the First Financier on 21 April 2017;
“KIWOZ Tranche A”	Tranche A under the KIWOZ Facility Deed, of AUD\$850,000;
“KIWOZ Tranche B”	Tranche B under the KIWOZ Facility Deed, of AUD\$7,650,000;
“Loan Notes”	fixed rate loan notes, further details of which are set out in paragraph 6 of the letter from the Chairman of NQ Minerals set out in this document;
“Mandatory Offer Obligation”	an obligation on the part of the Vendors to make a mandatory offer under Rule 9 of the Takeover Code;
“Majority Vendors”	Alpha Prime Investments Ltd and Ener-B Corporation, being two of the Vendors;

“MCAF Facility Deed”	the loan facility deed entered into by the Company with the Second Financier on 21 April 2017;
“MCAF Tranche A”	Tranche A under the MCAF Facility Deed, of AUD\$650,000;
“MCAF Tranche B”	Tranche B under the MCAF Facility Deed, of AUD\$5,850,000;
“NEX Exchange Growth Market”	the primary market for unlisted securities operated by NEX Exchange;
“NEX Exchange”	NEX Exchange Limited, a recognised investment exchange under section 290 of Financial Services and Markets Act 2000;
“NEX Exchange Rules”	the NEX Growth Market – Rules for Issuers, which set out the admission requirements and continuing obligations of companies seeking admission to and whose shares are admitted to trading on the NEX Growth Market;
“Notice of General Meeting”	the notice of general meeting set out at the end of this document convening the General Meeting;
“Ordinary Shares”	ordinary shares of £0.001 each in the capital of the Company;
“Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 01/3755), as amended;
“Resolutions”	the resolutions set out in the Notice of General Meeting;
“Second Financier”	MCAF NQM Nominees Limited, a company incorporated in New Zealand with company number 6270270;
“Shareholders”	holders of Existing Ordinary Shares and “Shareholder” shall be construed accordingly;
“Share Mortgage”	has the meaning given in paragraph 6 of the letter from the Chairman of NQ Minerals set out in this document;
“Takeover Code”	the City Code on Takeovers and Mergers;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland;
“US” or “United States”	the United States of America, each State thereof, its territories and possessions (including the District of Columbia) and all other areas subject to its jurisdiction;
“uncertificated” or “in uncertificated form”	an Ordinary Share recorded on the Company’s share register as being held in uncertificated form in CREST and title to which, by virtue of the Regulations, may be transferred by means of CREST; and
“Vendors”	Alpha Prime Investments Ltd, Ener-B Corporation, Roger Jackson, Alha Prime Commodities Ltd, Jay Chen, East End Ltd, Triari Global Sourcing Ltd, Brilliant Sun Corporate Ltd, Criterion Properties Ltd, Alan Mercer and Alpha Prime Group Ltd.

All quoted share prices contained in this document have been rounded to two decimal places.

LETTER FROM THE CHAIRMAN

NQ Minerals plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 09540926)

Directors:

Brian Stockbridge (Non-Executive Chairman)
Walter Daniel Doyle (Chief Executive Officer)
Allen Vernon Ambrose (Director)
Roger Alan Jackson (Director)
Greg Lane (Director)
Frederick Bryan Smart (Non-executive Director)

Registered Office:

27/28 Eastcastle Street
London
W1W 8DH

To Shareholders and, for information only, the holders of warrants to subscribe for Ordinary Shares

28 April 2017

Dear Shareholder,

Acquisition of Keen Pacific Limited and Notice of General Meeting

1. Introduction and summary

The Company announced, on Friday 21 April 2017, that it has conditionally agreed to purchase the entire issued share capital of Keen Pacific. The consideration payable for the Acquisition comprises AUD\$20 million in cash and Loan Notes and the allotment and issue of the Consideration Shares.

In order to fund the cash consideration payable at Completion and to finance the redemption of the Loan Notes to be issued pursuant to the terms of the Acquisition Agreement, the Company has raised AUD\$15 million, further details of which are set out at paragraph 7 below. The Company is in negotiations with other funders and has received indicative term sheets to cover the remaining AUD\$5 million to finance the balance of the loan note redemption and further non-binding indications to cover the Company's working capital requirements. Further announcements will be made in relation to this funding as soon as binding terms are agreed.

Upon completion of the Acquisition, the Completion Shares will rank *pari passu* with the Existing Ordinary Shares. Application will be made for the Completion Shares to be admitted to trading on the NEX Exchange Growth Market. The balance of the Consideration Shares will be issued and allotted to the Vendors over time, as increases in the Company's issued share capital permit without triggering an obligation on the part of the Vendors to make a mandatory offer under Rule 9 of the Takeover Code.

The Acquisition does not constitute a reverse takeover for the purposes of the NEX Exchange Rules.

As Roger Jackson is a Director and also one of the Vendors, the Acquisition constitutes a transaction with a director and therefore requires Shareholders' approval under section 190 of the Act.

The Acquisition is conditional on, *inter alia*, the Company obtaining approval from its Shareholders to grant the Board authority to allot the Consideration Shares and for the transaction with a Director, Mr Jackson. Accordingly, the General Meeting is being convened for the purpose of considering the Resolutions which will give the Directors the necessary authorities to complete the Acquisition.

This document contains details about NQ Minerals, Keen Pacific and the Acquisition and explains why the Independent Directors consider the Acquisition to be in the best interests of the Company and its Shareholders as a whole and why the Independent Directors recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document, as they and their immediate families and connected persons (within the meaning of section 252 of the Act) intend to do

in respect of their aggregate holdings of 103,000,000 Ordinary Shares representing approximately 61.56 per cent. of the Existing Ordinary Shares.

2. Background information on the Company

NQ Minerals is an Australia-based exploration and mining company, focusing on projects where past exploration work has established the presence of mineral occurrences. The Group is focused on two exploration projects known as Ukalunda and Square Post, in North Queensland, Australia. These projects are both located in prospective mining districts that form part of the well-known Charters Towers Gold Province, where more than 20 million ounces of gold has been mined.

The Ukalunda tenement lies midway between the Lake Dalrymple/Burdekin Dam and the historic Wirralie gold mine, which has produced 1.1 million ounces of gold to date. The Ukalunda project area contains multiple shows of mineralisation that are the same as other mineralisation shows discovered in mining districts around the world that host major ore bodies. This suggests that a major ore body may be present in this district. Historical wide-ranging exploration has been carried out at the Ukalunda permit area, which discovered some areas of rich mineralisation of gold, silver and a number of associated base metals.

The Square Post tenement lies close to the Flinders Highway, 10 kilometres north north east of Mingela and 50 kilometres south of Townsville. The exploration permit for minerals for the Square Post tenement covers the edge of the southern arm of the Harvey Range which is a major feature rising from the coast plains in the East to 536 metres at Mt Sugarloaf. Square Post's permit consists of 47 sub-blocks covering an area of around 168 square kilometres and is considered to be under-explored. Focus at Square Post is on breccia-hosted mineralisation at the Breccia Knob zone, and on quartz-vein hosted mineralisation at the Blue Doe-June Ellen Zone.

The Company's management team has decades of experience in the exploration and production of gold, silver and a variety of base metals.

3. Background information on Keen Pacific

Keen Pacific was incorporated in the British Virgin Islands on 23 April 2008. Keen Pacific Limited owns 100% of the issued share capital in Ivy Resources, which in turn owns 100% of the issued share capital in HGM. HGM owns the Hellyer Tailings Project, the collection of gold and base metals tailings projects at Hellyer, which is located near Waratah in western Tasmania. The Hellyer Tailings Project comprises the following principal assets:

- (a) Mining Lease CML 103M -1987 (subject to sublease agreement dated 6 July 2012);
- (b) the Hellyer Tailings Storage Facility;
- (c) a 1.6 Million tonne per annum Treatment Plant;
- (d) a 1.2 Million tonne per annum Dredge; and
- (e) associated infrastructure including roads, buildings, railway and electricity substation.

4. Reasons for the Acquisition

NQ Minerals' acquisition of the Hellyer Gold Mine allows the opportunity to fully process and bring the tailings to account. Held within four separate areas, the tailings total 11.24 mt, and comprise a JORC compliant resource estimated at 9.5 mt which is host to Gold at 2.61 g/t Au for 796,000 oz Au, Silver at 104 g/t Ag for 32 m oz Ag, Lead at 3.03% Pb for 287,800 tonnes and Zinc at 2.5% Zn for 237,900 tonnes. In addition to these tailings, the Hellyer Gold Mine assets include a large pre-existing mill facility and full supporting infrastructure, including a direct rail line to port. It also includes a fully permitted Consolidated Mining Lease CML 103M – 1987. NQ Minerals has identified a low capital cost approach using proven operating techniques to commercialise these tailings and generate significant business returns.

The acquisition is in line with the Company's strategy of focusing on polymetallic projects that can be brought into operation with early cash flow and where past exploration and evaluation work has established the presence of mineral occurrences. Furthermore the opportunity aligns strongly with the experience and expertise of the Company's management team.

5. Current Trading and Financial Position

NQ Minerals

In addition to working on the Acquisition, the Directors have continued to focus on the Company's two exploration projects known as Ukalunda and Square Post, in North Queensland, Australia. These projects are both located in prospective mining districts that form part of the well-known Charters Towers Gold Province, where more than 20 million ounces of gold has been mined. Further testing of bulk samples of the silver stockpiles at Sunbeam has produced encouraging results and the Directors have been working towards obtaining a mining lease to process the stockpile, generating cashflow. The Board expect to be able to make further announcements in relation to this in the short term. The Directors continue to be optimistic about the Group's growth potential and look forward to the future with confidence following completion of the Acquisition.

Keen Pacific

Work has been ongoing at the Hellyer site as part of the overall care and maintenance program as well as on activities that will be key to an effective and timely operational restart. These have included ongoing environmental sampling and dam inspections, plant and equipment inspection and evaluation with respect to refurbishment and tailings sampling and laboratory testing. The annual environmental report for the exploration permit will shortly be submitted to the Environmental Protection Authority. In addition, valuers have been conducting a detailed assessments of the equipment located at Hellyer for inclusion in the accounts of the Enlarged Group.

6. The principal terms and conditions of the Acquisition

Acquisition Agreement

On 21 April 2017, the Company entered into the Acquisition Agreement with the Vendors pursuant to which the Company has conditionally agreed to acquire the entire issued share capital of Keen Pacific. The consideration for the Acquisition is AUD\$20 million in cash and Loan Notes and the allotment and issue of the Consideration Shares.

Part of the cash consideration payable under the terms of the Acquisition Agreement is to be settled with the issue of AUD\$13 million of Loan Notes. The Company has already paid to the Vendors the Deposit which is non-refundable unless Completion does not occur by reason of the Vendors' default.

On Completion, the Company will allot and issue to the Vendors the Completion Shares; will pay to the Vendors, in aggregate, AUD\$7 million in cash less the Deposit; and will issue to the Vendors, in aggregate, AUD\$13 million of Loan Notes, redeemable as to AUD\$7 million one month after Completion and AUD\$6 million two months after Completion.

Completion of the Acquisition is conditional upon the passing of the Resolutions.

Pursuant to the terms of the Acquisition Agreement, the Vendors are giving customary warranties to the Company. The Vendors' liability for a breach of warranty is capped at, in aggregate, AUD\$10 million. A claim under the warranties must be made within 12 months of Completion or, in the case of tax and environmental warranties, six years from Completion. The Acquisition Agreement also contains a tax indemnity in favour of the Company and is governed by the law of England and Wales.

Loan Notes

On Completion, the Company will enter into two loan note deeds creating an aggregate of AUD\$13 million of Loan Notes. The principal amount will be drawn down by the Vendors on Completion. The loan notes are transferable to an affiliate of the holder, carry interest at 6% per annum payable on the redemption date and are redeemable in various circumstances including on certain specific dates after completion of the Acquisition as described above.

In addition, under the terms of the Acquisition Agreement, the Company agrees to grant security for the performance of its obligations under the Loan Notes. Details of the security to be granted are set out below.

Security

On Completion, the Company will grant or procure the grant to the Vendors of:

- (a) a charge over a specified percentage of the issued share capital of each of Keen Pacific, Ivy Resources and HGM (each a "**Share Mortgage**"); and

- (b) a general charge over the assets of each of the Company, Keen Pacific, Ivy Resources and HGM and a mortgage over the Hellyer Tailings Project Tenements (together, the “**General Securities**”),

as security for the redemption of the Loan Notes, the level of such security reducing proportionally as the Loan Notes are redeemed.

Each Share Mortgage will be first ranking and will be secured over a percentage of the issued shares in the relevant company calculated as follows:

$$\text{Vendors' security percentage (\%)} = \frac{a}{b} \times 100$$

where:

a = the aggregate amount outstanding from time to time (being AUD\$13 million immediately after completion); and

b = AUD\$20 million.

The General Securities will rank equally with equivalent security provided to the First Financier, the Second Financier and any Additional Financier (see below) and the Vendors and the financiers will share in the entitlements under those securities *pro rata* according to their indebtedness.

7. Financing of the Acquisition

KIWOZ Facility Deed

On 21 April 2017, the Company entered into the KIWOZ Facility Deed. The facility limit under the KIWOZ Facility Deed is AUD\$8.5 million. KIWOZ Tranche A, of AUD\$850,000, was drawn down by the Company on 28 April 2017. Once various conditions precedent to the facility have been satisfied, KIWOZ Tranche B, of AUD\$7,650,000, will be drawn down to enable the Company to make the cash payment of AUD\$6.6 million to be paid to the Vendors at Completion. The term of the loan under the KIWOZ Facility Deed is three years. The interest rate is 12% per annum accrued in arrears and is payable quarterly. The Company also provides standard undertakings, representations and warranties under the KIWOZ Facility Deed and under the various associated security documents.

Contemporaneously with Completion and as a condition of the drawdown of KIWOZ Tranche B, the Company will grant or procure the grant to the First Financier of:

- (a) a charge over a specified percentage of the issued share capital of each of Keen Pacific, Ivy Resources and HGM (each a “**Financier’s Share Mortgage**”); and
- (b) the following additional securities:
- (i) a charge over a specified percentage of all the present and future assets and undertakings of each of the Company, Keen Pacific, Ivy Resources and HGM;
 - (ii) a mortgage over a specified percentage of the Hellyer Tailings Project Tenements;
 - (iii) a charge over all the present and future assets and undertakings of NQ Minerals Pty Limited and Circle Resources Pty Ltd, each of which is a subsidiary of the Company; and
 - (iv) intra-group guarantees of the Company’s obligations from its subsidiaries including NQ Minerals Pty Ltd and Circle Resources Pty Ltd in favour of the First Financier, (collectively, the “**Financier’s General Securities**”).

Each of the Financier’s Share Mortgages will be first ranking and be secured over a percentage of issued shares in the relevant company calculated, in effect, as follows:

$$\text{Financier's security percentage (\%)} = \frac{a}{b} \times 100$$

where, at the relevant time:

a = all principal amounts of financial indebtedness owing to the Financier; and

b = the aggregate amount of all principal amounts owing to the Financier and the Vendors.

The number of issued shares which will be secured will adjust upon the redemption of the Vendors’ Loan Notes and upon any permitted financial accommodation advanced to the Company by additional financiers (“**Additional Financiers**”).

The Financier’s General Securities will rank equally with equivalent security provided over the property to the Vendors and the Second Financier and, so the Board anticipates, to any Additional

Financiers in respect of any Additional Funding (as defined below) and they and the First Financier will share in the entitlements under these securities *pro rata* according to their indebtedness.

The First Financier, the Vendors and the Second Financier are expected to enter into an inter-creditor deed to govern their relationship and the entitlements under the General Securities and the Financier's General Securities.

The terms of the Acquisition Agreement and the KIWOZ Facility Deed permit the Company to obtain further financial accommodation (including to refinance the Loan Notes) where such funding is to refinance existing funding or will serve to implement, enhance or sustain the Hellyer Tailings Project or where the absence of such further financial accommodation would impede the implementation of the Hellyer Tailings Project and the ability of the Company to deliver an optimum return ("**Additional Funding**").

MCAF Facility Deed

On 21 April 2017, the Company entered into the MCAF Facility Deed. The facility limit under the MCAF Facility Deed is AUD\$6.5 million. MCAF Tranche A, of AUD\$650,000, will be drawn down by the Company once various conditions precedent have been satisfied. Once further various conditions precedent to the facility have been satisfied, MCAF Tranche B, of AUD\$5,850,000, will be drawn down to enable the Company to redeem part of the Loan Notes to be issued to the Vendors at Completion. The term of the loan under the MCAF Facility Deed is three years. The interest rate is 12% per annum accrued in arrears and is payable quarterly. The Company also provides standard undertakings, representations and warranties under the MCAF Facility Deed and under the various associated security documents.

Contemporaneously with Completion and as a condition of the drawdown of MCAF Tranche B, the Company will grant or procure the grant to the Second Financier of a share charge and general securities, including guarantees, on the same basis as the First Financier details of which are set out above. As noted above, it is likely that there will be inter-creditor arrangements to which the Second Financier, the First Financier and the Vendors will be a party.

8. Options

First Financier Options

Pursuant to the terms of the KIWOZ Facility Deed, the Company has agreed to issue options over Ordinary Shares to the Financier in payment of the establishment and commitment fees for the facility with the option over 19,300,000 Ordinary Shares set out below having already been granted.

The terms of such options are:

Number of Ordinary Shares under option	Exercise Price	Earliest Exercise Date	Expiry Date
19,300,000	£0.08	Date KIWOZ Tranche A is advanced (being the date of the KIWOZ Facility Deed)	The date being five years from the date KIWOZ Tranche A is advanced (reducible to 1 year if KIWOZ Tranche B is not advanced by the First Financier)
45,000,000	£0.08	Date KIWOZ Tranche B is advanced (being the date of Completion)	The date being five years from the date KIWOZ Tranche B is advanced

Second Financier Options

Pursuant to the terms of the MCAF Facility Deed, the Company has agreed to issue options over Ordinary Shares to the Second Financier in payment of the establishment and commitment fees for the facility. The tranche A options are being granted to the extent existing shareholder authorities allow.

The terms of such options are:

Number of Ordinary Shares under option	Exercise Price	Earliest Exercise Date	Expiry Date
14,500,000	£0.08	Date MCAF Tranche A is advanced (being the date of the MCAF Facility Deed)	The date being five years from the date MCAF Tranche A is advanced (reducible to 1 year if MCAF Tranche B is not advanced by the First Financier)
34,500,000	£0.08	Date MCAF Tranche B is advanced (being the date of Completion)	The date being five years from the date MCAF Tranche B is advanced

9. Related party transaction and shareholder approval

Roger Jackson, a director of NQ Minerals, is also a shareholder of Keen Pacific. As a result, the proposed acquisition is a related party transaction under the NEX Exchange Rules. In addition, Mr Jackson has entered into a commission arrangement with the vendors of Keen Pacific in relation to the financing of the Hellyer project pursuant to which he will receive a fee of approximately AUD\$400,000 on Completion.

The Independent Directors consider, having consulted with Daniel Stewart, the Company's corporate adviser, that the terms of the related party transaction are fair and reasonable insofar as shareholders are concerned.

As one of the Directors is also one of the Vendors, the proposed acquisition by the Company of the shares in Keen Pacific will require the approval of the Shareholders of the Company pursuant to section 190 of the Act. The notice of General Meeting contains details of the resolution to be proposed in this respect. Completion of the Acquisition is conditional upon, *inter alia*, Shareholders' approval being obtained.

10. Orderly market provisions

The Vendors have undertaken to the Company and to Daniel Stewart that, subject to certain limited exceptions, any sale or disposal by the Vendors of any of their respective interests in the Consideration Shares and any other Ordinary Shares held by them and, in the case of individual shareholders, their connected persons, at any time during the period of 12 months following Admission, will be brokered through the Company's broker from time to time with a view to ensuring an orderly market in the Company's Ordinary Shares is maintained.

11. Takeover Code

The Takeover Code applies to the Company. Under the Takeover Code, if an acquisition of Ordinary Shares were to increase the aggregate holding of the acquirer and its concert parties to Ordinary Shares carrying 30 per cent. or more of the voting rights in the Company, the acquirer and, depending on the circumstances, its concert parties, would be required (except with the consent of The Panel on Takeovers and Mergers) to make a cash offer for the outstanding Ordinary Shares in the Company at a price not less than the highest price paid for Ordinary Shares by the acquirer or its concert parties during the previous 12 months. This requirement would also be triggered by any acquisition of Ordinary Shares by a person holding (together with its concert parties) Ordinary Shares carrying between 30 per cent. and 50 per cent. of the voting rights in the Company if the effect of such acquisition were to increase that person's percentage of the voting rights.

The Completion Shares will constitute 29.68% of the issued share capital of the Company as at Completion.

Following each occasion after Completion on which there is, for whatever reason, an increase in the issued ordinary share capital of the Company, and unless and until all of the Consideration Shares have been issued to the Vendors, the Company will calculate and discuss with the Majority

Vendors whether it is possible to issue some or all of the outstanding Consideration Shares to the Vendors without triggering a Mandatory Offer Obligation; and where and to the extent (and only where and to the extent) that it is so possible without triggering a Mandatory Offer Obligation, the Company shall as soon as reasonably practicable thereafter issue to the Vendors such number of additional Consideration Shares as may be so issued without triggering a Mandatory Offer Obligation. This process shall, if necessary, be repeated until all of the remaining Consideration Shares shall have been issued to the Vendors.

It is acknowledged and agreed in the Acquisition Agreement that, as between the Company and each of the Vendors, the responsibility to avoid triggering a Mandatory Offer Obligation, and the obligation to comply with a Mandatory Offer Obligation if the same should be triggered, is and remains the responsibility and obligation of the Vendors and neither the Company nor any other person assumes or shall be deemed to have assumed, any such responsibility or obligation or any duty of care to the Vendors in relation thereto.

12. Settlement and dealings

Application will be made for the Completion Shares to be admitted to trading on the NEX Exchange Growth Market. It is expected that Admission will occur at 8.00 a.m. on 19 May 2017. The balance of the Consideration Shares will, as noted above, be issued and allotted to the Vendors over time, as increases in the Company's issued share capital permit without triggering an obligation on the part of the Vendors to make a mandatory offer under Rule 9 of the Takeover Code.

The Consideration Shares will rank *pari passu* in all respects with the Ordinary Shares in issue when they are issued and allotted, including the right to receive all dividends and other distributions declared, made or paid on such Ordinary Shares on or after the date on which such Consideration Shares are issued and allotted.

13. General Meeting

The Directors do not currently have sufficient authority to allot and issue all of the Consideration Shares, to grant the second tranche of options to the First Financier and to grant all of the options to the Second Financier and may in future need additional authority for further Ordinary Shares, or options or warrants relating to Ordinary Shares, to be issued and allotted to funders or otherwise to raise cash in connection with the cash required to redeem the Loan Notes. In addition, the Directors may wish to issue and allot Ordinary Shares to raise money to fund the development of the Hellyer Tailings Project, other mineral interests of the Group from time to time and/or for general working capital purposes.

Accordingly, the Directors are seeking the approval of Shareholders at the General Meeting to allot the Consideration Shares, to grant the second tranche of options to the First Financier, to grant the options to the Second Financier and to allot free of statutory pre-emption rights up to 100,000,000 further Ordinary Shares, and to approve the transaction with Mr Jackson, a Director.

You will find set out at the end of this document a Notice of General Meeting of the Company to be held at the offices of DAC Beachcroft LLP, 100 Fetter Lane, London EC4A 1BN on 15 May 2017 at 10.30 a.m. at which the Resolutions will be proposed.

The Resolutions to be passed at the General Meeting are as follows:

(1) Allotment of Ordinary Shares

Resolution 1, which will be proposed as an ordinary resolution, is to authorise the Directors to allot the new Ordinary Shares in connection with the Acquisition, to grant the second tranche of options to the First Financier, to grant the options to the Second Financier and otherwise to allot relevant securities up to an aggregate nominal amount of £100,000 (representing approximately 42 per cent. of the Enlarged Issued Share Capital) provided that such authority shall expire on the date being fifteen months from the date of the passing of the resolution or, if earlier, the conclusion of the next annual general meeting of the Company.

(2) Substantial property transaction

Resolution 2, which will be proposed as an ordinary resolution, is to approve the acquisition by the Company from Roger Jackson, a director of the Company, of shares in Keen Pacific in accordance with the requirements of section 190 of the Act.

(3) Dis-application of pre-emption rights

Resolution 3, which will be proposed as a special resolution and which is conditional upon the passing of Resolution 1, grants authority to the Directors to grant the second tranche of options to the First Financier on a non-pre-emptive basis, to grant the options to the Second Financier on a non-pre-emptive basis and to allot equity securities for cash on a non-pre-emptive basis up to an aggregate nominal amount of £100,000 (representing approximately 42 per cent. of the Enlarged Issued Share Capital) provided that such authority shall expire on the date being fifteen months from the date of the passing of the resolution or, if earlier, the conclusion of the next annual general meeting of the Company.

The majority required to pass resolution 3 above is not less than 75 per cent. of the votes cast. Resolutions 1 and 2 above require a simple majority of the votes cast.

Shareholders should read the Notice of General Meeting at the end of this document for the full text of the Resolutions and for further details about the General Meeting.

The attention of Shareholders is also drawn to the voting intentions of the Independent Directors and connected parties as set out in the paragraph entitled "Recommendation" below.

14. Action to be taken

Set out at the end of this document you will find a notice convening a General Meeting to be held at the offices of DAC Beachcroft LLP, 100 Fetter Lane, London EC4A 1BN at 10.30 a.m. on 15 May 2017 to consider and, if thought fit, approve the Resolutions.

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the General Meeting. Whether or not Shareholders intend to be present at the General Meeting, they are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible and, in any event, so as to be received by the Company's registrars, SLC Registrars Limited, 42-50 Hersham Road, Walton-on-Thames, Surrey KT12 1RZ, not later than 10.30 a.m. on 11 May 2017. The completion and return of the Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

15. Recommendation

The Independent Directors consider that the Resolutions are in the best interests of the Company and would promote the success of the Company for the benefit of its Shareholders as a whole. Accordingly, the Independent Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their own beneficial shareholdings amounting, in aggregate, to 103,000,000 Ordinary Shares, representing approximately 61.56 per cent. of the Company's existing issued ordinary share capital.

Yours faithfully

Brian Stockbridge

Non-Executive Chairman

NQ Minerals plc

(Registered and incorporated in England and Wales with company number 09540926)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a general meeting of NQ Minerals plc (the “**Company**”) will be held at the offices of DAC Beachcroft LLP, 100 Fetter Lane, London EC4A 1BN at 10.30 a.m. on 15 May 2017 to consider and, if thought fit, to pass the following resolutions which in the case of Resolutions 1 and 2 will be proposed as ordinary resolutions and in the case of Resolution 3 will be proposed as a special resolution:

ORDINARY RESOLUTIONS

1. 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**”):

1.1 up to a maximum nominal amount of £171,050 (in connection with the proposed acquisition of the entire issued share capital of Keen Pacific Limited as described in the circular of the Company dated 28 April 2017 accompanying the notice of general meeting (the “**Circular**”) but for no other purpose);

1.2 up to an aggregate nominal amount of £94,000 (in connection with the proposed grant of options (the “**Options**”) to the First Financier and the Second Financier (as defined in the Circular) but for no other purpose);

1.3 up to an aggregate nominal amount of £100,000 (otherwise than pursuant to subparagraphs 1.1 and 1.2 above) representing approximately 42 per cent. of the Company’s Enlarged Issued Share Capital (as defined in the Circular),

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.

This resolution revokes and replaces all unexercised powers previously granted to the directors to allot relevant securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

2. THAT, the purchase by the Company of 3,333,000 shares in Keen Pacific Limited for the consideration described in the Circular from Roger Jackson, being a director of the Company, be approved for the purposes of section 190 of the Act.

SPECIAL RESOLUTION

3. THAT, subject to the passing of Resolution 1 above, the directors be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

3.1 the allotment of equity securities in connection with an offer by way of a rights issue:

3.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

3.1.2 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 other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any applicable regulatory body or stock exchange;

- 3.2 the allotment (otherwise than pursuant to sub-paragraph 3.1 above) of equity securities up to an aggregate nominal amount of £94,000 in connection with the grant of the Options;
- 3.3 the allotment (otherwise than pursuant to sub-paragraphs 3.1 and 3.2 above) of equity securities up to an aggregate nominal amount of £100,000 representing approximately 42 per cent. of the Company's Enlarged Issued Share Capital (as defined in the Circular),

provided that the power granted by this resolution 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 (unless renewed, varied or revoked by the Company prior to or on such date), save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and, the directors may allot equity securities in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

Registered Office:
27/28 Eastcastle Street
London
W1W 8DH

By order of the Board:
Cargil Management Services Limited
Company Secretary

28 April 2017

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 11 May 2017; or
 - if this 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 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 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 Meeting and you should have received a proxy form with this notice of 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 Meeting to represent you. Details of how to appoint the Chairman of the 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 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 more than one 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, 42-50 Hersham Road, Walton-on-Thames, Surrey KT12 1RZ; and
 - received by SLC Registrars, 42-50 Hersham Road, Walton-on-Thames, Surrey KT12 1RZ no later than 10.30 a.m. on 11 May 2017.
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 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 apply 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, 42-50 Hersham Road, Walton-on-Thames, Surrey KT12 1RZ.
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, 42-50 Hersham Road, Walton-on-Thames, Surrey KT12 1RZ.
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, 42-50 Hersham Road, Walton-on-Thames, Surrey KT12 1RZ no later than 10.30 a.m. on 11 May 2017.
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.

