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If you have sold or otherwise transferred all of your ordinary shares in Alecto Minerals plc (“Alecto” or the “Company”), please forward this document and the accompanying form of proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of ordinary shares, you should retain the documents and consult the stockbroker, bank manager or other agent through whom the sale or transfer was effected.

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*(Incorporated in England and Wales as a public limited company under number 05315922)*

## **NOTICE OF 2017 ANNUAL GENERAL MEETING**

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Notice of the Annual General Meeting of the Company to be held at the Washington Mayfair Hotel, 5 Curzon Street, London W1J 5HE on 30 June 2017 at 4:00 p.m. (the “AGM”) is set out on pages 4 to 6 of this document. A form of proxy is also attached at the end of this document for use in connection with the AGM. Forms of proxy should be completed and returned to the Company’s Registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR as soon as possible and in any event so as to be received not later than 48 hours before the time fixed for the AGM.

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**LETTER FROM THE CHAIRMAN OF ALECTO MINERALS PLC**

8 June 2017

**To Shareholders and, for information purposes only, to Option Holders and Warrant Holders**

**Notice of Annual General Meeting**

Dear Shareholder,

I am writing to give you details of the resolutions to be proposed at this year's Annual General Meeting which is to be held at 4:00 p.m. on Friday, 30 June 2017 at the Washington Mayfair Hotel, 5 Curzon Street, London W1J 5HE (the "AGM"). The resolutions are set out in the Notice of Annual General Meeting on pages 4 to 6 of this document.

**Ordinary business at the AGM**

**Resolution 1: Re-appointment of Director**

This is an ordinary resolution. The Board recommends the re-election of Dominic Doherty, who retires by rotation in accordance with Article 100 of the Company's Articles of Association ("Articles") and, being eligible, offers himself for re-election as an executive director.

Dominic was awarded a Queen's commission from the Royal Military Academy Sandhurst, and served eight years as a Regular Officer in the British Army retiring as a Captain. During a distinguished Army career, he was involved in combat and service operations throughout the world, including Europe, North America, West Africa and the Middle East. He is professionally trained in information and intelligence gathering and analysis and trained as a lawyer with a degree in Law from The University of Exeter. For over 15 years Dominic has worked throughout West Africa where he has forged strong bonds and close relationships. As one of the founding partners of Roc Resources, Dominic developed an alluvial gold opportunity in Mali, which he managed for two years.

Prior to working in Mali, Dominic was Head of Business Development for the Government of Dubai, and took a leading role interfacing with African producers for the UAE Government's "Masterplan for Diamonds" and enabling the Kimberley process in Africa and the Middle East. Most recently as Country Manager for African Mining and Exploration (now named Savannah Resources plc) Dominic progressed the Malian gold assets, including the Kossanto Gold Project, before they were sold to Alecto Minerals plc. Having spent 5 years living in Mali he has a thorough knowledge of the country and the opportunities it presents.

**Resolution 2: Re-appointment of Director**

This is an ordinary resolution. The Board recommends the re-election of Mark Jones, who retires by rotation in accordance with Article 100 of the Company's Articles of Association ("Articles") and, being eligible, offers himself for re-election as an executive director.

Mark Jones is a mining engineer with over 30 years' experience in mining production and associated businesses, 20 years of which have been spent in Africa. He has specific expertise in gold and base metals in Africa, Europe and the FSU. In his previous role as CEO of African Mining and Exploration plc (now Savannah Resources plc), Mark oversaw the development of the Kossanto Gold Project and his strong understanding of the project, and the broader resource arena, is highly beneficial to the Company. Previous positions also include CEO of Aurum Mining plc and Expert Explosives Ltd and Mark is currently a non-executive director of Tulpar Gold plc and Antracor Mining Ltd.

### Resolution 3: Auditors' appointment and remuneration

This is an ordinary resolution relating to the auditors' appointment and remuneration and constitutes usual business for the AGM.

### **Special business at the AGM**

#### Resolution 4: Section 551 authority

This is an ordinary resolution authorising the Directors to allot relevant securities up to an aggregate nominal amount of £250,000. Such authority, unless previously revoked or varied by the Company in a General Meeting, will expire at the commencement of the Company's next Annual General Meeting following this meeting or 30 June 2018, whichever is the earlier to occur.

#### Resolution 5: Section 570 authority and dis-application of Section 561(1)

This is a special resolution authorising the Directors to issue equity securities wholly for cash on a non-preemptive basis pursuant to the authority conferred by resolution number 4 above. This will allow the Board to allot shares without recourse to the Company's shareholders so that it can move quickly from time to time as it deems appropriate. Such authority, unless previously revoked or varied by the Company in a General Meeting, will expire at the commencement of the next Annual General Meeting following this meeting or 30 June 2018, whichever is the earlier to occur.

### **Form of Proxy**

A Form of Proxy for use at the AGM is enclosed. Please complete and sign the Form of Proxy and return it to the Company's Registrars at its address set out on page 1 above, so as to arrive no later than 48 hours before the time fixed for the AGM. The return of the Form of Proxy will not, however, prevent you from attending the AGM and voting in person should you wish to do so.

### **Board Recommendation**

The Board considers that each of the Resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommends that shareholders vote in favour of each of them.

Yours faithfully

**Toby Howell**  
**Non-Executive Chairman**

# ALECTO MINERALS PLC

*Incorporated in England and Wales as a public limited company under number 05315922*

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the members of Alecto Minerals plc (“**the Company**”) will be held at 4:00 p.m. on Friday, 30 June 2017 at the Washington Mayfair Hotel, 5 Curzon Street, London W1J 5HE (the “AGM”) for the following purposes:

### **Ordinary Business**

To consider and, if thought fit, to pass the following resolutions which shall be proposed as ordinary resolutions:

1. To re-elect Dominic Doherty, as a Director of the Company, who retires by rotation in accordance with Article 100 of the Articles of Association and, being eligible, offers himself for re-election;
2. To re-elect Mark Jones, as a Director of the Company, who retires by rotation in accordance with Article 100 of the Articles of Association and, being eligible, offers himself for re-election;
3. To appoint BDO LLP as auditors of the Company, to hold office until the commencement of the Company’s next Annual General Meeting and to authorise the Directors to determine their remuneration.

### **Special Business**

To consider and, if thought fit, to pass the following resolutions, of which resolution 4 will be proposed as an Ordinary Resolution and resolution 5 will be proposed as a Special Resolution:

4. THAT, the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £250,000 to such persons and at such times and on such conditions as the Directors think proper, provided that such authority, unless previously revoked or varied by the Company in a General Meeting, shall expire at the commencement of the Annual General Meeting next held after the passing of this resolution or 30 June 2018 (whichever is the earlier to occur) save that the Company may pursuant to the authority make an offer or agreement or other arrangement before the expiry of the authority 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 or other arrangement as if the power conferred hereby had not expired. This authority is in substitution for all previous authorities conferred upon the Directors pursuant to Section 551 of the Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.
5. THAT (subject to and conditional upon the passing of Resolution 4 above), the Directors be and are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) wholly for cash pursuant to the general authority conferred by Resolution 4 as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to allotments of equity securities:
  - (i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and

- (ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £250,000;

and such power, unless previously revoked or varied by the Company at a General Meeting, shall expire at the commencement of the Annual General Meeting next held after the passing of this resolution or 30 June 2018 (whichever is the earlier to occur) but so that the Company may before such expiry make an offer or agreement or other arrangement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement or other arrangement as if the power conferred by this resolution had not expired. The power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to Section 570 of the Act.

## BY ORDER OF THE BOARD

**Heytesbury Corporate LLP**  
*Company Secretary*

8 June 2017

Registered Office: 47 Charles Street  
London  
W1J 5EL

### NOTES:

1. A member entitled to attend, speak and vote at the AGM is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A proxy need not be a member of the Company but must attend the AGM to represent you.
2. Forms of proxy, together with any power of attorney or other authority under which it is executed or a notarially certified copy thereof, must be completed and, to be valid, must reach the Company's Registrars at Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR not less than 48 hours before the time appointed for the holding of the meeting.
3. If the appointer is a corporation, the form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
4. The appointment of a proxy does not preclude a member from attending and voting at the meeting.
5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
6. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (SI 2001/3755) Reg. 41(1) and (2) and paragraph 18 (c) The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, only those shareholders on the Register of Members at 4:00 p.m. on 28 June 2017 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, a shareholder must be entered on the Company's Register of Members at the time which is 48 hours excluding non business days before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
7. To appoint more than one proxy, you may photocopy the form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which in aggregate shall not exceed the number of shares held by you). Please also indicate if the proxy is part of a multiple set of instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to, or specifying a number in excess of those held by you, may result in the appointment being invalid. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's registrar.
8. As at the close of business on 7 June 2017, the Company's issued share capital comprised 5,272,314,850 ordinary shares of 0.01p each. Each ordinary share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 5,272,314,850.

9. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent 7RA36 by 4.00 p.m. on 28 June 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. In any case your proxy form must be received by the Company's registrars no later than 4:00 p.m. on 28 June 2017.