

## Alba Mineral Resources plc

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2014 Annual General Meeting of Alba Mineral Resources plc (the "Company") will be held at the offices of Memery Crystal LLP, 44 Southampton Buildings, London WC2A 1AP at 9:00 a.m. on 30 May 2014 for the following purposes:

**Ordinary Business:**

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

- 1) That the audited financial statements of the Company for the year ended 30 November 2013 together with the reports of the directors and auditors thereon be received, considered and adopted.
- 2) That Mike Nott who retires by rotation pursuant to the Company's articles of Association, be re-elected as a director of the Company.
- 3) That George Frangeskides who was appointed on 28 March 2014, be re-elected as a director.
- 4) That Nexia Smith & Williamson be reappointed as the auditors to the Company to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting of the Company.
- 5) To authorise the directors to fix the auditors' remuneration.

**Special Business:**

To consider and, if thought fit, pass the following resolutions of which resolution 6 will be proposed as an ordinary resolution and resolutions 7 and 8 as special resolutions:

- 6) That the directors of the Company be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 551 of the Companies Act 2006 ("the Act")) in the Company up to an aggregate nominal amount of £150,000, provided that this authority shall expire on whichever is the earlier of the conclusion of the next annual general meeting of the Company or the date falling fifteen months from the date of the passing of this resolution unless renewed or extended prior to or at such meeting, except that the Company may before the expiry of such period make offers or agreements which would or might require relevant securities to be allotted after the expiry of such period and the directors may allot relevant securities in pursuance of any such offers or agreements as if the authority hereby conferred had not expired. The authority conferred by this resolution shall be in addition to any previous authority to allot relevant securities conferred on the directors of the Company.
- 7) That the articles of association of the Company be amended by deleting the present article 3 and replacing it with the following new article 3:  
"3. The share capital of the Company is £2,167,500 divided into 750,000,000 ordinary shares of 0.1 pence each ("Ordinary Shares") having an aggregate value of £750,000 and 157,500,000 deferred shares of 0.9 pence each ("Deferred Shares") having an aggregate value of £1,417,500."
- 8) That, subject to and conditional upon the passing of resolution 6 and 7 above, the directors be and they are hereby authorised pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash and/or sell or transfer shares held in treasury (as the directors shall deem appropriate) as if sub-section (1) of section 561 of the Act did not apply to any such allotment, sale or transfer, provided that such authority shall be limited to:
  - a) the allotment of equity securities in connection with a rights issue or any other pro-rata offer in favour of holders of ordinary shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the directors may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws of any territory or the requirements of any recognised regulatory body, or stock exchange or otherwise; and
  - b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities for cash up to a maximum nominal amount of £75,000;

and such authority shall expire on whichever is the earlier of the conclusion of the next annual general meeting of the Company or the date falling fifteen months from the date of the passing of this resolution unless renewed or extended prior to or at such meeting, except that the Company may before the expiry of any authority contained in this resolution make offers or agreements which would or might require equity securities to be allotted and/or shares held in treasury to be sold or transferred after such expiry and the directors may allot equity securities and/or sell or transfer shares in pursuance of any such offers or agreements as if the authority hereby conferred had not expired.

**By order of the Board**

**Nigel Duxbury**  
Company Secretary

2 May 2014

**Registered Office:**  
2<sup>nd</sup> Floor  
116 College Road  
Harrow  
Middlesex HA1 1BQ

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
2. Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
3. An appointment of proxy is provided with this notice and instructions for use are shown on the form. In order to be valid, a completed appointment of proxy must be returned to the Company by one of the following methods
  - 3.1 in hard copy form by post, by courier or (during normal business hours) by hand to the Company's registrars (Share Registrars Limited) at the address shown on the form of proxy; or
  - 3.2 when submitted by email, to the email address stated on the form of proxy; or
  - 3.3 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,and in each case must be received by the Company not less than 48 hours before the time fixed for the meeting.  
Please note that any electronic communication sent to our registrars in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted.
4. To change your proxy instructions you may return a new proxy appointment using the methods set out above. 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 the Company's registrars, Share Registrars Limited. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
5. Appointment of proxies via CREST
  - 5.1 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
  - 5.2 In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, in order to be valid, must be transmitted so as to be received by the Company's agent (ID 7RA36) by the latest time for receipt of proxy appointments specified in the notice of meeting. 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 by enquiry to CREST in the manner prescribed by CREST.
  - 5.3 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.
  - 5.4 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
6. Only those shareholders registered in the Register of Members of the Company as at 9.00am 28 May 2014 (or, if the meeting is adjourned, on the date which is two days before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to the Register of Members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.
7. 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.
8. As at 30 May 2014 (being the last practicable day before the publication of this Notice), the Company's issued share capital consisted of 307,624,352 ordinary shares carrying one vote each. Therefore the total voting rights in the Company are 307,624,352.
9. 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:
  - 9.1 to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - 9.2 the answer has already been given on a website in the form of an answer to a question; or
  - 9.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
9. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at [www.albamineralresources.com](http://www.albamineralresources.com)
10. The following documents are available for inspection at the registered office of the Company during normal business hours on each weekday (public holidays excluded) and at the place of the annual general meeting for 15 minutes prior to and during the meeting:
  - copies of the executive directors' service contracts with the Company;
  - copies of letters of appointment of non-executive directors;