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If you have sold or otherwise transferred all of your Ordinary Shares in Alba Mineral Resources plc, please forward this document, together with the accompanying Form of Proxy, 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 onward transmission to the purchaser or transferee.

**This document does not constitute an offer to buy, acquire or subscribe for, or the solicitation of an offer to buy, acquire or subscribe for Ordinary Shares or an invitation to buy, acquire or subscribe for Ordinary Shares, nor does it constitute an admission document drawn up in accordance with the AIM Rules. This document does not constitute a prospectus and a copy has not been delivered to the Financial Conduct Authority. This document provides you with information about the Subscription but does not invite you to participate in it. Application will be made to the London Stock Exchange for the Subscription Shares to be admitted to trading on AIM. It is expected that admission to AIM will become effective and dealings in the Subscription Shares issued will commence at 8.00 a.m. on 28 March 2014.**

# Alba Mineral Resources plc

*(Incorporated and registered in England and Wales with registered number 05285814)*

## **Proposed subscription for 92,287,300 Subscription Shares of 0.1 pence each and 46,143,650 Subscriber Warrants**

**and**

### **Notice of General Meeting**

Northland Capital Partners Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, acts exclusively for the Company as nominated adviser to the Company and will not be responsible to any person other than the Company under the Financial Services and Markets Act 2000, the rules of the Financial Conduct Authority or otherwise for providing the protections afforded to its clients or for advising any other person in relation to the contents of this document, the Subscription or any matter, transaction or arrangement referred to in this document. The responsibilities of Northland Capital Partners Limited as the Company's nominated adviser under the AIM Rules for Nominated Advisers are owed solely to London Stock Exchange plc and are not owed to the Company or to any Director, shareholder or any other person, in respect of his decision to acquire shares in the Company in reliance on any part of this document, or otherwise. Northland Capital Partners Limited is not making any representation or warranty, express or implied, as to the contents of this document.

**This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 6 to 10 of this document and in which the Directors recommend that Shareholders vote in favour of the Resolutions with the Directors taking no part in any decision concerning the issue of Director Warrants to themselves.**

Notice of a General Meeting to be held at the offices of Memery Crystal LLP 44 Southampton Buildings, London WC2A 1AP at 9.00 a.m. on 27 March 2014 is set out on page 13 of this document. The Form of Proxy for use at the General Meeting which accompanies this document should be returned, together with the power of attorney or other authority (if any) under which the Form of Proxy is signed or a certified copy of such power or authority, to Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL by hand or by post so as to be received not less than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the meeting or any adjournment of it (as the case may be). Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they wish to do so.

The Subscription Shares as described in this document have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "**Securities Act**") or under the securities laws of any state of the United States, and may not be offered, sold, resold, transferred or delivered, directly or indirectly, within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offer of the Subscription Shares in the United States. The Subscription Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Subscription Shares or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States. Furthermore, the Subscription Shares have not been and will not be registered under the applicable laws of any of Australia, Canada, the Republic of South Africa or Japan and, subject to certain exceptions, may not be offered or sold to any national, resident or citizen thereof.

The distribution of this document in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe

such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. Subject to certain exceptions, this document is not for release, publication or distribution, directly or indirectly, in or into the United States, Australia, Canada, the Republic of South Africa, Japan or any jurisdiction where to do so might constitute a violation of local securities laws or regulations.

Copies of this document will be available for collection, free of charge, for a period of one month from the date of this document, at the Company's registered office during normal business hours (Saturdays, Sundays and public holidays excepted) and at the Company's website: [www.albamineralresources.com](http://www.albamineralresources.com).

## **FORWARD-LOOKING STATEMENTS**

This document includes "forward-looking statements" which include all statements other than statements of historical fact, including, without limitation, those regarding the Group's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Group's control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements and therefore undue reliance should not be placed on such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at 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 Group'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 AIM Rules.

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## Expected timetable of principal events <sup>(1)</sup>

	<b>2014</b>
Announcement of the Subscription and posting of circular	4 March
Latest time and date for receipt of Forms of Proxy	9.00 a.m. on 25 March
General Meeting	9.00 a.m. on 27 March
Admission of the Subscription Shares	8.00 a.m. on 28 March
Crediting of CREST accounts with the Subscription Shares	28 March
Posting of share certificates in respect of the Subscription Shares (if required)	by 11 April

## Subscription statistics <sup>(2)</sup>

Subscription Price	0.25 pence
Number of Existing Ordinary Shares	215,337,052
Number of Subscription Shares	92,287,300
Number of Ordinary Shares in issue immediately following Admission	307,624,352
Subscription Shares as a percentage of the Enlarged Share Capital	29.99 per cent.
Gross proceeds of the Subscription	£230,718
Estimated net cash proceeds of the Subscription <sup>(3)</sup>	£215,718
ISIN Code	GB00B06KBB18
SEDOL Code	B06KBB1

(1) Each of the times and dates refer to London time and are subject to change by the Company, in which case details of the new times and dates will be notified to the London Stock Exchange and the Company will make an appropriate announcement through a Regulatory Information Service.

(2) Other than in respect of the Existing Ordinary Shares in issue at the date of this document, the statistics assume that the maximum number of Subscription Shares is issued under the Subscription and that no other Ordinary Shares will be issued in the period between the date of this document and Admission.

(3) Net cash proceeds receivable by the Company are stated after deduction of estimated expenses of the Subscription of approximately £15,000.

## **Directors, secretary and advisers**

### **Directors**

Michael Nott - *Chairman and Group Managing Director*  
Sandy Archibald - *Technical Director*  
Nigel Duxbury - *Finance Director*

It is proposed that Sandy Archibald and Nigel Duxbury will resign as directors on completion of the Subscription and that Michael Nott will step down as Chairman and become Chief Executive Officer.

### **Proposed Director**

George Frangeskides (*Executive Chairman*)

### **Registered Office**

C/o Collins & Co.  
2<sup>nd</sup> Floor Rear  
116 College Road  
Harrow  
Middlesex  
HA1 1BQ

### **Company Secretary**

Nigel Duxbury

### **Nominated Adviser and Broker**

Northland Capital Partners Limited  
131 Finsbury Pavement  
London  
EC2A 1NT

### **Solicitors to the Company**

Memery Crystal  
44 Southampton Buildings  
London  
WC2A 1AP

### **Registrars**

Share Registrars Ltd  
Suite E, First Floor  
9 Lion and Lamb Yard  
Farnham  
Surrey  
GU9 7LL

## LETTER FROM THE CHAIRMAN

### **Alba Mineral Resources plc**

(Registered in England and Wales with company number 05285814)

*Directors:*

Michael Nott (*Chairman – CEO designate*)  
Sandy Archibald  
Nigel Duxbury

*Proposed Director:*

George Frangeskides (*Executive Chairman*)

*Registered Office:*

C/o Collins & Co.  
2<sup>nd</sup> Floor Rear  
116 College Road  
Harrow  
Middlesex  
HA1 1BQ

To Shareholders and Warranholders  
2014

4 March

### **Proposed Subscription and Notice of General Meeting**

Dear Shareholders and Warranholders,

#### **1. Introduction**

The Company announced today that it has conditionally raised £230,718 (before expenses) through the subscription by the Subscriber of 92,287,300 new Ordinary Shares at a price of 0.25 pence per Ordinary Share.

The Company has also agreed to grant the Subscriber warrants on the basis of one Ordinary Share for every two new Ordinary Shares subscribed. The warrants will be exercisable at a price of 0.3 pence (being a premium of 20 per cent. to the Subscription Price), at any time between (i) the date falling 12 months after Admission and (ii) the date falling 7 years after Admission.

**I am writing to set out the background to and reasons for the Subscription and to give you notice of the General Meeting to be held at 9.00 a.m. on 27 March 2014, formal notice of which is set out at the end of this document. The General Meeting is being convened for the purpose of proposing the Resolutions described in paragraph 9 below, which are necessary to implement, *inter alia*, the Subscription and to provide sufficient authority to allot further shares in the short term.**

#### **2. Overview**

As previously announced, our ability to finance exploration activities is dependent on being able to continue to raise funds and the Company continues to manage cash tightly. The Company has continued to look to raise additional funds to enable it to advance the development of its projects and consider other investment opportunities.

The Company is pleased to announce that it has conditionally raised £230,718 (before expenses) through the subscription of 92,287,300 new Ordinary Shares with the Subscriber, an investor with a background in the natural resources sector. These funds will be used to provide working capital, develop the Group's asset portfolio and investigate further opportunities.

Furthermore, in order to ensure that the Company is in a position to take advantage of other opportunities that may arise in the sector, the Board believes it is important to put in place now the requisite authorities to allot shares it may require to enable it to react quickly to any such opportunities, if

and when they arise.

### **3. Use of Proceeds**

The net cash proceeds of the Subscription are expected to amount to approximately £215,000 and will be used for working capital, the development and enhancement of the Group's project portfolio and to investigate other opportunities.

### **4. Information on the Subscription**

The Company is proposing to raise £230,718 (before expenses) by way of a Subscription of 92,287,300 new Ordinary Shares at the Subscription Price. The Subscription Shares will represent approximately 29.99 per cent. of the Enlarged Share Capital. The Subscription Price represents a discount of approximately 17 per cent. to the closing bid market price of 0.3 pence per Ordinary Share on 3 March 2014 (being the last Business Day before the announcement of the Subscription).

The Subscription is conditional, *inter alia*, on the passing of the Resolutions.

Application will be made for the Subscription Shares to be admitted to trading on AIM. It is expected that Admission will become effective at 8.00 a.m. on 28 March 2014.

The Subscription Shares will be issued credited as fully paid and will rank in full for all dividends and other distributions declared, made or paid after Admission and will otherwise rank on Admission *pari passu* in all respects with the Existing Ordinary Shares. The Subscription Shares are not being made available to the public and are not being offered or sold in any jurisdiction where it would be unlawful to do so.

### **5. Board**

Subject to Admission, due to other commitments, Sandy Archibald and Nigel Duxbury will resign as directors and George Frangeskides will be appointed as a new director of the Company. Nigel Duxbury will continue as Company Secretary and CFO in the short term and both Nigel Duxbury and Sandy Archibald will provide consultancy services as required to ensure a smooth transition. Michael Nott's role will change so that he steps down as Chairman and becomes CEO with a consequential increase in salary as detailed in paragraph 6 below.

Accordingly, the Board immediately following completion will comprise of:

George Frangeskides, (*Executive Chairman*), aged 43 years. George is based in the United Kingdom and has a broad range of experience gained from over 20 years in the legal and corporate advisory sectors in Australia and the United Kingdom. He is a director and founder of Berwick Capital, a corporate advisory firm based in the United Kingdom, which specialises in natural resources and which advises on projects and transactions in the mining and oil and gas sectors. Prior to establishing Berwick Capital, George practised as a lawyer focusing on corporate finance, commercial and capital market transactions, including at Clifford Chance in London and Allens Arthur Robinson in Sydney. George is a non-executive director of Artemis Resources Limited (ASX: ARV) and Shoshoni Gold Limited (CVE: SHJ).

Michael Nott, (*Chief Executive Officer*), aged 65 years. Mike has over 40 years of experience in mineral exploration and mining. He began his career as an exploration and mining geologist, moving into the management of aggregate quarrying operations and then to senior roles in the aggregate and industrial mineral sector. Mike is currently CEO of Magyar Mining Ltd and a director of AIM-listed Red



Rock Resources plc. Previous positions have included periods with ARC Southern Ltd, Hills Aggregates Ltd, as director and General Manager and Roan Consolidated Mines Ltd, as Exploration and Senior Mining Geologist.

The new Board is aware that it would be desirable to have at least one non-executive director and it intends to identify and appoint a suitable person to this role in due course and will consider appointing further directors with the complementary skills and experience to develop the Group's portfolio of assets as the need arises.

## 6. Directors' service agreements and emoluments

George Frangeskides will act as executive Chairman and he has entered into a service agreement with the Company, conditional on Admission. The service agreement is terminable by either party on 3 months notice. Under the terms of this agreement Mr. George Frangeskides will be entitled to a base salary of £48,000 per annum and will be devoting 2 days per week to his role as Chairman.

Michael Nott will, conditional on Admission, become Chief Executive Officer and his service agreement with the Company has been amended accordingly. The service agreement is terminable by either party on 3 months notice. Under the terms of this agreement Mr. Nott will be entitled to a base salary of £36,000 per annum (currently £30,000 per annum) and will be devoting 2 days per week to his role as Chief Executive Officer.

## 7. Warrants

The Company has constituted the New Warrants Instrument to create and issue, on and subject to Admission, New Warrants to subscribe for 15,000,000 Ordinary Shares (equivalent to 4.9 per cent. of the Enlarged Share Capital) to existing Directors, 5,000,000 Ordinary Shares or (equivalent to 1.6 per cent. of the Enlarged Share Capital) to the Proposed Director and 46,143,650 Ordinary Shares (equivalent to 15 per cent. of the Enlarged Share Capital) to the Subscriber. The New Warrants are exercisable at a price of 0.3 pence per share at any time between (i) the date falling 12 months after completion of the Subscription and (ii) the date falling 7 years after Admission.

The issue of the Director Warrants to Michael Nott, Sandy Archibald and Nigel Duxbury constitute related party transactions for the purposes of AIM Rule 13 (the "Related Party Transactions"). There are no independent directors for the purposes of providing the fair and reasonable statement required under AIM Rule 13 in respect of the Related Party Transactions. Northland Capital Partners Limited, the Company's Nominated Adviser, considers that the terms of the Related Party Transactions are fair and reasonable insofar as the Company's shareholders are concerned.

## 8. Directors' and Proposed Director's Interests

8.1 The interests of the Directors and Proposed Director (all of which are, unless otherwise stated, beneficial) in the issued share capital of the Company as at the date of this document and immediately following completion of the Subscription, the existence of which is known or which could, with reasonable diligence, be ascertained by a Director or Proposed Director are, and will be, as follows:

<b>Director/Proposed Director</b>	<b>Existing Number of shares</b>	<b>Following Admission per cent. of issued share capital</b>	<b>Number of shares</b>	<b>per cent. of issued share capital</b>
Michael Nott	18,160,606	8.4	18,160,606	5.9
Sandy Archibald	5,138,648	2.4	5,138,648	1.7
Nigel Duxbury	*8,371,694	3.9	8,371,694	2.7

George Frangeskides

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\* 2,171,647 are held in the name of RCTW Services Limited, a company of which Nigel Duxbury is a director

8.2 In addition to the interests referred to above, certain of the Directors are interested in existing warrants to subscribe for Ordinary Shares. The Directors' interests in these warrants are detailed below:

<b>Director/Proposed Director</b>	<b>Number of shares subject to warrants</b>	<b>Exercise Price</b>
Michael Nott	625,000 <sup>1</sup>	10 pence

<sup>1</sup>*Exercisable until 2 October 2016*

<b>Director/Proposed Director</b>	<b>Number of shares subject to warrants</b>	<b>Exercise Price</b>
Sandy Archibald	1,750,000 <sup>2</sup>	5.25 pence
Nigel Duxbury	3,090,750 <sup>2</sup>	5.25 pence

<sup>2</sup>*Exercisable until 18 April 2015*

<b>Director/Proposed Director</b>	<b>Number of shares subject to warrants</b>	<b>Exercise Price</b>
Michael Nott	5,000,000	0.3 pence
Sandy Archibald	5,000,000	0.3 pence
Nigel Duxbury	5,000,000	0.3 pence

*Exercisable from the first anniversary of the date of grant, being 18 September 2013, until 18 September 2020*

8.3 Further, under the Director Warrants, the Directors and the Proposed Director shall have the following interests from Admission:

<b>Director/Proposed Director</b>	<b>Number of shares subject to warrants</b>	<b>Exercise Price</b>
Michael Nott	5,000,000	0.3 pence
Sandy Archibald	5,000,000	0.3 pence
Nigel Duxbury	5,000,000	0.3 pence
George Frangeskides	5,000,000	0.3 pence

The New Warrants are exercisable at any time between the date falling 12 months after Admission and the date falling 7 years after the Admission.

## **9. General Meeting**

Set out on page 13 of this document is a notice convening a General Meeting of the Company to be held at the offices of Memery Crystal LLP, 44 Southampton Buildings, London WC2A 1AP at 9.00 a.m. on 27 March 2014. At the General Meeting, the following resolutions will be proposed:

1. *Resolution 1*: to authorise the Board pursuant to section 551 of the Act to allot Ordinary Shares for the purposes of (i) allotting the Subscription Shares, (ii) issuing the New Warrants up to an aggregate nominal amount of £158,430.95 and otherwise than pursuant to (i) and (ii) above, a maximum nominal

amount of £153,812 (representing approximately 50 per cent. of the Enlarged Share Capital);

2. *Resolution 2*: to amend the articles of association of the Company to increase the authorised share capital; and

3. *Resolution 3*: to disapply the statutory pre-emption rights contained in section 561(1) of the Act up to (i) an aggregated nominal value of £92,287.30 in connection with the Subscription and (ii) an aggregate nominal amount of £66,143.65 in connection with the New Warrants and otherwise up to an aggregate nominal amount of £153,812 (representing approximately 50 per cent. of the Enlarged Share Capital).

The Subscription is conditional, *inter alia*, on the passing of resolutions 1, 2 and 3.

## **10. Irrevocable Undertakings**

Irrevocable undertakings to vote in favour of the Resolutions have been received from the Directors in respect of 31,670,948 Ordinary Shares held by them representing, at the date of this document, approximately 15 per cent. of the Existing Ordinary Shares.

Irrevocable undertakings to vote in favour of the Resolutions have also been received from certain other shareholders in respect of 101,124,991 Ordinary Shares in aggregate held by them representing, at the date of this document, approximately 47 per cent. of the Existing Ordinary Shares.

## **11. Admission and Settlement**

Application will be made to the London Stock Exchange for Admission. It is expected that Admission will become effective at 8.00 a.m. on 28 March 2014.

## **12. Action to be taken by Shareholders in respect of the General Meeting**

Shareholders will find enclosed with this document a Form of Proxy for use at the General Meeting. Whether or not you propose to attend the General Meeting in person, you are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed on it as soon as possible, but in any event so as to be received, by post or, during normal business hours only, by hand, at Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL **by no later than 9.00 a.m. on 25 March 2014** (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a working day)).

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in the event of your absence. **The completion and return of the Form of Proxy will not prevent you from attending and voting at the General Meeting, or any adjournment thereof, in person should you wish to do so.**

## **13. Recommendation**

**The Directors believe that the Subscription is in the best interests of the Company and Shareholders as a whole. The Directors also believe that the issue of the Director Warrants (with each Director taking no part in any decision concerning the issue of such warrants to himself) is in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do (or procure be done) in respect of their own beneficial holdings totalling 31,670,948 Ordinary Shares, representing approximately 15 per cent. of the Existing Ordinary Shares.**

Yours faithfully

**Michael Nott**

*Chairman*

## Definitions

The following definitions apply throughout this document (including the Notice of General Meeting) and the Form of Proxy unless the context requires otherwise:

<b>"Admission"</b>	the admission of the Subscription Shares to trading on AIM and such admission becoming effective in accordance with the AIM Rules;
<b>"AIM"</b>	the AIM market of the London Stock Exchange;
<b>"AIM Rules"</b>	the AIM rules for Companies published by the London Stock Exchange;
<b>"Business Day"</b>	any day on which banks are generally open in England and Wales for the transaction of business, other than a Saturday, Sunday or public holiday;
<b>"Company"</b>	Alba Mineral Resources plc;
<b>"Companies Act" or "Act"</b>	the Companies Act 2006;
<b>"CREST"</b>	a relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations);
<b>"Directors" or "Board"</b>	the directors of the Company at that time;
<b>"Director Warrants"</b>	New Warrants to be granted to the existing Directors and the Proposed Director for up to an aggregate of 20,000,000 Ordinary Shares, further details of which are set out in paragraph 7 of this document;
<b>"Enlarged Share Capital"</b>	the 307,624,352 Ordinary Shares in issue immediately following completion of the Subscription (assuming no other Ordinary Shares are issued between the date of this document and Admission);
<b>"Euroclear"</b>	Euroclear UK & Ireland Limited;
<b>"Existing Ordinary Shares"</b>	the 215,337,052 Ordinary Shares in issue at the date of this document;
<b>"Form of Proxy"</b>	the form of proxy for use in connection with the General Meeting;
<b>"General Meeting"</b>	the general meeting of the Company to be held at 9.00 a.m. on 27 March 2014 at the offices of Memery Crystal LLP, 44 Southampton Buildings, London WC2A 1AP or any adjournment thereof, notice of which is set out in the Notice of General Meeting;
<b>"Group"</b>	the Company and its subsidiaries;
<b>"London Stock Exchange"</b>	London Stock Exchange plc;
<b>"New Warrants"</b>	the warrants to subscribe for Ordinary Shares, being each of the Director Warrants and the Subscriber Warrants, constituted by the

New Warrants Instrument;

<b>“New Warrants Instrument”</b>	the warrant instrument of the Company to be issued subject to Admission in respect of the New Warrants, further details of which are set out in paragraph 7 of this document;
<b>"Notice of General Meeting"</b>	the notice convening the General Meeting which is set out at the end of this document;
<b>"Ordinary Shares"</b>	ordinary shares of 0.1pence each in the share capital of the Company;
<b>"Proposed Director"</b>	the proposed director of the Company whose name is set out on page 5 of this document;
<b>"Regulatory Information Service"</b>	the regulatory information services approved by the London Stock Exchange for the distribution of AIM announcements;
<b>"Resolutions"</b>	the resolutions to be proposed at the General Meeting, details of which are set out in the Notice of General Meeting;
<b>"Shareholders"</b>	the holders of Ordinary Shares from time to time;
<b>"Subscriber"</b>	the subscriber of Subscription Shares and Subscriber Warrants;
<b>"Subscription Price"</b>	0.25 pence per Subscription Share;
<b>"Subscription"</b>	the conditional subscription of the Subscription Shares and the Subscriber Warrants by the Subscriber;
<b>"Subscription Shares"</b>	the 92,287,300 new Ordinary Shares to be issued pursuant to the Subscription; and
<b>"Subscriber Warrants"</b>	New Warrants to be granted to the Subscriber up to an aggregate of 46,143,650 Ordinary Shares, further details of which are set out in paragraph 7 of this document.

# Alba Mineral Resources plc

(Registered in England and Wales with company number 05285814)

## NOTICE OF A GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a 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 27 March 2014 for the purposes of considering and, if thought fit, passing the following resolutions with resolution 1 being proposed as an ordinary resolution and resolutions 2 and 3 being proposed as special resolutions. Capitalised terms shall have the meanings given in the circular to shareholders issued by the Company dated 4 March 2014, containing this Notice of General Meeting, save where otherwise specified.

### ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the Act, the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Relevant Securities**") up to an aggregate nominal amount of:

(i) £92,287.30 for the purposes of the allotment of the Subscription Shares;

(ii) £66,143.65 for the purposes of the New Warrant Instrument; and

(iii) otherwise than pursuant to sub-paragraphs (i) and (ii) above, a maximum nominal amount of £153,812 (representing approximately 50 per cent. of the Enlarged Share Capital)

such authority, unless renewed, varied or revoked by the Company, to expire on the conclusion of the annual general meeting of the Company to be held in 2015, save that the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities or equity securities, as the case may be, to be allotted after such expiry and the Directors may allot Relevant Securities or equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

### SPECIAL RESOLUTIONS

2. **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 so as to increase the Company's authorised share capital;

"3. The share capital of the Company is £1,967,500 divided into 550,000,000 ordinary shares of 0.1 pence each ("Ordinary Shares") having an aggregate value of £550,000 and 157,500,000 deferred shares of 0.9 pence each ("Deferred Shares") having an aggregate value of £1,417,500."

3. **THAT**, subject to the passing of resolutions 1 and 2 above and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 1 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

(i) the allotment of equity securities up to an aggregate nominal amount of £92,287.30 in connection with the allotment of the Subscription Shares;

(ii) the allotment of equity securities up to an aggregate nominal amount of £66,143.65 in connection with the New Warrants Instrument; and

(iii) otherwise than pursuant to sub-paragraphs (i) and (ii), the allotment of equity securities up to an



aggregate nominal value of £153,812

and shall expire upon the expiry of the general authority conferred by resolution 1 above (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

*By order of the Board*  
Alba Mineral Resources plc  
*Company Secretary*

4 March 2014

*Registered Office:*  
C/o Collins & Co.  
2<sup>nd</sup> Floor Rear  
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 9.00 a.m. on 25 March 2014 (or, if the meeting is adjourned, on the date which is 48 hours 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. 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:

- 8.1 to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- 8.2 the answer has already been given on a website in the form of an answer to a question; or
- 8.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.