

**Company number 05357433**

**THE COMPANIES ACT 2006**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**ALEXANDER MINING PLC**

(the “Company”)

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**NOTICE OF SPECIAL AND ORDINARY RESOLUTIONS OF THE  
SHAREHOLDERS OF THE COMPANY**

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Notice is hereby given that the following resolutions were duly passed by the shareholders of the Company entitled to vote at the General Meeting duly convened and held at the offices of Druces LLP, Salisbury House, London Wall, London, EC2M 5PS at 11:30am on Friday 28 June 2019.

**SPECIAL RESOLUTION**

**RESOLUTION 1**

1. THAT, with effect from the close of business on the date of this resolution (or such other time or date as the Board of Directors of the Company may determine):
  - 1.1 each of the issued ordinary shares of 0.1 pence each in the capital of the Company (each an “Existing Ordinary Share”) on the register of members of the Company as at 5.00 pm on 28 June 2019 (or such other date as the Board of Directors of the Company may determine) (“the Record Date”) be subdivided into 1 ordinary share of 0.001 pence each (each a “New Ordinary Share”) and 99 deferred shares of 0.001 pence each (each a “New Deferred Share”);
  - 1.2 each of the issued deferred shares of 9.9p each in the capital of the Company on the register of members of the Company at the Record Date be subdivided into 9,900 New Deferred Shares;
  - 1.3 each New Ordinary Share shall have the rights, and be subject to the restrictions, currently vested in the Existing Ordinary Shares and each New Deferred Share shall have the rights and be subject to the restrictions set out in the Articles of Association as amended pursuant to paragraph 1.4 below; and
  - 1.4 the Articles of Association of the Company be amended by
    - (a) the deletion of the existing definition of “Deferred Shares” and the substitution of the following:  
“Deferred Shares” means the deferred shares of 0.001 pence each in the capital of the Company; and
    - (b) the deletion of the existing definition of “Ordinary Shares” and the substitution of the following:

“Ordinary Shares” means the ordinary shares of 0.001 pence each in the capital of the Company

## **ORDINARY RESOLUTION**

### **RESOLUTION 2**

2. THAT, subject to the passing of the resolution numbered 1 above, the Directors be generally and unconditionally authorised pursuant to Section 551 of the Act to allot shares in the Company (Shares”) or grant rights to subscribe for or to convert any security into shares in the Company (“Rights”) up to an aggregate nominal amount of £300,000 provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company following the date of the passing of this resolution or (if earlier) 15 months from the date of passing this resolution, but so that the Directors may before such expiry make an offer or agreement which would or might require Shares to be allotted or Rights to be granted after such expiry and the Directors may allot Shares or grant Rights in pursuance of that offer or agreement as if the authority hereby conferred had not expired.

This resolution revokes and replaces all previous authorities conferred on the Directors in accordance with Section 551 of the Act.

## **SPECIAL RESOLUTION**

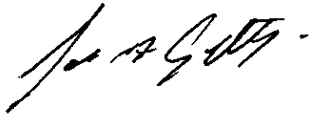
### **RESOLUTION 3**

- 3 THAT, subject to the passing of the resolution numbered 2 above, the Directors be given the general power to allot equity securities (as defined by Section 560 of the Act) for cash, either pursuant to the authority conferred by the resolution numbered 2 above 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:
- 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 Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange.
  - 3.2 the allotment (otherwise than pursuant to paragraph 3.1 above) of equity securities up to an aggregate nominal amount of £300,000.

The power granted by this resolution, unless renewed, varied or revoked by the Company, will expire at the conclusion of the next Annual General Meeting of the Company following the date of the passing of this resolution or (if earlier) 15 months from the date of passing this

resolution, 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 any such offer or agreement notwithstanding that the power 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.



**John Andrew Getty**  
**Company Secretary for and on behalf of**  
**Alexander Mining plc**

**Dated 28 June 2019**

**Registered Office:**  
**Salisbury House, London Wall, London, EC2M 5PS**

**Company number 05357433**

**THE COMPANIES ACT 2006**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**ALEXANDER MINING PLC**

(the "Company")

**NOTICE OF ORDINARY AND SPECIAL RESOLUTIONS OF THE  
SHAREHOLDERS OF THE COMPANY**

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Notice is hereby given that the following resolutions were duly passed by the shareholders of the Company entitled to vote at the Annual General Meeting duly convened and held at the offices of Druces LLP, Salisbury House, London Wall, London, EC2M 5PS at 11:00am on Friday 28 June 2019.

**ORDINARY RESOLUTION**

**RESOLUTION 4**

4. That the directors be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "2006 Act") to allot shares in the Company ("Shares") or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £3,000,000 provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company following the date of the passing of this resolution or (if earlier) 12 months from the date of passing this resolution, but so that the directors may before such expiry make an offer or agreement which would or might require Shares to be allotted or Rights to be granted after such expiry and the directors may allot Shares or grant Rights in pursuance of that offer or agreement as if the authority hereby conferred had not expired.

This authority is in substitution for all previous authorities conferred on the directors in accordance with Section 80 of the Companies Act 1985, or Section 551 of the 2006 Act.

**SPECIAL RESOLUTION**

**RESOLUTION 5**

- 5 That, subject to the passing of Resolution 4, the Directors be given the general power to allot equity securities (as defined by Section 560 of the 2006 Act) for cash, either pursuant to the authority

conferred by Resolution 4 or by way of a sale of treasury shares, as if Section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

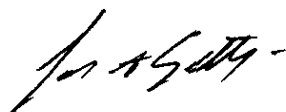
- 5.1 the allotment of equity securities in connection with an offer by way of a rights issue:
  - 5.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
  - 5.1.2 to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary.

But subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- 5.2 the allotment (otherwise than pursuant to paragraph 5.1 above) of equity securities up to an aggregate nominal amount of £3,000,000.

The power granted by this resolution will unless renewed, varied or revoked by the Company, expire at the conclusion of the next Annual General Meeting of the Company following the date of the passing of this resolution or (if earlier) 12 months from the date of passing this resolution, 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 any such offer or agreement notwithstanding that the power 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 2006 Act did not apply, but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.



**John Andrew Getty**  
**Company Secretary for and on behalf of**  
**Alexander Mining plc**

**Dated 28 June 2019**

**Registered Office:**  
**Salisbury House, London Wall, London, EC2M 5PS**