



**AIM Announcement**

**28 March 2017**

**TERTIARY MINERALS PLC  
("Tertiary" or "the Company")**

**Proposed Subdivision of Share Capital  
and  
Notice of General Meeting**

Tertiary Minerals plc, the AIM traded company building a strategic position in the fluorspar sector, announces that a General Meeting will be held on Thursday 13 April 2017 at 9.00 a.m. at Silk Point, Queens Avenue, Macclesfield, Cheshire, SK10 2BB. The Company is calling the General Meeting to propose the subdivision of its Existing Ordinary Shares ("subdivision") and accompanying proposed amendments to its Articles of Association.

**Proposed Subdivision of Ordinary Shares**

The Company is not permitted by law to issue Ordinary Shares at an issue price which is below their nominal value, currently 1 pence per Ordinary Share. In order to enable the Company to issue shares in the future at an issue price which exceeds their nominal value the Company is proposing to complete a subdivision of the ordinary share capital of the Company. Each of the Existing Ordinary Shares will be subdivided into 1 New Ordinary Share of 0.01 pence each and 1 Deferred Share of 0.99 pence each.

**The Division of Capital will not of itself affect the value of the shares held by shareholders. After the Division of Capital, there will be the same number of New Ordinary Shares in issue as there are Existing Ordinary Shares in issue and therefore shareholders will not be diluted unless a further equity fundraising is completed by the Company.**

The New Ordinary Shares will have the same rights as those currently accruing to the Existing Ordinary Shares in issue under the Articles of Association of the Company, including those relating to voting and entitlement to dividends. New share certificates for New Ordinary Shares will not be issued and the existing certificates will remain valid.

The Deferred Shares will have no significant rights attached to them and carry no right to vote or participate in distribution of surplus assets and will not be admitted to trading on the AIM market of the London Stock Exchange plc. The Deferred Shares will effectively carry no value.

Key text from the shareholder Circular and Notice of General Meeting follows in the appendix below and full details are now available, together with the related Form of Proxy, for download on the Company's website at the following URL: <http://www.tertiaryminerals.com/investor-media/aim-rule-26> under the Company Documents section.

This Circular and Notice of General Meeting will be posted to shareholders today

**Timetable of Principal Events**

Publication of Circular and Notice of General Meeting	Tuesday 28 March 2017
Latest time and date for receipt of Form of Proxy	9.00 a.m. Tuesday 11 April 2017
General Meeting	9.00 a.m. Thursday 13 April 2017
Record Date	6.00 p.m. Thursday 13 April 2017
Effective time of the share subdivision and New Ordinary Shares admitted to trading	8.00 a.m. Tuesday 18 April 2017

## ENQUIRIES

<b>Tertiary Minerals plc</b> Richard Clemmey, Managing Director Patrick Cheetham, Executive Chairman	<b>Tel: +44 (0)1625 838 679</b>
<b>S P Angel Corporate Finance LLP</b> <b>Nominated Adviser &amp; Joint Broker</b> Ewan Leggat/Lindsay Mair	<b>Tel: +44 (0)203 470 0470</b>
<b>Beaufort Securities Limited</b> <b>Joint Broker</b> Elliot Hance	<b>Tel: +44 (0)207 382 8300</b>

### Notes to Editors

Tertiary Minerals plc (ticker symbol 'TYM') is an AIM-traded mineral exploration and development company building a significant strategic position in the fluorspar sector. Fluorspar is an essential raw material in the chemical, steel and aluminium industries. Tertiary controls two significant Scandinavian projects (Storuman in Sweden and Lassedalen in Norway) and a large deposit of strategic significance in Nevada, USA (MB Project).

### Appendix – Key Text from the Shareholder Circular and Notice of General Meeting

#### Part I – Letter from the Chairman

Dear Shareholder,

#### **Proposed subdivision of share capital of the Company and Notice of General Meeting**

##### **1. GENERAL MEETING**

I am writing to you with details of a General Meeting which we are holding on Thursday 13 April 2017 at 9.00 a.m. at Silk Point, Queens Avenue, Macclesfield, Cheshire, SK10 2BB. The notice convening the General Meeting and the resolutions being proposed are set out at the end of this document. I would like to take this opportunity to explain to you the effect of the Resolutions, which the Board will be asking you to consider at the General Meeting.

##### **2. RESOLUTIONS TO BE PROPOSED**

Resolutions 1 and 2 will be proposed as ordinary resolutions, requiring a simple majority (that is over 50%) of those voting in person or by proxy to vote in favour.

Resolutions 3 and 4 will be proposed as special resolutions, requiring a majority of not less than 75% of those voting in person or by proxy to vote in favour.

##### **Resolution 1 - Division of Capital**

The Company presently has 267,076,933 ordinary shares of 1 pence each in issue. The mid-market price of the Existing Ordinary Shares as at 24 March 2017 (being the latest practicable date prior to publication of this Circular) is 0.875p per Existing Ordinary Share. As the Company is not permitted by law to issue shares at an issue price which is below their nominal value, it is unable, in the present climate, to raise money by way of a fresh issue of new ordinary shares of 1p each due to the fact that the market price of the Existing Ordinary Shares is below their nominal value. In order to enable the Company to issue shares in the future at an issue price which exceeds their nominal value, shareholder approval is being sought to complete a subdivision of the ordinary share capital of the Company. Each of the Existing Ordinary Shares will be subdivided into 1 New Ordinary Share and 1 Deferred Share.

The Deferred Shares will have no significant rights attached to them and carry no right to vote or participate in a distribution of surplus assets and will not be admitted to trading on the AIM market of the London Stock Exchange plc. The Deferred Shares will effectively carry no value.

**The Division of Capital will not of itself affect the value of your shareholding. After the Division of Capital, there will be the same number of New Ordinary Shares in issue as there are Existing Ordinary Shares in issue and therefore your current shareholding will not be diluted unless a further equity fundraising is completed by the Company.**

The New Ordinary Shares will have the same rights as those currently accruing to the Existing Ordinary Shares in issue under the Articles of Association of the Company, including those relating to voting and entitlement to dividends. You will not be issued with a new share certificate for your New Ordinary Shares and the existing one will remain valid.

Holders of options or warrants over Existing Ordinary Shares will maintain the same rights as currently accruing to them and will not be issued with new warrant or option certificates.

The passing of Resolution 1 will be subject to and conditional on the passing of Resolution 4.

#### **Resolution 2 - Authority to allot shares**

It is proposed that the existing authority to allot share capital be replaced. Under the existing authority, passed at the Annual General Meeting held on 31 January 2017, the Directors are 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 ("Rights") up to an aggregate nominal amount of £3,000,000 (consisting of 300,000,000 Existing Ordinary Shares).

An ordinary resolution will be proposed to give the Directors new authority to allot share capital in the Company in accordance with section 551 of the Act. The authority will authorise the Directors to allot a reduced aggregate nominal amount of £30,000 (consisting of 300,000,000 New Ordinary Shares).

The reason why the Directors are proposing to replace the existing authority to allot share capital is to make sure the maximum potential level of dilution under the existing authorities does not increase following the Division of Capital.

If given, this authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act and the authority will expire at the conclusion of the Annual General Meeting to be held in 2018.

The passing of Resolution 2 will be subject to and conditional on the passing of Resolutions 1 and 4.

#### **Resolution 3 - Disapplication of statutory pre-emption rights**

Resolution 3 is proposed pursuant to section 570 of the Act to give the Directors authority to issue as if section 561 of the 2006 Act (shareholders rights of pre-emption) did not apply to such issue and it proposed that, If passed, the authority granted by Resolution 3 will replace the existing authority granted at the Annual General Meeting held on 31 January 2017.

Resolution 3 will, if passed, authorise the Directors to allot shares or grant rights over shares of the Company where they propose to do so for cash and otherwise than to existing shareholders pro rata to their holdings, for example through a placement of shares.

The passing of Resolution 3 will be subject to and conditional on the passing of Resolutions 1, 2 and 4.

If given, this authority is in substitution for all previous authorities conferred on the Directors in accordance with section 570 of the Act and the authority will expire at the conclusion of the Annual General Meeting to be held in 2018.

#### **Resolution 4 – Amendments to the Articles**

Resolution 4 will be proposed, subject to the passing of Resolution 1 to amend the Articles to create the new Deferred Shares and to set out the rights pertaining thereto relative to the New Ordinary Shares.

The details of the amendment are set out in Resolution 4 in the Notice.

Resolution 4 is conditional upon the passing Resolution 1.

A copy of the New Articles will be available on request from the Company Secretary and will be available for inspection throughout the General Meeting.

#### **3. ACTION TO BE TAKEN**

Shareholders will find enclosed with this document a Form of Proxy for the General Meeting. Whether or not you intend to be present at the meeting, you are invited to complete, sign and return the Form of Proxy in accordance with the instructions printed on it. The Form of Proxy should be returned to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, so as to arrive not later than 9.00 a.m. on Tuesday 11 April 2017.

#### **4. RECOMMENDATION**

At this stage in its development the Company relies on raising funds from the equity markets through the issue of shares and unless the proposed resolutions are put in place the Company will not be in a position to continue to raise funds to continue its activities. The Directors therefore recommend that you vote in favour of the Resolutions, as they intend to do in respect of their own shareholdings, which in aggregate amount to 14,301,032 Existing Ordinary Shares 5.35% of the entire issued Existing Ordinary Shares of the Company as at 24 March 2017 (being the latest practicable date prior to publication of this document).

Yours faithfully,  
**Patrick Cheetham**  
*Executive Chairman*

#### **Part II – Notice of General Meeting**

Notice is hereby given that a General Meeting of the Company will be held on Thursday 13 April 2017 at 9.00 a.m. at Silk Point, Queens Avenue, Macclesfield, Cheshire, SK10 2BB for the purpose of considering and, if thought fit, passing the following resolutions of which Resolutions 1 and 2 will be proposed as ordinary resolutions and Resolutions 3 and 4 will be proposed as special resolutions:

##### **Ordinary Resolutions**

###### **Resolution 1**

THAT, subject to the passing of Resolution 4, the issued share capital of the Company be subdivided such that each existing ordinary share of 1 pence in the capital of the Company ("**Existing Ordinary Share**") be sub divided into one ordinary share of 0.01p ("**New Ordinary Share**") and one Deferred Share of 0.99p ("**Deferred Share**").

###### **Resolution 2**

THAT, subject to the passing of Resolutions 1 and 4, and in accordance with section 551 of the Companies Act 2006 ("**2006 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 ("**Rights**") up to an aggregate nominal amount of £30,000 (consisting of 300,000,000 New Ordinary Shares, resulting from the subdivision described in Resolution 1) provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the end of the next Annual General Meeting of the Company to be held after the date on which this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted and the Directors may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.

### **Special Resolutions**

#### **Resolution 3**

THAT, subject to the passing of Resolutions 1, 2 and 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 2 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:

- a) the allotment of equity securities in connection with an offer by way of a rights issue to the holders of New Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings 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
- b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £30,000 (consisting of 300,000,000 New Ordinary Shares of 0.01p each).

The power granted by this resolution will expire on the conclusion of the Company's next Annual General Meeting (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 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.

#### **Resolution 4**

THAT, subject to the passing of Resolution 1, the Articles of Association of the Company be amended by the insertion of the following provisions and the making of additional nonmaterial consequential amendments :

- a) by the insertion of the following new definitions:

*"Deferred Shares" deferred shares of 0.99p each in the capital of the Company, having the rights set out in these Articles.*

and

*"Ordinary Shares" ordinary shares of 0.01p in the capital of the Company, having the rights set out in these Articles.*

- b) by the insertion of the following new clauses 5, 6 and 7 immediately before the existing article 4 (*Share rights and variation of rights*) (and the renumbering of existing articles 4 to 45 accordingly):

### **5. SHARE CAPITAL**

*The share capital of the Company is divided into Ordinary Shares and Deferred Shares, each having the rights set out in these Articles.*

### **6. ORDINARY SHARES**

*6.1 The Ordinary Shares shall have attached to them the following rights and restrictions:*

#### **6.1.1 As regards income**

*The Ordinary Shares shall confer on the holders thereof the right to receive (in proportion to the number of such Ordinary Shares held by each of them) any dividend which the Company resolves to distribute.*

### **6.1.2 As regards voting**

6.1.2.1 *On a show of hands at a general meeting every holder of Ordinary Shares who (being an individual) is present in person or by one or more proxies or (being a corporation) is present by one or more duly authorised representatives or proxies, shall have one vote; and*

6.1.2.2 *On a vote on a resolution on a poll taken at a general meeting every holder of Ordinary Shares shall have one vote for each Ordinary Share held.*

### **6.1.3 As regards capital**

*Subject to any payment to be made to the holders of the Deferred Shares in accordance with Article 7.1.3 on a return of capital whether on liquidation or reduction of capital or otherwise the assets of the Company remaining after the payment of its liabilities shall be paid to the holders of the Ordinary Shares (in proportion to the number of such Ordinary Shares held by each of them).*

## **7. DEFERRED SHARES**

7.1 *The Deferred Shares shall have attached to them the following rights and restrictions:*

### **7.1.1 As regards income**

*The Deferred Shares shall not entitle the holders thereof to receive any dividend or other distribution;*

### **7.1.2 As regards voting**

*The Deferred Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any General Meeting of the Company;*

### **7.1.3 As regards capital**

*On return of capital on a winding up the holders of the Deferred Shares shall only be entitled to receive the amount paid up on such shares after the holders of the Ordinary Shares have received the sum of 0.01p for each Ordinary Share held by them and shall have no other right to participate in the assets of the Company;*

### **7.1.4 As regards transfer**

*The Company is authorised at any time:*

7.1.4.1 *to appoint a person to execute on behalf of the holders of the Deferred Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to the holders thereof and persons so entitled, to such persons as the Company may determine as holder thereof beneficially entitled thereto; and*

7.1.4.2 *pending any such transfer not to issue certificates for the Deferred Shares;*

### **7.1.5 As regards variation of rights**

*Neither:*

7.1.5.1 *the passing by the Company of any resolution for a reduction of capital involving the cancellation of the Deferred Shares without any repayment of capital in respect thereof, or a reduction of share premium account, or the obtaining by the Company or the making by the court of an order confirming any such reduction of capital or share premium account of the making effective of such order; nor*

7.1.5.2 *the purchase by the Company in accordance with the provisions of the Acts of any of its own shares or other securities or the passing of a resolution to permit any such purchase, shall constitute a modification, variation or abrogation of the rights attaching to the Deferred Shares and accordingly the Deferred Shares may at any time be cancelled for no consideration by means of a reduction in capital or purchased by the Company, at its option at any time, in accordance with the provisions of the Acts, without making any payment to the holder thereof and without recourse to the holder, and to cancel the same without making any payment to or obtaining the sanction of the holder or holders thereof The Company may, at its option at any time, purchase all or any of the Deferred Shares then in issue, at a price not exceeding £1 in aggregate;*

#### 7.1.6 *As regards further issues*

*The rights conferred by the Deferred Shares shall not be varied or abrogated by the creation or issue of further shares ranking pari passu with or in priority to the Deferred Shares."*

- (c) To delete all references to the Companies Act 1985 make reference exclusively to the 2006 Act
- (d) the existing definition of "Regulations" be replaced in its entirety with the following definition:

*"Regulations" the Uncertificated Securities Regulations 2001 (SI 2001 No. 2001/3755) (as amended from time to time) and "Regulation" shall refer to a specific provision of the Regulations.*

As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. Please refer to the Notes on the reverse of the Form of Proxy.

Dated: 28 March 2017

By order of the Board

**C D T Fitch**

Company Secretary

#### **Part III – Definitions**

<b>Act</b>	Companies Act 2006 (as amended)
<b>Articles</b>	the articles of association of the Company as at the date of this document
<b>Company or Tertiary</b>	Tertiary Minerals plc, registered in England & Wales with company number 03821411
<b>Deferred Shares</b>	deferred shares of 0.99 pence each in the capital of Company resulting from the Division of Capital
<b>Directors or Board</b>	the directors of the Company from time to time
<b>Division of Capital</b>	the subdivision of the existing share capital of the Company such that each Existing Ordinary Share is sub divided into one New Ordinary Share and one Deferred Share
<b>Existing Ordinary Shares</b>	ordinary shares of 1 pence each in the capital of Company
<b>General Meeting</b>	the General Meeting of the Company to be held at 9.00 a.m. on 13 April 2017
<b>New Articles</b>	The proposed new Articles of Association to be adopted in the event that Resolution 4 set out in the notice is passed at the General Meeting
<b>New Ordinary Shares</b>	ordinary shares of 0.01 pence each in the capital of Company resulting from the Division of Capital
<b>Notice</b>	the notice of General Meeting
<b>Record Date</b>	6.00 p.m. Thursday 13 April 2017 – being the record date and time for the purpose of calculation
<b>Resolutions</b>	The resolutions to be proposed at the General Meeting as set out in the Notice