

THIS CIRCULAR AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Circular and/or as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant, or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) (“FSMA”) if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

The whole text of this Circular should be read. If you sell or have sold or otherwise transferred all of your shares in Tertiary Minerals plc (the “**Company**”), please immediately forward this Circular, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or transferred only part of your holding of shares, you should retain these documents and contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

TERTIARY MINERALS PLC

(Incorporated in England and Wales with Registered No. 03821411)

Proposed subdivision of share capital

and

Notice of General Meeting

Your attention is drawn to the letter from the Chairman which is set out in this Circular and, in particular, to section 4 which contains the unanimous recommendation from the Directors that shareholders vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice of a General Meeting of Tertiary Minerals plc to be held on Thursday 13 April 2017 at 9.00 a.m. at Silk Point, Queens Avenue, Macclesfield, Cheshire, SK10 2BB is set out at the end of this Circular. A Form of Proxy for use at the General Meeting is enclosed. To be valid, the accompanying Form of Proxy must be received by Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible but in any event so as to arrive no later than 9.00 a.m. on Tuesday 11 April 2017, together with any power of attorney or other authority under which it is signed. Completion and return of a Form of Proxy will not preclude shareholders from attending and voting in person at the General Meeting should they so wish.

Copies of this Circular are available free of charge on the Company’s website <http://www.tertiaryminerals.com/>

DIRECTORS AND ADVISERS

Directors	Patrick Cheetham (<i>Executive Chairman</i>) Richard Clemmey (<i>Managing Director</i>) David Whitehead (<i>Non-Executive Director</i>) Donald McAlister (<i>Non-Executive Director</i>)
Company Secretary	Colin D T Fitch
Nominated Adviser	SP Angel Corporate Finance LLP Prince Frederick House 35-39 Maddox Street London W1S 2PP
Joint Brokers	SP Angel Corporate Finance LLP Prince Frederick House 35-39 Maddox Street London W1S 2PP Beaufort Securities Limited 63 St Mary Axe London EC3A 8AA
Legal advisers to the Company	Gowling WLG (UK) LLP 4 More London Riverside London SE1 2AU
Auditors	Crowe Clark Whitehill LLP 3rd floor The Lexicon Mount Street Manchester M2 5NT
Shareholder Enquiries	The Company's share register is maintained by: Capita Asset Services The Registry 34 Beckenham Road Beckenham Kent BR3 4TU

Email: shareholderenquiries@capita.co.uk

Telephone: (0371 664 0321)

Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Capita Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Circular	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

If any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through the Regulatory News Service. All references to time and dates in this Circular are to time and dates in London.

DEFINITIONS

The following definitions apply throughout this Circular, unless the context requires otherwise:

Act	Companies Act 2006 (as amended)
Articles	the articles of association of the Company as at the date of this document
Company or Tertiary	Tertiary Minerals plc, registered in England & Wales with company number 03821411
Deferred Shares	deferred shares of 0.99 pence each in the capital of Company resulting from the Division of Capital
Directors or Board	the directors of the Company from time to time
Division of Capital	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
Existing Ordinary Shares	ordinary shares of 1 pence each in the capital of Company
General Meeting	the General Meeting of the Company to be held at 9.00 a.m. on 13 April 2017, notice of which is set out at the end of this document, and any adjournment thereof
New Articles	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
New Ordinary Shares	ordinary shares of 0.01 pence each in the capital of Company resulting from the Division of Capital
Notice	the notice of General Meeting which is set out at the end of this document
Record Date	6.00 p.m. Thursday 13 April 2017 - being the record date and time for the purpose of calculation
Resolutions	the resolutions to be proposed at the General Meeting as set out in the Notice

LETTER FROM THE CHAIRMAN
TERTIARY MINERALS PLC

(Incorporated in England and Wales with Registered No. 03821411)

Directors:

Patrick Cheetham *(Executive Chairman)*
Richard Clemmey *(Managing Director)*
David Whitehead *(Non-Executive Director)*
Donald McAlister *(Non-Executive Director)*

Registered Office:

Sunrise House
Hulley Road
Macclesfield
Cheshire
SK10 2LP
United Kingdom

28 March 2017

**To Shareholders of Tertiary Minerals plc and (for information only) to holders of
share options and warrants in the Company**

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 per cent.) 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 per cent. 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 0.875 pence 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 1 pence 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 per cent. 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

THE COMPANIES ACT 2006 PUBLIC COMPANY LIMITED BY SHARES

NOTICE OF GENERAL MEETING OF

TERTIARY MINERALS PLC (the “Company”)

(Incorporated in England and Wales with Registered No. 03821411)

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 0.01 pence (“**New Ordinary Share**”) and one Deferred Share of 0.99 pence (“**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 0.01 pence 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 0.99 pence each in the capital of the Company, having the rights set out in these Articles.*

and

"Ordinary Shares" *ordinary shares of 0.01 pence 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 0.01 pence 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

Registered Office:

Sunrise House, Hulley Road, Macclesfield Cheshire SK10 2LP, United Kingdom

NOTES:

1. 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. You can only appoint a proxy using the procedures set out in these Notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the relevant box on the Proxy Form. If you sign and return the Proxy Form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as the proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the Proxy Form. 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 should not exceed the number of shares held by you. Please also tick the box to indicate that there are multiple proxies. All forms must be signed and should be returned as set out in Note 6.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy, the Proxy Form must be:
 - completed and signed;
 - sent or delivered to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and received by Capita Asset Services no later than 9.00 a.m. on Tuesday 11 April 2017.
7. In the case of a member which is a company, the Proxy Form or any notice of revocation of a proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which the Proxy Form is signed (or a duly certified copy of such power or authority) must be included with the Proxy Form.
9. In the case of joint holders, where more than one of the joint holders purports to appoint or revoke a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. If you wish to change your proxy instructions simply submit a new proxy appointment according to these instructions. If you need another hard-copy Proxy Form please contact the Company. The last date for receipt of a new proxy instruction is set out in Note 6 above.
12. To revoke a proxy instruction you will need to send notice clearly stating your intention to revoke your proxy appointment to: Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
13. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on Tuesday 11 April 2017. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Tertiary Minerals plc

Company No. 03821411

Form of Proxy

I/We (Block capitals please)

being a member/members of **Tertiary Minerals plc** hereby appoint the Chairman of the Meeting (see Note 3 overleaf) or the proxy named below as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held on Thursday 13 April 2017 at Tertiary Minerals plc, Silk Point, Queens Avenue, Macclesfield, Cheshire SK10 2BB at 9.00 a.m. and at any adjournment thereof.

I/We wish this proxy to be used in connection with those of the Resolutions to be proposed at the General Meeting which are listed below, in the manner set out below, and in connection with any other ordinary business transacted at the meeting.

Name of proxy	Number of shares appointed over	I wish to appoint multiple proxies (see Note 4 overleaf) Please tick
<input type="text"/>	<input type="text"/>	<input type="text"/>

Signed or sealed (see Notes)..... Dated

Please indicate with an "X" in the spaces below how you wish the proxy to vote. Unless otherwise instructed the proxy will at his discretion vote as he thinks fit or abstain from voting in relation to all business of the meeting.

Special Business	For	Against	Vote Withheld
1. Ordinary Resolution to sub-divide the share capital of the Company.			
2. Ordinary Resolution to authorise the Directors to allot shares.			
3. Special Resolution to empower the Directors to disapply the pre-emption rights for certain allotments of shares.			
4. Special Resolution to approve and adopt the amended articles of association of the Company.			

Please return this Proxy Form in accordance with Note 6 overleaf

Notes and Instructions:

1. 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. You can only appoint a proxy using the procedures set out in these Notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the relevant box on the Proxy Form. If you sign and return the Proxy Form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as the proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the Proxy Form. 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 should not exceed the number of shares held by you. Please also tick the box to indicate that there are multiple proxies. All forms must be signed and should be returned as set out in Note 6.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy, the Proxy Form must be:
 - completed and signed;
 - sent or delivered to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and received by Capita Asset Services no later than 9.00 a.m. on Tuesday 11 April 2017.
7. In the case of a member which is a company, the Proxy Form or any notice of revocation of a proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which the Proxy Form is signed (or a duly certified copy of such power or authority) must be included with the Proxy Form.
9. In the case of joint holders, where more than one of the joint holders purports to appoint or revoke a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. If you wish to change your proxy instructions simply submit a new proxy appointment according to these instructions. If you need another hard-copy Proxy Form please contact the Company. The last date for receipt of a new proxy instruction is set out in Note 6 above.
12. To revoke a proxy instruction you will need to send notice clearly stating your intention to revoke your proxy appointment to: Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
13. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on Tuesday 11 April 2017. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.