

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your ordinary shares in Rambler Metals and Mining plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



RAMBLER METALS AND MINING PLC
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
AND
MANAGEMENT INFORMATION CIRCULAR

Annual General and Special Meeting to be held on

June 20, 2018 at 10:30 a.m. (London time)

at the offices of

Cantor Fitzgerald Europe
One Churchill Place, Level 20, Canary Wharf
London E14 5RD

May 16, 2018

RAMBLER

METALS & MINING PLC

RAMBLER METALS AND MINING PLC

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

(Incorporated in England and Wales with registered number 05101822)

NOTICE IS HEREBY GIVEN that an annual general and special meeting of Rambler Metals and Mining plc (the **Company**) will be held at the offices of Cantor Fitzgerald Europe, One Churchill Place, Level 20, Canary Wharf, London E14 5RD on June 20, 2018 at 10:30 a.m. (London time) for the purposes stated. Resolutions 1 to 12 are proposed as ordinary resolutions and Resolution 13 is proposed as a special resolution.

Ordinary Business

Financial Statements

1. To receive the financial statements and reports of the directors and auditors of the Company for the year ended 31 December 2017.

Election of Directors

2. To re-elect Terrell Iver Ackerman as a director of the Company, who retires and offers himself for re-election as a director.
3. To re-elect Cong (Eason) Chen as a director of the Company, who retires and offers himself for re-election as a director.
4. To re-elect Glenn Poulter as a director of the Company, who retires and offers himself for re-election as a director.
5. To re-elect Belinda Elaine Labatte as a director of the Company, who retires and offers herself for re-election as a director.
6. To re-elect Bradford Alan Mills as a director of the Company, who retires and offers himself for re-election as a director.
7. To re-elect Mark Vandyke Sander as a director of the Company, who retires and offers himself for re-election as a director.
8. To re-elect Norman Patrick Williams as a director of the Company, who retires and offers himself for re-election as a director.

Auditors

9. To appoint Deloitte LLP as the auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which the accounts are laid.
10. To authorise the directors to determine the remuneration of the Company's auditors.

Special Business

Ordinary Share Consolidation

11. That, subject to and conditional on (i) admission of the Consolidated Shares (as defined below) to trading on AIM, the market of that name operated by the London Stock Exchange plc, becoming effective, and (ii) the approval of the TSX Venture Exchange, every seven ordinary shares of £0.01 each in the capital of the Company which are in issue at the Consolidation Record Date (as defined below) be consolidated (the **Consolidation**) into one consolidated ordinary share of £0.07 in the capital of the Company (each, a **Consolidated Share**), each such Consolidated Share having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £0.01 each in the capital of the Company as set out in the Company's articles of association, and for these purposes:
- (a) the record date for the Consolidation (the **Consolidation Record Date**) shall be such time and date prior to the revocation or expiry of the power given by this authority as the directors may determine and notify to shareholders;
 - (b) where the Consolidation results in any shareholder being entitled to a fraction of a Consolidated Share, such fraction shall, so far as is possible, be aggregated with the other fractions of Consolidated Shares to which other shareholders of the Company may be entitled (each Consolidated Share representing such aggregated fractions being an **Aggregated Consolidated Share**) and the directors be and are authorised to sell (or to appoint another person to sell) on behalf of the relevant shareholders and for the benefit of the Company, all the Aggregated Consolidated Shares arising therefrom, at the best price then reasonably obtainable, with the proceeds of such sales (net of any brokerage commissions and other expenses) to be retained by the Company and not to be distributed to shareholders of the Company;
 - (c) notwithstanding the approval of shareholders of this Resolution 11, the directors may determine not to proceed with the Consolidation without any further approval by the shareholders of the Company;
 - (d) the power given by this authority shall expire at the conclusion of the next annual general meeting of the Company or at the close of business on June 30, 2019, whichever is the earlier; and
 - (e) any director (or any person appointed by the directors) shall be and is hereby authorised, for and on behalf of all relevant shareholders and in the name of the Company, to execute and deliver, whether under corporate seal of the Company or otherwise, all such agreements, forms, waivers, notices, certificates, confirmations, registrations and other documents and instruments and to do or cause to be done all such other acts and things as in the opinion of such director (or such person appointed by the directors) may be necessary, desirable or useful for the purpose of giving full effect to this Resolution 11.

Authority to Allot Equity Securities

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

12. That the directors be and they are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the **Act**) to allot equity securities (as defined in section 560 of the Act) up to a maximum aggregate nominal amount of £1,830,633; and this authority will (unless renewed) expire at the conclusion of the next annual general meeting of the Company or at the close of business on June 30, 2019, whichever is the earlier but the Company may, before this authority expires, make an offer or agreement which would or might require equity securities to be allotted after such authority expires and the directors may allot equity

securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

Authority to Allot Equity Securities for Cash

To consider and, if thought fit, to pass the following resolution as a special resolution:

13. That, subject to the passing of Resolution 12 above, the directors be and they are hereby generally empowered pursuant to Section 570 and Section 573 of the Companies Act 2006 (the **Act**) to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 12 above or by way of a sale of treasury shares as if section 561 of the 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 issue in favour of the holders of ordinary shares of the Company in proportion (as nearly as may be) to their respective holdings of ordinary shares and to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, subject only to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange in any territory or any other matter; and
 - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities and/or the sale or transfer of treasury shares which is treated as an allotment of equity securities under section 500(3) of the Act, up to an aggregate nominal amount of £549,739.70,

and the power hereby granted shall expire at the conclusion of the next annual general meeting of the Company or at the close of business on June 30, 2019, whichever is the earlier 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 but otherwise in accordance with the foregoing provisions of this power in which case the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

DATED the 16 day of May, 2018.

By order of the Board

(Signed) "Peter Mercer"

Peter Mercer
Company Secretary
Rambler Metals and Mining plc

Registered office: Salatin House, 19 Cedar Road, Sutton, Surrey SM2 5DA

Notes: Voting

1. Shareholders entitled to attend and vote at the meeting may appoint one or more proxies to attend, speak and vote in their place. A proxy need not be a shareholder of the Company.
2. Shareholders may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. Shareholders may not appoint more than one proxy to exercise rights attached to any one share. If they wish to appoint more than one proxy, shareholders should contact the Company's Registrars: (i) in the UK, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; or (ii) in Canada, Computershare Investor

Services Inc., at 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 (as applicable). Alternatively, Shareholders should photocopy the Form of Proxy.

3. A vote withheld option is provided on the Form of Proxy to enable you to instruct your proxy not to vote on the resolution. However, it should be noted that a vote withheld in this way is not a "vote" in law and will not be counted in the calculation of the votes "For" and "Against" such resolution.
4. A Form of Proxy is enclosed with this document, and shareholders who wish to use it should see that it is deposited, duly completed, (i) in the UK, with Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than 48 hours before the time fixed for the meeting (or any adjournment or postponement thereof), weekends and bank holidays excluded; or (ii) in Canada, with Computershare Investor Services Inc. at 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 by no later than 72 hours before the time fixed for the meeting (or any adjournment or postponement thereof), weekends and bank holidays excluded. Completing and posting of the Form of Proxy will not preclude the appointing shareholder from attending and voting in person at the meeting should they wish to do so.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only those shareholders registered in the register of members of the Company as at 6 p.m. on 18 June 2018 shall be entitled to attend or vote at the aforesaid meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 6 p.m. on 18 June 2018 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) or postponement(s) of it by using the procedures described in the CREST Manual. CREST personal members, sponsored CREST members and 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 for them.

To complete a valid proxy appointment or instruction using the CREST service, the CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited'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 must in order to be valid, be transmitted and received by Computershare Investor Services PLC (Participant ID 3RA50) by no later than 48 hours before the time fixed for the meeting (or any adjournment or postponement thereof), weekends and bank holidays excluded. The time of receipt of the instruction will be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare Investor Services PLC is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will apply 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 ensure that his CREST sponsor or voting service provider(s) take(s) the necessary action to ensure that a message is transmitted by means of the CREST system by a particular time. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should refer to the sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat a CREST Proxy Instruction as invalid as set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

7. As at 6 p.m. (London time) on the date immediately prior to this notice, the Company's issued share capital comprised 549,739,702 Shares. Each Share carries the right to one vote at a general meeting of the Company and therefore the total number of voting rights in the Company as at 6 p.m. (London time) on the date immediately prior to this notice is 549,739,702.

RAMBLER METALS AND MINING PLC
(the Company)

Management Information Circular
for the Annual General and Special Meeting to be held on June 20, 2018

Unless otherwise stated, the information herein is as of May 16, 2018.

SOLICITATION OF PROXIES

This management information circular (the **Circular**) is furnished in connection with the solicitation of proxies for use at the annual general and special meeting of shareholders to be held at the time and place and for the purposes set forth in the accompanying notice of meeting (the **Notice**) and at any adjournment(s) or postponement(s) thereof (the **Meeting**). Certain resolutions to be proposed at the Meeting will be special resolutions requiring approval of at least 75% of the votes cast. Under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators (**NI 54-101**), the Meeting therefore constitutes a “special meeting” for Canadian regulatory purposes. The Company will not be relying on the notice and access delivery procedures outlined in NI 54-101.

This solicitation is made on behalf of management of the Company. The Company will bear the costs of the solicitation. In addition to mailing, proxies may be solicited by personal interviews, or by other means of communication, by the directors, officers and employees of the Company, who will not receive any additional remuneration for doing so.

Designated Foreign Issuer Status

The Company is a designated foreign issuer as defined in Canadian National Instrument 71-102 – *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* and is subject to the regulatory requirements of AIM (the market of that name operated by the London Stock Exchange plc). As such, the Company is exempt from certain requirements otherwise imposed on reporting issuers in Canada, including in connection with meetings of shareholders.

PROXY INSTRUCTIONS

The registrar and transfer agent for the ordinary shares of the Company is Computershare Investor Services (**Transfer Agent**) at its principal offices:

- *In the UK:* Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS13 8AE, United Kingdom
- *In Canada:* Computershare Investor Services Inc. at 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, Canada.

Voting of Shares – Registered Shareholders

Properly completed forms of proxy must be deposited at the appropriate office with the Transfer Agent in the UK not less than 48 hours or in Canada not less than 72 hours before the time for holding the Meeting (excluding Saturdays, Sundays and bank holidays) or any adjournment(s) or postponement(s) thereof. Only holders of Shares of record at the close of business on May 16, 2018 will be entitled to receive the Notice, the Circular and the form of proxy. Pursuant to Regulation 41 of the *Uncertificated Securities Regulations 2001* (as amended) (United Kingdom), 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 10:30 a.m. (London time) on June 18, 2018, being two days before the date of the

Meeting. The Chair of the Meeting may waive or extend the proxy cut-off without notice. 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.

To be valid, a completed proxy must be in writing and must be executed by you or your attorney authorised in writing or, if you are a corporation, under your corporate seal or by an authorised officer or attorney of the corporation.

The persons named in the enclosed form of proxy are officers or directors of the Company. As a shareholder you have the right to appoint a person or company, who need not be a shareholder, to represent you at the Meeting. To exercise this right you should insert the name of your representative in the blank space provided on the enclosed form of proxy.

Voting of Shares - Beneficial Shareholders

The information set forth in this section is of significant importance to shareholders who do not hold their Shares in their own name and whose holdings are held through the Company's Canadian share register. Most Canadian shareholders are "non-registered" shareholders because the Shares they own are not registered in their names but are instead registered in the name of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their Shares in their own name (referred to as **Beneficial Shareholders**) should note that only registered shareholders or their duly appointed proxy holders are entitled to vote at the Meeting. If Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Shares will not be registered in such shareholder's name on the records of the Company. Such Shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for, against or withheld from voting on resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the brokers' clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Applicable regulatory requirements in Canada require brokers to seek voting instructions from Beneficial Shareholders in advance of the Meeting. Each broker has its own mailing procedures and provides its own return instructions, which should be carefully followed in order to ensure that the Shares are voted at the Meeting. Many (but not all) brokers now delegate responsibility for obtaining voting instructions from clients to Broadridge Investor Communications Solutions, Canada (**BICS**). BICS mails a voting instruction form (a **VIF**) instead of the form of proxy. Beneficial Shareholders are typically asked to complete and return the VIF to BICS by mail or facsimile in accordance with the instructions written on the VIF or otherwise communicate voting instructions by other means (by way of a toll-free telephone number or internet voting procedure, for example). If you receive a VIF from BICS or otherwise it cannot be used as a proxy to vote Shares directly at the Meeting, as the VIF must be returned to BICS (or otherwise completed in accordance with the instructions written upon it) well in advance of the Meeting in order to have the Shares voted accordingly.

Although Beneficial Shareholders may not be recognised directly at the Meeting for the purposes of voting Shares registered in the name of their broker, a Beneficial Shareholder may attend the Meeting as proxy holder for the registered Shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Shares as proxy holder for the registered Shareholder should enter their own names in the blank space on the proxy or VIF provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.

Revocability of Proxies

Only registered shareholders may revoke a proxy given by them, which they may do at any time prior to a vote. If a registered shareholder attends personally at the Meeting, he or she may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing executed by the revoking shareholder or by his or her attorney authorised in writing or, if the revoking shareholder is a corporation, under its corporate seal or by a duly authorised officer or attorney of the corporation. To be effective, the instrument in writing must be deposited either at the Company's head office, or with the Transfer Agent, at any time up to and including the last business day before the day of the Meeting at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting.

Beneficial Shareholders who wish to revoke or otherwise change their voting instructions must make appropriate arrangements with their brokers or other intermediaries in order to do so.

Manner in Which Proxies will be Voted

The Shares represented by properly completed proxies will be voted or withheld from voting in accordance with the instructions of the shareholder as indicated on the proxy and, where the shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

In the absence of such direction, such Shares will be voted in favour of the passing of the matters set out in the Notice. The accompanying form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice, and with respect to other matters which may properly come before the Meeting (whether or not such amendment, variation or other matter is routine or contested). At the date hereof, management of the Company is not aware of any such amendments, variations or other matters to come before the Meeting except as set out herein. If any such amendment, variation or other matter properly comes before the Meeting, the persons named in the form of proxy will vote in accordance with their best judgment.

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

The Company is authorised to issue ordinary shares of 1p each (**Shares**). As at the date hereof, there were 549,739,702 Shares issued and outstanding. As a shareholder, you are entitled to one vote for each Share you own.

To the knowledge of executive officers of the Company, as at the date hereof, no person or company beneficially owns, or controls or directs, directly or indirectly, 10% or more of the Shares, except as set forth in the following table.

Name	Number of Shares	Percentage of Outstanding Shares (Approximate)
CE Mining II Rambler Limited	396,363,636	72% ⁽¹⁾

Notes:

1. In addition to its ownership of Shares, CE Mining II Rambler Limited also holds warrants to purchase up to an additional 65,000,000 Shares at an exercise price of 5 pence per Share (the **Warrants**). Unexercised Warrants expire on June 1, 2018. Assuming CE Mining II Rambler Limited exercised in full all of its Warrants on the date hereof, it would exercise control or direction over 461,363,636 Shares representing approximately 75.1% of the Company's issued and outstanding Shares after giving effect to the exercise of the Warrants.

MATTERS TO BE ACTED UPON

Ordinary Business

Financial Statements

The audited financial statements of the Company for the financial year ended December 31, 2017, together with the report of the directors and the auditors thereon, will be presented to the shareholders at the Meeting.

In the absence of a contrary specification made in the form of proxy, the Chairman of the Meeting will vote proxies FOR the approval of the audited financial statements and the report of the directors and the auditors thereon.

Election of Directors

In accordance with the Articles of Association of the Company, the board of directors (the “**Board**”) must consist of a minimum of two directors. There are currently seven directors of the Company whose terms are expiring at the conclusion of the Meeting, unless re-elected. All of the current directors of the Company will be nominated by management at the Meeting for re-election as directors of the Company.

Pursuant to a relationship agreement entered into on June 2, 2016 (the **Relationship Agreement**) between the Company, CE Mining II Rambler Limited (**CE Mining II**) (as shareholder) and CE Mining Fund II L.P. (as the parent undertaking of CE Mining II), which sets out certain terms pursuant to which the Company (and its subsidiary undertakings from time to time) and CE Mining II will regulate their relationship, four of the seven current directors of the Company, namely Ms. Labatte, Dr. Sander and Messrs. Mills and Ackerman were appointed as directors of the Company pursuant to certain director appointment rights granted to CE Mining II under the Relationship Agreement (collectively, the **Investor Directors**) and were re-elected as directors at the annual general and special meeting held on June 29, 2017. The Investor Directors will, together with Messrs. Williams, Poulter and Chen, be nominated for re-election at the Meeting. A copy of the Relationship Agreement is available for public inspection on the Company’s SEDAR profile at www.sedar.com.

In the absence of a contrary specification made in the form of proxy, the Chairman of the Meeting will vote Proxies FOR the election of the nominees whose names are set forth below.

Management does not contemplate that any of the nominees will be unable to serve as a director but, if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. In accordance with the requirements of the TSX Venture Exchange (**TSXV**), if elected, each nominee will hold office as a director of the Company until the close of the next annual general meeting of shareholders or until a successor is elected or appointed, unless earlier resigned or otherwise removed from office.

The table and notes below set out, in respect of each nominee to the Board, the name, province or state and country of residence, the period or periods during which the nominee has served as a director, the nominee’s principal occupation or employment during the last five years and the number of Shares beneficially owned, or controlled or directed, directly or indirectly, by the nominee as at the date hereof. The statement as to ownership of, or control and direction over, Shares is based upon information furnished by the relevant nominee.

Name and Province or State and Country of Residence	Shares⁽¹⁾	Offices Held and Time as Director	Principal Occupation
Terrell Iver Ackerman ⁽⁴⁾⁽⁵⁾⁽⁶⁾ Montana, USA	Nil	Non-Executive director since June 2, 2016	Mining Consultant
Cong (Eason) Chen ⁽²⁾ British Columbia, Canada	65,000	Non-Executive director since September 24, 2012	Senior Manager at a National Accounting Firm MNP LLP
Glenn Poulter ⁽²⁾⁽³⁾ London, United Kingdom	3,000,000	Non-Executive director since December 4, 2014	Financial consultant and adviser at Glenn Poulter Limited
Belinda Elaine Labatte ⁽³⁾⁽⁴⁾⁽⁶⁾ Ontario, Canada	Nil	Non-Executive director since June 2, 2016	Chief Development Officer at Mandalay Resources Corporation
Bradford Alan Mills ⁽²⁾⁽⁶⁾ London, United Kingdom	Nil	Non-Executive director since June 2, 2016	Managing Director of Plinian Capital and Executive Chairman of Mandalay Resources Corporation
Mark Vandyke Sander ⁽³⁾⁽⁵⁾⁽⁶⁾ Pennsylvania, USA	Nil	Non-Executive director since June 2, 2016	President and Chief Executive Officer of Mandalay Resources Corporation
Norman Patrick Williams ⁽⁴⁾⁽⁵⁾ Newfoundland & Labrador, Canada	100,000	President, CEO and executive director since January 15, 2014 CFO of the Company from May 2, 2010 until January 15, 2014	President and Chief Executive Officer of the Company

Notes:

- Information with respect to each nominee as to the number of Shares beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Company, has been furnished by the respective nominee or from third party sources.
- Member of the audit committee of the Board.
- Member of the compensation, corporate governance and nominating committee of the Board.
- Member of the safety, health and environmental committee of the Board.
- Member of the technical committee of the Board.
- Denotes an Investor Director.

Corporate Cease Trade Orders, Bankruptcies and Penalties and Sanctions

To the knowledge of the management of the Company:

- no proposed director is, or within ten years prior to the date hereof has been, a director, chief executive officer or chief financial officer of any company (including the Company) that, (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that

occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;

- (b) no proposed director (i) is, or within ten years prior to the date hereof has been, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or (ii) has, within the ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; and
- (c) no proposed director has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

Appointment of Auditors and Auditor Remuneration

Management is nominating the firm of Deloitte LLP to be appointed as the Company's auditors to hold office until the conclusion of the next annual general meeting at which the accounts are laid (or until their successor is appointed) and to authorize the directors to determine their remuneration. In order to be effective, the resolutions appointing the auditors and authorizing the directors to determine their remuneration must each be passed by a simple majority of the votes cast by Shareholders present in person or by proxy at the Meeting.

In the absence of a contrary specification made in the form of proxy, the Chairman of the Meeting will vote proxies FOR the (a) appointment of Deloitte LLP as auditors of the Company to hold office from the conclusion of this Meeting until the next annual general meeting at which the accounts are laid; and (b) to authorise the directors to determine the remuneration of the auditors.

Special Business

Share Consolidation

At the Meeting, Shareholders will be asked to pass an ordinary resolution granting an authority to the Board (the **Consolidation Authority**), in accordance with Section 618 of the Act, to consolidate the Company's ordinary share capital (the **Consolidation**) on the basis of every seven ordinary shares of £0.01 each in the capital of the Company for one consolidated ordinary share of £0.07 in the capital of the Company (each a **Consolidated Share**).

The Consolidation is subject to the admission of the Consolidated Shares to trading on AIM (the market of that name operated by the London Stock Exchange plc) becoming effective and the approval of the TSX Venture Exchange.

As set out in the Notice of Annual and Special Meeting the Consolidation Authority to be put before the Meeting, which is Resolution 11, is as follows:

"That, subject to and conditional on (i) admission of the Consolidated Shares to trading on AIM, the market of that name operated by the London Stock Exchange plc, becoming effective, and (ii)

the approval of the TSX Venture Exchange, every seven ordinary shares of £0.01 each in the capital of the Company which are in issue at the Consolidation Record Date (as defined below) be consolidated (the **Consolidation**) into one consolidated ordinary share of £0.07 in the capital of the Company (each, a **Consolidated Share**), each such Consolidated Share having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £0.01 each in the capital of the Company as set out in the Company's articles of association, and for these purposes:

- (a) the **Consolidation Record Date** shall be such time and date prior to the revocation or expiry of the power given by this authority as the directors may determine and notify to shareholders;
- (b) where the Consolidation results in any shareholder being entitled to a fraction of a Consolidated Share, such fraction shall, so far as is possible, be aggregated with the other fractions of Consolidated Shares to which other shareholders of the Company may be entitled (each Consolidated Share representing such aggregated fractions being a **Aggregated Consolidated Share**) and the directors be and are authorised to sell (or to appoint another person to sell) on behalf of the relevant shareholders and for the benefit of the Company, all the Aggregated Consolidated Shares arising therefrom, at the best price then reasonably obtainable, with the proceeds of such sales (net of any brokerage commissions and other expenses) to be retained by the Company and not to be distributed to shareholders of the Company;
- (c) notwithstanding the approval of shareholders of this Resolution 11, the directors may determine not to proceed with the Consolidation without any further approval by the shareholders of the Company;
- (d) the power given by this authority shall expire at the conclusion of the next annual general meeting of the Company or at the close of business on June 30, 2019, whichever is the earlier; and
- (e) any director (or any person appointed by the directors) shall be and is hereby authorised, for and on behalf of all relevant shareholders and in the name of the Company, to execute and deliver, whether under corporate seal of the Company or otherwise, all such agreements, forms, waivers, notices, certificates, confirmations, registrations and other documents and instruments and to do or cause to be done all such other acts and things as in the opinion of such director (or such person appointed by the directors) may be necessary, desirable or useful for the purpose of giving full effect to this Resolution 11."

In order to be granted, the Consolidation Authority must be passed by a simple majority of the votes cast by Shareholders present in person or by proxy at the Meeting.

If the Consolidation Authority is approved, no further action on the part of the Shareholders will be required in order for the Board to implement the Consolidation. Notwithstanding approval of the Consolidation Authority by the shareholders, the Board, in its sole discretion, may delay implementation of, or determine not to implement, the Consolidation without further approval or action by, or prior notice to, the shareholders.

If the Board does not implement the Consolidation prior to the earlier of (i) the conclusion of the next annual general meeting of the Company, or (ii) the close of business on June 30, 2019, the Consolidation Authority shall lapse and be of no further force or effect.

Reasons for the Consolidation

The Board believes it is in the best interests of the Company to effect the Consolidation as it is anticipated to make investing in the Company's ordinary shares more attractive to a broader range of institutional and professional investors and other members of the investing public.

If the Consolidation Authority is approved by the shareholders, the Consolidation will only be implemented, if at all, upon a determination by the Board that it is in the best interests of the Company and its shareholders at that time.

Procedures for Implementing the Consolidation

If the Board determines to implement the Consolidation:

- (a) The Company will issue an announcement confirming the Consolidation Record Date, the expected timetable regarding the implementation of the Consolidation (including the effective date of the Consolidation) and settlement details.
- (b) Shareholders on the register of members of the Company at the Consolidation Record Date will exchange every seven Shares they hold for one Consolidated Share.
- (c) As all existing ordinary shareholdings in the Company will be consolidated, the proportion of the issued ordinary share capital of the Company held by each shareholder immediately before and after the Consolidation will, save for fractional entitlements and those holding fewer than seven Shares, remain relatively unchanged.
- (d) To effect the Consolidation, it may be necessary to issue a minimal number of additional Shares prior to the Consolidation Record Date so that the aggregate nominal value of the ordinary share capital of the Company is exactly divisible by seven.
- (e) No shareholder will be entitled to a fraction of a Consolidated Share and where, as a result of the Consolidation, any shareholder would otherwise be entitled to a fraction only of a Consolidated Share in respect of their holding of Shares on the Consolidation Record Date (a **Fractional Shareholder**), such fractions will be aggregated with the fractions of Consolidated Shares to which other holders of fractional Consolidated Shares would otherwise be entitled so as to form full Consolidated Shares (**Aggregated Consolidated Shares**) which will then be sold in the market at the best price then reasonably obtainable. As the costs that would be incurred in the distributing such proceeds to the Fractional Shareholders are likely to exceed the total net proceeds distributable to the Fractional Shareholders, the Board has decided that the proceeds arising from the sale of the Aggregated Consolidated Shares (net of any brokerage commissions and other expenses) will be retained by the Company and not distributed to shareholders of the Company.
- (f) Shareholders holding fewer than seven Shares at the Consolidation Record Date will cease to be shareholders of the Company. As the market value of six or fewer Shares is nominal, no cash payment for such Consolidated Shares will be made to such Shareholders.
- (g) Implementation of the Consolidation is conditional on the Consolidated Shares being admitted to trading on AIM and on receipt of the approval of the TSXV. If the Consolidation is implemented, the Consolidated Shares will trade on AIM and the TSXV following the completion of the Consolidation.

In the absence of a contrary specification made in the form of proxy, the Chairman of the Meeting

will vote proxies FOR the approval of the Consolidation Authority.

Effects of the Consolidation

Except for the aggregation and sale of fractional Consolidated Shares resulting from the Consolidation, the change in the number of issued and outstanding ordinary shares of the Company will not materially affect a shareholder's proportionate ownership interest or voting rights in the Company.

Other than the change in nominal value, the Consolidated Shares resulting from the Consolidation will have the same rights as the existing Shares, including in respect of voting rights and entitlement to dividends.

No shareholder will be entitled to a fraction of a Consolidated Share and shareholders who would otherwise be entitled to receive a fractional Consolidated Share following the Consolidation will not receive any compensation therefor. As a result, shareholders who would otherwise have been entitled to a fractional Consolidated Share following the Consolidation will not have the exact same proportionate holding of Consolidated Shares after the Consolidation as they did prior to the Consolidation.

When the Consolidation Authority is exercised, any shareholder who holds less than seven Shares who wishes to remain a shareholder following the implementation of the Consolidation will need to increase their shareholding to at least seven Shares prior to the Consolidation Record Date. At the relevant time, Shareholders in this position are encouraged to obtain independent financial advice before taking any action.

Risk Factors Associated with the Consolidation

No Assurance that the Consolidation Will Result in the Intended Benefits - There can be no assurance that the Consolidation, if implemented, will result in the intended benefits described above, that the market price of the Consolidated Shares will increase, or that the market price of the Consolidated Shares will not subsequently decrease in the future.

Potential Decline in Market Capitalization - There are numerous factors and contingencies that could affect the market price of the Consolidated Shares, including the Company's reported financial results in future periods, and general economic, geopolitical, stock market and industry conditions. Accordingly, the market price of the Consolidated Shares may not be sustainable at the direct arithmetic result of the Consolidation, and may be lower. If the market price of the Consolidated Shares is lower than it was before the Consolidation on an arithmetic equivalent basis, the Company's total market capitalization (the aggregate value of all Consolidated Shares at the then market price) after the Consolidation will be lower than before the Consolidation.

Potential for Adverse Effect on Liquidity of the Consolidated Shares - The liquidity of the Consolidated Shares could be adversely affected by the Consolidation. If the Consolidation is implemented and the market price of the Consolidated Shares declines for reasons based on the Company's performance and other factors unrelated to the number of Consolidated Shares outstanding, the percentage decline may be greater than may have occurred in the absence of the Consolidation.

Reduction of Board Lots - The consolidation will result in some Shareholders owning "odd lots" of less than a board lot of five 500 Consolidated Shares for the purposes of trading on the TSXV. "Odd lots" may be more difficult to sell on, or require greater transaction costs per share to sell than shares held in "board lots" of even multiples of 500 Consolidated Shares.

Authority to Allot Equity Securities

At the Meeting, Shareholders will be asked to pass an ordinary resolution (the **Allotment Ordinary Resolution**) authorizing the Board, in accordance with section 551 of the Act, to

allot equity securities (as defined in section 560 of the Act) up to a maximum aggregate nominal amount of £1,830,633 with such authority (unless renewed) to expire at the conclusion of the next annual general meeting or at the close of business on June 30, 2019, whichever is the earlier. If approved, the Company may, before this authority expires, make an offer or agreement which would or might require equity securities to be allotted after the authority expires and the Board may allot equity securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

English companies (such as the Company) need shareholder authority pursuant to section 551 of the Act to issue shares. Such authority is sought at each annual general meeting of the Company. In this instance, the Company is seeking a standard authority to allot up to approximately one-third of its current issued share capital. As noted further below, the directors also require empowerment pursuant to section 570 of the Act in order to allot shares for cash consideration on a non-pro-rata basis.

Without authority from shareholders pursuant to section 551 of the Act, English companies (such as the Company) are generally unable to issue shares at all, whether to existing shareholders on a pro-rata basis or for non-cash consideration in the form of shares in another corporation or a non-cash asset (subject to a valuation report being obtained for such assets), or for cash on a non pro-rata basis as described below in relation to the Allotment Special Resolution.

In order to be effective, the Allotment Ordinary Resolution must be passed by a simple majority of the votes cast by Shareholders present in person or by proxy at the Meeting.

The Allotment Ordinary Resolution to be put before the Meeting is as follows:

“That the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the **Act**) to allot equity securities (as defined in section 560 of the Act) up to a maximum aggregate nominal amount of £1,830,633; and this authority will (unless renewed) expire at the conclusion of the next annual general meeting of the Company or at the close of business on June 30, 2019, whichever is the earlier but the Company may, before this authority expires, make an offer or agreement which would or might require equity securities to be allotted after the authority expires and the directors may allot equity securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.”

In the absence of a contrary specification made in the form of proxy, the Chairman of the Meeting will vote proxies FOR the approval of the Allotment Ordinary Resolution.

Authority to Allot Equity Securities for Cash

At the Meeting, and subject to the passing of the Allotment Ordinary Resolution, Shareholders will be asked to pass a special resolution (the **Allotment Special Resolution**) empowering the Board, pursuant to section 570 and section 573 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred by the Allotment Ordinary Resolution above or by way of a sale of treasury shares as if section 561 of the 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 issue in favour of the holders of ordinary shares of the Company in proportion (as nearly as may be) to their respective holdings of ordinary shares and to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, subject only to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange in any territory or any other matter; and

- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities and/or the sale or transfer of treasury shares which is treated as an allotment of equity securities under section 500(3) of the Act, up to an aggregate nominal amount of £549,739.70.

If approved, this power shall expire at the conclusion of the next annual general meeting of the Company or at the close of business on June 30, 2019, whichever is the earlier 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 but otherwise in accordance with the foregoing provisions of this power in which case the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

As noted above, the Company requires empowerment pursuant to section 570 of the Act to allot Shares for cash consideration on a non-pro-rata basis. In this instance, the Company is seeking an authority to allot up to approximately one-tenth of its current issued share capital for cash.

In order to be effective, the Allotment Special Resolution must be passed by not less than 75% of the votes cast by shareholders present in person or by proxy at the Meeting.

The Allotment Special Resolution to be put before the Meeting is as follows:

“That the directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by the Allotment Ordinary Resolution as if section 561 of the 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 issue in favour of the holders of ordinary shares of the Company in proportion (as nearly as may be) to their respective holdings of ordinary shares and to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, subject only to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange in any territory or any other matter; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities and/or the sale or transfer of treasury shares which is treated as an allotment of equity securities under section 500(3) of the Act, up to an aggregate nominal amount of £549,739.70,

and the power hereby granted shall expire at the conclusion of the next annual general meeting of the Company or at the close of business on June 30, 2019, whichever is the earlier 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 but otherwise in accordance with the foregoing provisions of this power in which case the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.”

In the absence of a contrary specification made in the form of proxy, the Chairman of the Meeting will vote proxies FOR the approval of the Allotment Special Resolution.

STATEMENT OF EXECUTIVE COMPENSATION

The Company's statement of executive compensation has been prepared in accordance with the requirements of Form 51-102F6 – *Statement of Executive Compensation (Form 51-102F6)* of National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators (**NI 51-102**). Pursuant to Form 51-102F6, the Company is required to disclose the compensation paid, made payable, awarded, granted given or otherwise provided to each "named executive officer" and director of the Company and the Company's decision-making process relating to compensation. A "named executive officer" includes (i) any individual who acted as Chief Executive Officer (**CEO**) or Chief Financial Officer (**CFO**) for any part of the financial year ended December 31, 2017, (ii) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, other than the CEO and the CFO, on December 31, 2017 whose total compensation was more than \$150,000 for the financial year ended December 31, 2017, and (iii) each individual who would be a named executive officer under (ii) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries on December 31, 2017.

The Company's "named executive officers" (or **NEOs**) with respect to the financial year ended December 31, 2017 are set out below.

Norman Williams	CEO and Director
Tim Slater	Interim CFO
Peter Mercer	Vice President and Corporate Secretary
Tim Sanford	Vice President, Technical Services

Compensation Discussion and Analysis

Objectives of the Compensation Program

The objectives of the Company's compensation program are to attract, hold and motivate performance of shareholders of senior management of a quality and nature that will enhance shareholder value generation for the Company.

Overview of the Compensation Philosophy

The following principles guide the Company's overall compensation philosophy:

- (a) compensation is determined on an individual basis by the need to attract and retain talented, high-achievers;
- (b) each individual's total compensation is determined with reference to the market;
- (c) in appropriate circumstances, a portion of total compensation that is variable and linked to achievements (both individual and corporate) may be included;
- (d) internal equity is maintained such that individuals in similar jobs and locations are treated fairly; and
- (e) the Company supports reasonable expenses in order that employees continuously maintain and enhance their skills.

The Board and/or the Compensation Committee (defined below) is given discretion to determine the emphasis of each principle of compensation discussed above in a manner which best measures the success of the Company and its executive officers.

Compensation Governance

Role of the Compensation, Corporate Governance and Nominating Committee

The Board has a compensation, corporate governance and nominating committee (the **Compensation Committee**) which was established to assist the Board with compensation, corporate governance and nominating matters.

As it relates to its compensation mandate, the Compensation Committee is responsible for assisting the discharge of the Board's responsibilities relating to: (a) recruitment, development and retention of senior management; (b) appointment, performance evaluation and compensation of senior management; (c) succession planning systems and processes relating to senior management; (d) compensation structure for the Board and senior management including salaries, annual and long-term incentive plans and plans involving share options, share issuances and share unit awards (as applicable); (e) pension and benefit plans (as applicable); and (f) share ownership guidelines.

The Compensation Committee is tasked with, at least annually, reviewing with the CEO of the Company the long-term goals and objectives of the Company which are relevant to his or her compensation (including incentive-compensation plans, equity-based plans, the terms of any employment agreements, severance arrangements, and change in control arrangements, and any special or supplemental benefits) and evaluating the CEO's performance in light of those goals and objectives. Based on that evaluation, the Compensation Committee determines and recommends to the independent directors the CEO's compensation and reports to the Board thereon.

The Compensation Committee also, in consultation with the Company's CEO, reviews and makes recommendations to the Board with respect to the compensation of senior management other than the CEO (including incentive-compensation plans, equity-based plans, the terms of any employment agreements, severance arrangements, and change in control arrangements, and any special or supplemental benefits).

The Compensation Committee's goals with respect to senior management compensation is to maintain a compensation program at a fair and competitive level, consistent with the best interests of the Company.

In addition to the foregoing, the Compensation Committee is also responsible for annually reviewing and making recommendations to the Board with respect to compensation of directors, the Chairman of the Board and those acting as committee chairs to, among other things, ensure their compensation appropriately reflects the responsibilities they are assuming.

Neither the Compensation Committee nor the Company has retained a compensation consultant during the previous financial year of the Company.

The Compensation Committee is comprised of Mark Vandyke Sander, Cong (Eason) Chen, Belinda Elaine Labatte and Glenn Poulter, all of whom are "independent" within the meaning of National Instrument 52-110 - *Audit Committees* of the Canadian Securities Administrators (**NI 52-110**). Each of Mr. Sander and Ms. Labatte have direct experience in managing similar compensation initiatives at TSX-listed producing mining companies. All of the shareholders of the Compensation Committee also have good financial understanding which allows them to assess the costs versus benefits of compensation plans. Further, the combined experience of the shareholders of the Compensation Committee in the resource sector provides them with the experience necessary to make decisions on the suitability of the Company's compensation policies and practices.

Elements of Executive Compensation

The Company's executive compensation program is based on the objectives of: (a) recruiting and retaining the executives critical to the success of the Company, (b) providing fair and competitive compensation, (c) balancing the interests of management and shareholders of the Company, and (d) rewarding performance, on the basis of both individual and corporate performance.

For the financial year ended December 31, 2017, the Company's executive compensation program consisted of the following elements:

- (a) base salary;
- (b) annual performance-based cash incentives; and
- (c) long-term equity compensation consisting of share options granted under the Company's Share Option Plans (as defined and described under the heading "*Securities Authorised for Issuance Under Equity Compensation Plans*" of this Circular).

The specific rationale and design of each of these elements (and other elements which may comprise a part of the Company's executive compensation program from time to time) are outlined in detail below.

Element of Compensation

Summary and Purpose of Element

Short-Term Incentives

Base Salary

Salaries form an essential element of the Company's compensation mix as they are the first base measure to compare and remain competitive. Base salaries are fixed and therefore not subject to uncertainty and are used as the base to determine other elements of compensation and benefits. The Compensation Committee and the Board review executive salaries on an as-needed basis.

Annual Performance-Based Cash Incentives

Any bonus paid to the executive officers is entirely within the discretion of the Board, following recommendation by the Compensation Committee. Without prejudice to this overall policy, each year the Committee establishes guidelines and key performance indicators for a bonus scheme to operate in that year for the benefit of the Company's executive officers (see below). In making bonus determinations, the Board takes account of these criteria and of corporate and individual performance.

The annual performance-based cash bonuses are a variable component of compensation designed to reward the Company's executive officers for maximizing annual operating performance.

Other Compensation (Perquisites)

The Company's executive employee benefit program includes life, medical, dental and disability insurance. Such benefits and perquisites are designed to be competitive overall with equivalent positions in comparable organisations.

Long-Term Incentives

Share Option Plans

The granting of share options is a variable component of compensation intended to reward the Company's executive officers for success in achieving sustained exploration growth and appreciation in share value.

Base Salary

In determining the base salary of an executive officer, the Board's practice has been to consider the recommendations made by the Compensation Committee and then review and summarise these recommendations in light of the circumstances of the Company. The Compensation Committee and the Board relies on the knowledge and experience of its shareholders to set appropriate levels of base salary for executive officers.

In determining the base salary to be paid to a particular executive officer, the Board also considers the particular responsibilities related to the position, the experience level of the executive officer, and his or her past performance at the Company. Salary levels for executive officers are reviewed from time to time by the Compensation Committee.

In determining base salary levels for executive officers, the Compensation Committee and the Board uses all the data available to it to ensure that the Company is maintaining a level of compensation that is both commensurate with the size of the Company and sufficient to retain key personnel.

In light of the limited elements of executive compensation (base salary, bonus and share options), at this time neither the Board nor the Compensation Committee have formally assessed the implications of the risks associated with the Company's compensation policies and practices.

The Board has not, as yet, adopted a policy restricting its NEOs or directors from purchasing instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by NEOs or directors. To the knowledge of the management of the Company, no such purchases have been made by NEOs or directors during the Company's most recently completed financial year.

Annual Performance-Based Cash Incentives

Executive officers are eligible for annual cash bonuses. Such bonuses take into account and give varying degrees of weight, depending on the relevance of these factors to the particular executive officer, to the following indicators of Company and individual performance:

- (a) relative change in cash flow;
- (b) performance against budget;
- (c) expense control;
- (d) performance and safety factors;
- (e) mine reserves; and
- (f) other exceptional or unexpected factors.

In taking into account the financial performance aspect, it is recognised that executive officers cannot control certain factors, such as overall market conditions. When applying the financial performance criteria, the Board considers factors over which the executive officers can exercise control, such as meeting budget targets established by the Board at the beginning of each year, controlling costs, taking successful advantage of business opportunities and enhancing the competitive and business prospects of the Company.

Other Compensation – Perquisites

There were no material perquisites provided to the NEOs during the financial year ended December 31, 2017.

Share Options

In determining whether to recommend the granting of share options to executive officers, the Compensation Committee reviews the matter and makes a recommendation to the Board. Such review consists of: 1) an analysis of share options granted to similar roles in comparative companies; 2) the number of share options previously granted to the individual; and 3) taking into consideration the number of unissued options remaining in the approved Share Option Plans (as defined and described under the heading "*Securities Authorised for Issuance Under Equity Compensation Plans*" of this Circular.

Other Long-Term Incentive Plans

The Company does not have any other long-term incentive plans, including any supplemental executive retirement plans.

Overview of How the Compensation Program Fits with Compensation Goals

Attract, Hold and Motivate Key Talent

The compensation package meets the goal of attracting, holding and motivating key talent in a highly competitive environment through the following elements:

- (a) A competitive cash compensation program, consisting of base salary and bonus opportunity.
- (b) Providing an opportunity to participate in the Company's growth through options.

Alignment of Interest of Management with Interest of the Company's shareholders

The compensation package meets the goal of aligning the interest of management with the interest of the Company's shareholders through the following elements:

- (a) Through the grant of share options, if the price of the Shares increases over time, both executives and Shareholders will benefit.
- (b) By providing a vesting period on share option awards, management has an interest in increasing the price of the Company's shares over time, rather than focusing on short-term increases.

Summary Compensation Table

The following table provides a summary of the compensation of the Company's NEOs for the financial year ended December 31, 2017 as well as historical compensation information for such NEOs for the for the five months transitional financial year ended December 31, 2016 and the financial year ended July 31, 2016.

Name of NEO and principal position	Financial Year Ended	Salary (US\$) ⁽⁴⁾	Share-based Awards	Option-based Awards (US\$) ⁽¹⁾	Non-equity incentive plan compensation		Pension Value	All other compensation (US\$)	Total compensation (US\$)
					Annual incentive plans (US\$) ⁽⁴⁾	Long-term incentive plans			
Norman Williams ⁽²⁾ President, CEO and Director	2017	\$242,817	Nil	Nil	\$Nil	Nil	N/A	\$9,250	\$252,067
	2016H2	\$99,296	Nil	Nil	\$30,759	Nil	N/A	\$3,783	\$224,406
	2016	\$235,211	Nil	Nil	\$43,079 ⁽⁵⁾	Nil	N/A	Nil	\$278,290
Peter Mercer VP, Corporate Secretary	2017	\$158,024	Nil	Nil	\$Nil	Nil	N/A	Nil	\$158,024
	2016H2	\$64,621	Nil	\$66,594	\$18,968	Nil	N/A	Nil	\$150,183
	2016	\$139,468	Nil	Nil	\$26,565 ⁽⁵⁾	Nil	N/A	Nil	\$166,033
Tim Slater Interim CFO	2017	N/A	Nil	Nil	Nil	Nil	N/A	\$122,953 ⁽³⁾	\$122,953
	2016H2	N/A	Nil	Nil	Nil	Nil	N/A	\$84,000 ⁽³⁾	\$84,000
	2016	N/A	Nil	Nil	Nil	Nil	N/A	\$107,522	\$107,522

								(3)	
Tim Sanford	2017	\$150,316	Nil	Nil	Nil	Nil	N/A	Nil	\$150,316
VP Technical	2016H2	\$61,469	Nil	\$46,616	\$15,994	Nil	N/A	Nil	\$124,079
Services	2016	\$117,605	Nil	Nil	\$22,401 ⁽⁵⁾	Nil	N/A	Nil	\$140,006

Notes:

1. The grant date fair value of options was estimated using a Black-Scholes model, which is a mathematical valuation model that ascribes a value to a stock option based on a number of variables, including the exercise price of the options, the market price of the underlying shares on the date the option was granted, the term of the option and assumptions with respect to the volatility of the price of the underlying share and the risk-free rate of return. The Company used this model because it is the methodology recommended by the Canadian Institute of Chartered Accountants in its Handbook for valuing securities based compensation and, in line with that recommendation, is the methodology used by the Company, and most UK and Canadian publicly traded companies, in valuing and reporting stock options in its financial statements. Calculating the value of stock options using the Black-Scholes-Merton Model is very different from simple 'in-the-money' value calculation. Stock options that are well "out-of-the-money" can still have a significant fair value based on a Black-Scholes-Merton valuation. Accordingly, caution must be exercised in comparing grant date fair value amounts with cash compensation or an in-the-money option value calculation. The value of the "in-the-money" options currently held by each NEO and director (based on share market price less option exercise price) is set forth in the 'Value of Unexercised in-the-money Options' column of the table in the section "Outstanding Share and Option Based Awards" below.
2. All of the compensation paid to Mr. Norman Williams during the financial year ended December 31, 2017 was paid in connection with his role as President and CEO of the Company. Mr. Williams received no compensation in connection with his role as a director of the Company.
3. Represents fees payable to the accountancy firm of which Mr. Tim Slater is a director and shareholder during the financial year ended December 31, 2017, which were paid in pounds sterling (**GBP**) and have been converted to US Dollars (**US\$**) using the average noon buying rate for GBP reported by the Bank of Canada for the year ended December 31, 2017, being GBP1.00 = US\$1.28833 (five months ended December 31, 2016, being GBP1.00 = US\$1.27071, year ended July 31, 2016, being GBP1.00=US\$1.46296).
4. Represents compensation payments made during the financial year ended December 31, 2017, which were paid in Canadian Dollars (**CAD**) and have been converted to US\$ using the average noon buying rate for CAD reported by the Bank of Canada for the year ended December 31, 2017, being CAD1.00 = US\$0.77085 (five months ended December 31, 2016 being CAD1.00 = US\$0.75654, year ended July 31, 2016 being CAD1.00=US\$0.75388).
5. The non-equity incentive plan compensation relates to bonus payments determined and made in the given financial year in respect of Company performance and results in relation to the previous financial year.

Outstanding Option-Based Awards and Share-Based Awards

The following table sets forth, for each NEO, all option-based awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year. As at December 31, 2017, being the end of the financial year, the Company had no share-based awards outstanding.

Name of NEO	Option-based Awards			
	Number of securities underlying unexercised options	Option exercise price (US\$)	Option expiration date	Value of unexercised in-the-money options ⁽⁷⁾
Norman Williams	100,000 ⁽²⁾	\$0.71	July 7, 2018	Nil
	75,000 ⁽²⁾	\$0.13	November 10, 2018	Nil
	250,000 ⁽⁴⁾	\$0.37	May 7, 2020	Nil
	750,000 ⁽⁵⁾	\$0.37	February 19, 2024	Nil
	3,400,000 ⁽⁶⁾	\$0.06	August 22, 2021	\$204,000
Peter Mercer	100,000 ⁽³⁾	\$0.82	November 12, 2017	Nil
	45,000 ⁽²⁾	\$0.13	November 10, 2018	Nil
	250,000 ⁽⁴⁾	\$0.34	August 17, 2020	Nil
	500,000 ⁽⁴⁾	\$0.37	February 19, 2024	Nil
	2,500,000 ⁽⁶⁾	\$0.06	August 22, 2021	\$150,000
Tim Slater	102,000 ⁽²⁾	\$0.12	November 10, 2018	\$4,080
Tim Sanford	150,000 ⁽¹⁾	\$0.39	March 11, 2020	Nil
	75,000 ⁽²⁾	\$0.45	June 10, 2021	Nil
	1,750,000 ⁽⁶⁾	\$0.06	August 22, 2021	\$105,000

Notes:

1. These options vested immediately.
2. These options vest in three equal tranches on the first, second and third anniversaries of the date of grant.
3. These options vest in three equal tranches, one third immediately and one third on each of the first and second anniversaries of the date of grant.
4. These options vest in two equal tranches, one half immediately and one half on the first anniversary of the date of grant.
5. Two thirds of these options vested immediately and one third vest on the first anniversary of the date of grant.
6. These options vest on the third anniversary of the grant.
7. The value of unexercised in-the-money options is the difference between the closing price of the Shares at the end of the financial year of US\$0.12 and the option exercise price multiplied by the number of options.

Incentive plan awards – value vested or earned during the year

The following table sets forth, for each NEO, information regarding the value of awards vested or earned during the most recently completed financial year, being the financial year ended December 31, 2017, the Company had no Share-based awards outstanding.

Name of NEO	Option-based awards – Value vested during the year	Non-equity incentive plan compensation – Value earned during the year (US\$)⁽¹⁾⁽²⁾
Norman Williams	Nil	Nil
Peter Mercer	Nil	Nil
Tim Slater	Nil	Nil
Tim Sanford	Nil	Nil

Notes:

1. Represents compensation payments made during the financial year ended December 31, 2017, which were paid in CAD and have been converted to US\$ using the average noon buying rate for CAD reported by the Bank of Canada for the year ended December 31, 2017, being CAD1.00 = US\$0.77085.
2. The non-equity incentive plan compensation relates to bonus payments determined and made in the given financial year in respect of Company performance and results in relation to the previous financial year.

Other Compensation Matters

The Company currently has no pension plan (including defined benefit and defined contribution) benefits or deferred compensation plans in place for the NEOs.

Termination of Employment, Change in Responsibilities and Employment Contracts

Other than as set out below, the Company has no contract, agreement, plan or arrangement that provides for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in an NEO's responsibilities.

Mr. Norman Williams' employment agreement contains "double-trigger" provisions which provide for payments in the event of his involuntary termination within one year following a change of control. In such circumstances, subject to the terms and conditions of his employment agreement, Mr. Williams is entitled to receive one times his annual base salary (as the same may have been adjusted) immediately prior to the date of termination as well as any bonus he would have been entitled to receive under the Company's then bonus plan or similar scheme on a *pro rata* basis with respect to the fiscal period worked prior to the involuntary termination. The Company is also required to use commercially reasonable efforts to obtain the consent(s) of benefits providers to continue the benefits of Mr. Williams for a period of six months following the date of termination, or otherwise the Company is required to provide a cash payment in lieu thereof if such consent(s) cannot be obtained. The Company may, at its option, choose to make all payments in 12 equal monthly instalments, payable in arrears, in which case Mr. Williams is required to take all reasonable steps to find alternative employment or engagement and to notify the Company upon such employment or engagement being found, following which any remaining monthly payments are reduced to an amount equal to 25% of the remaining amounts otherwise payable. By way of illustration, if Mr. Williams' employment with the Company was involuntarily terminated as at December 31, 2017 within one year following a change of control, Mr. Williams would be entitled to receive up to approximately US\$243,000 in total compensation (excluding benefits and any accrued holiday entitlements).

Each of Messrs. Peter Mercer and Tim Sanford's employment agreements contain "double-trigger" provisions which provide for payments in the event of their respective involuntary termination within one year following a change of control. In such circumstances, subject to the terms and conditions of their respective employment agreements, each would be entitled to receive two times their respective annual salary (as the same may have been adjusted) immediately prior to the date of termination as well as any bonus they would have been entitled to receive under the Company's then bonus plan or similar scheme, on a *pro rata* basis with respect to the fiscal period worked prior to the involuntary termination. The Company is also required to use commercially reasonable efforts to obtain the consent(s) of benefits providers to continue their respective benefits for a period of six months following the date of termination, or otherwise the Company is required to provide a cash payment in lieu thereof if such consent(s) cannot be obtained. The Company may, at its option, choose to make all payments in 12 equal monthly instalments, payable in arrears. By way of illustration, if: (a) Mr. Mercer's employment with the Company was involuntarily terminated as at December 31, 2017 within one year following a change of control, Mr. Mercer would be entitled to receive up to approximately US\$316,000 in total compensation; and (b) Mr. Sanford's employment with the Company was involuntarily terminated as at December 31, 2017 within one year following a change of control, Mr. Sanford would be entitled to receive up to approximately US\$300,000 in total compensation (in each case excluding benefits and any accrued holiday entitlements).

The terms of Mr. Slater's engagement with the Company do not contain any contractual rights of payment at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in Mr. Slater's responsibilities.

Compensation of Directors

During the financial year ended December 31, 2017, the directors received the fees set out below for serving as directors of the Company. Relevant disclosure for the sole executive director Norman Williams has already been provided under the heading "*Summary Compensation Table*".

Name	Fees earned (US\$)⁽¹⁾	Share-based awards	Option-based awards	Non-equity incentive plan compensation	All other compensation	Total (US\$)
<u>Current Directors</u>						
Terrell Iver Ackerman	\$19,325	Nil	Nil	Nil	Nil	\$19,325
Cong (Eason) Chen	\$19,325	Nil	Nil	Nil	Nil	\$19,325
Glenn Poulter	\$15,460	Nil	Nil	Nil	Nil	\$15,460
Belinda Elaine Labatte	\$19,325	Nil	Nil	Nil	Nil	\$19,325
Bradford Alan Mills	\$19,325	Nil	Nil	Nil	Nil	\$19,325
Mark Vandyke Sander	\$19,325	Nil	Nil	Nil	Nil	\$19,325

Notes:

1. Represents director fee payments made during the financial year ended December 31, 2017, which were paid in CAD or GBP, depending on each director's location. Amounts paid in CAD have been converted to US\$ using the average noon buying rate for CAD reported by the Bank of Canada for the year ended December 31, 2017, being CAD1.00 = US\$0.77085. Amounts paid in GBP have been converted to US\$ using the average noon buying rate for GBP reported by the Bank of Canada for the year ended December 31, 2017, being GBP1.00 = US\$1.28833.

Director Outstanding Option-Based Awards and Share-Based Awards

Other than in respect of Mr. Norman Williams as CEO of the Company (see above), no share-based awards have been granted to any directors of the Company.

Director Incentive plan awards - Value Vested or Earned During the Year

Other than in respect of Mr. Norman Williams as CEO of the Company (see above), no share-based awards have vested or been earned during the year ended December 31, 2017.

SECURITIES AUTHORISED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company adopted a “fixed number” share option plan in 2007 (as amended, the **2007 Share Option Plan**) as well as a second “fixed number” share option plan in 2016 (the **2016 Share Option Plan**, together with the 2007 Share Option Plan, the **Share Option Plans**). The following table sets forth information with respect to the options outstanding under the 2007 Share Option Plan and 2016 Share Option Plan as at the financial year ended December 31, 2017.

Plan Category	Column (a) Number of Ordinary Shares to be Issued Upon Exercise of Outstanding Options	Column (b) Weighted-Average Exercise Price of Outstanding Options (US\$)	Column (c) Number of Shares Remaining Available for Future Issuance Under Equity Compensation Plans (excluding Shares Reflected in Column (a))
Equity compensation plans approved by security holders	13,375,490	\$0.13	35,214,854
Equity compensation plans not approved by security holders	N/A	N/A	N/A
TOTAL	13,375,490	\$0.13	35,215,854

Share Option Plans

In 2007, the Company adopted the 2007 Share Option Plan under which a maximum aggregate of 7,161,375 Shares were reserved for issuance upon the exercise of options. As at the date of this Circular, options exercisable for 3,160,490 Shares were outstanding and unexercised under the 2007 Share Option Plan, representing approximately 0.57% of the total Shares currently outstanding. As of the date of this Circular, options exercisable for a further 4,000,885 Shares will be available for issue under the 2007 Share Option Plan.

In August 2016, the Company adopted the 2016 Share Option Plan under which a maximum aggregate of 41,428,969 Shares were reserved for issuance upon the exercise of options. As at the date of this Circular, options exercisable for 10,215,000 Shares were outstanding and unexercised under the 2016 Share Option Plan, representing approximately 1.86% of the total Shares currently outstanding. As of the date of this Circular, options exercisable for a further 31,213,969 Shares will be available for issue under the 2016 Share Option Plan. Collectively, as of the date of this Circular, options exercisable for an aggregate of 13,247,000 Shares were outstanding and unexercised under the 2007 Share Option Plan and 2016 Share Option Plan, representing approximately 2.41% of the total Shares currently outstanding.

The purposes of the Share Option Plans are to attract and motivate the directors, officers and employees of the Company and consultants to the Company (collectively the **Optionees**) and thereby advance the Company's interests by providing them an opportunity to acquire an equity interest in the Company through the exercise of share options granted to them under the Share Option Plans. See "*Statement of Executive Compensation – Compensation Discussion and Analysis*" in this Circular.

Pursuant to the Share Option Plans, the Board may grant non-assignable share options to Optionees in consideration for services to the Company. The number of shares subject to each option is determined by the Board or other Persons as may be designated by the Board. Options may have a term of up to 10 years and are exercisable to purchase Shares at an exercise price which is not less than the greater of the Discounted Market Price (as defined by the rules of the TSXV) or \$0.10. Under the Share Option Plans:

- (a) the aggregate number of Shares pursuant to options that may be granted to any one Optionee in any 12 month period may not exceed 5% of the issued and outstanding Shares, as calculated on the date that the option is granted;
- (b) the aggregate number of Shares pursuant to options that may be granted to employees conducting investor relations activities in any 12 month period may not exceed 2% of the issued and outstanding Shares, as calculated on the date that the option is granted;
- (c) the number of Shares pursuant to options that may be granted to any consultant in any 12 month period may not exceed 2% of the issued and outstanding Shares, as calculated on the date that the option is granted;
- (d) the Shares pursuant to options issued to consultants conducting investor relations activities must vest in stages over a 12 month period, with no more than 25% of the shares vesting in any three month period;
- (e) the number of Shares pursuant to options that may be granted to insiders in any 12 month period may not exceed 10% under the 2007 Share Option Plan, and 5% under the 2016 Share Option Plan, of the issued and outstanding Shares unless disinterested shareholder approval has been obtained in accordance with TSXV policies; and
- (f) the number of Shares pursuant to options that may be granted to insiders may not exceed 10% of the issued and outstanding Shares.

The Share Option Plans do not impose vesting requirements, however, the Board may impose vesting requirements in its discretion and in respect of the 2007 Share Option Plan, subject to obtaining any required approval from the TSXV, the Board may authorize all non-vested options to vest immediately. Under the 2007 Share Option Plan, if there is a potential "change of control" of the Company, the Board may decide that all non-vested options, subject to obtaining any required approval from the TSXV, shall vest immediately.

Unless indicated otherwise, options may only be exercised by the Optionee (to the extent they have already vested) for so long as the Optionee is a director, officer or employee of, or consultant to, the Company and (unless otherwise extended by the Board), within a period thereafter not exceeding the earlier of:

- (a) the original expiry date;
- (b) 90 days under the 2007 Share Option Plan and 30 days under the 2016 Share Option Plan (or such longer period as the Board may determine) after ceasing to be a director, officer, employee or consultant; or

- (c) if the Optionee dies, within one year from the Optionee's death.

Any amendments to the Share Option Plans or outstanding share options are subject to the approval of the TSXV and, if required by the TSXV or the Share Option Plans, of the shareholders of the Company, possibly with only "disinterested shareholders" being entitled to vote. An amendment to an outstanding share option also requires the consent of the Optionee.

No options have been granted under the Share Option Plans which are subject to shareholder approval.

AUDIT COMMITTEE AND EXTERNAL AUDITOR FEES

The text of the charter of the audit committee of the Board (the **Audit Committee**) is attached to this Circular at **Schedule A**. The following are the current shareholders of the Audit Committee:

Name	Independence ^{(1),(2)}	Financial Literacy ⁽³⁾
Cong (Eason) Chen (Chair)	Independent	Financially Literate
Glenn Poulter	Independent	Financially Literate
Bradford Alan Mills	Independent	Financially Literate

Notes:

1. Pursuant to NI 52-110, an audit committee shareholder is "independent" if he or she has no direct or indirect "material relationship" (as such term is defined in NI 52-110) with the issuer.
2. Pursuant to NI 52-110, as an issuer listed on the TSXV, the Company is exempt from the general requirements under NI 52-110 that the shareholders of an issuer's audit committee be "independent". The Company's audit committee remains subject to the TSXV's requirements that a majority of the shareholders of its audit committee not be employees, control persons or officers of the Company or any of its associates or affiliates. The Company satisfies these requirements.
3. Pursuant to NI 52-110, an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

Set out below is a description of the education and experience of Messrs. Chen and Poulter that are relevant to the performance of each of their respective responsibilities as an Audit Committee shareholder.

Cong (Eason) Chen – Mr. Chen is a chartered accountant by profession. Through his years of experience, Mr. Chen has held senior and managerial positions at Ernst & Young LLP and Procon Mining & Tunnelling Ltd. with extensive knowledge and experience in Canadian and cross-border listings, corporate governance and internal controls.

Glenn Poulter – Mr. Poulter has a strong background in global equities focusing on strategic positioning, scenario planning and leadership. Mr. Poulter has over 30 years of experience in financial services in the City of London, and he has held a number of senior positions including director of Nat West Markets, director of UBS, Managing Director of Citi, Co-CEO of ICAP Equities and director of Oriel Securities.

Bradford Alan Mills – Mr. Mills is the founder and managing director of Plinian Capital, a private equity firm whose principal business is investment in natural resources projects and companies. Mr. Mills is currently the Executive Chairman of Mandalay Resources, a TSX main-board listed gold producer. He is the former Chief Executive Officer Mandalay Resources and former Chief Executive Officer of Lonmin Plc, the world's number three platinum and platinum group metals producer. Before Lonmin, Mr. Mills served as President of BHP Billiton's copper group. Mr. Mills currently holds directorships with Mandalay Resources, Helio Resources and West African Minerals. Mr. Mills is a shareholder of the advisory board to the Stanford University School of Earth, Energy and Environmental Sciences.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied upon any of the exemptions contained in Section 2.4 (*De Minimis Non-audit Services*), 6.1.1(4) (*Circumstances Affecting the Business or Operations of the Venture Issuer*), 6.1.1(5) (*Events Outside Control of Member*) or 6.1.1(6) (*Death, Incapacity or Resignation*) of NI 52-110 or from an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemption*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in **Schedule A**.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditors during the financial year ended December 31, 2017 and for the five month transitional financial year ended December 31, 2016 were as follows:

Year	Audit Fees⁽¹⁾ (US\$)	Audit-Related Fees⁽²⁾ (US\$)	Tax Fees⁽³⁾ (US\$)	All Other Fees⁽⁴⁾ (US\$)
December 31, 2017	\$130,058	Nil	Nil	\$6,467
December 31, 2016	\$125,959	Nil	Nil	\$2,605

Notes:

1. The term "**Audit Fees**" means the aggregate fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. Audit fees during the year ended December 31, 2017 were paid in CAD and have been converted to US\$ using the average noon buying rate for CAD reported by the Bank of Canada for the year ended December 31, 2017: CAD1.00 = US\$0.77085. Audit fees during the five month period ended December 31, 2016 were paid in GBP and have been converted to US\$ using the average noon buying rate for GBP reported by the Bank of Canada for the five months ended December 31, 2016: GBP1.00 = US\$1.27071). Audit fees for the year ended December 31, 2017 includes US\$14,431 paid to the previous auditors.
2. The term "**Audit-Related Fees**" means the aggregate fees billed for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements for the subject year and are not reported under "Audit Fees".
3. The term "**Tax Fees**" means the aggregate fees billed for professional services rendered by the Company's external auditor for tax compliance, tax advice, and tax planning for the subject year.
4. The term "**All Other Fees**" means the aggregate fees billed for products and services provided by the Company's external auditor for the subject year, other than the services reported under the categories of "Audit-Related Fees", "Tax Fees" and "All Other Fees". These fees were related to reviews of quarterly financial statements and MD&A disclosure. Included in the amount for the year ended December 31, 2017 is an amount of US\$300 paid to the former auditors.

Venture Issuer Exemption

The Company is a "venture issuer" (as defined in NI 52-110). Pursuant to Section 6.1 of NI 52-110, venture issuers are exempt from the requirements of Part 3 (*Composition of Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

CORPORATE GOVERNANCE DISCLOSURE

National Policy 58-201 – *Corporate Governance Guidelines* sets out a series of corporate governance guidelines. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer in Canada, such as the Company, must disclose, on an annual basis and in the prescribed form, the corporate-governance practices that it has adopted pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators (**NI 58-101**). The information required to be disclosed by NI 58-101 is attached to this Circular as Schedule “B”.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At no time during the most recently completed financial year or as of the date hereof has a director, executive officer or employee or former director, executive officer or employee of the Company or of any of its subsidiaries, or any associates of such persons, been indebted to the Company or any of its subsidiaries or any other entity where the indebtedness was the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in this Circular, to the knowledge of the management of the Company, no “informed persons”, as such term is defined in NI 51-102, or any proposed director of the Company or any of their associates or affiliates had any material interest, direct or indirect, in any transaction since the beginning of the Company’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

INTERESTS OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except as disclosed in this Circular, the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer at any time since the beginning of the Company’s last financial year, of any proposed nominee for election as a director, or of any associates or affiliates of any of these individuals, in any matter to be acted on at the Meeting other than the election of directors or the appointment of auditors.

ADDITIONAL INFORMATION

Additional information relating to the Company is available under the Company’s profile on SEDAR at www.sedar.com. Financial information regarding the Company is provided in its consolidated financial statements and management discussion and analysis for the five months transitional financial year ended December 31, 2016, copies of which are available under the Company’s profile on SEDAR at www.sedar.com and the Company’s website at www.ramblermines.com. Shareholders of the Company may also obtain additional copies of the audited financial statements and accompanying management discussion and analysis by written request addressed to: Rambler Metals and Mining plc, Attention: Company Secretary, Salatin House, 19 Cedar Road, Sutton, Surrey SM2 5DA or by email (pmercer@ramblermines.com).

BY ORDER OF THE BOARD

(Signed) “Peter Mercer”

Peter Mercer

Company Secretary

Rambler Metals and Mining plc

Schedule A

RAMBLER METALS AND MINING

AUDIT COMMITTEE CHARTER

PURPOSE

Rambler Metals and Mining plc (the “**Corporation**”) shall fulfill its corporate governance obligations by complying with the applicable requirements set out in the Corporation’s constating documents and established under laws and regulations of general application. The Audit Committee (the “**Audit Committee**”) of the Board of directors (the “**Board**”) of the Corporation is a key component to the fulfillment of the applicable obligations. Accordingly, this Charter describes the constitution, authority, mandate and responsibilities of the Committee.

CONSTITUTION & AUTHORITY

The Audit Committee shall consist of not less than three directors appointed by the Board. Members of the Audit Committee must meet all independence and financial literacy requirements applicable to the Corporation under applicable securities laws and stock exchange requirements, including those prescribed by National Instrument 52-110 - *Audit Committees* of the Canadian Securities Administrators, as may be amended from time to time.

The Committee members will be elected annually at the first meeting of the Board following the annual general meeting of shareholders.

The Audit Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, accountants or other experts and advisors, as it deems necessary or appropriate, without seeking approval of the Board or management.

The Corporation shall provide for appropriate funding, as determined by the Audit Committee, in its capacity as a committee of the Board, for payment of:

1. Compensation of any advisers employed by the Audit Committee; and
2. Ordinary administrative expenses of the Audit Committee that is necessary or appropriate in carrying out its duties.

Given that the Corporation’s external auditor (the “**auditor**”) is appointed by, and is accountable to, the Corporation’s shareholders, the Board is elected by the Corporation’s shareholders to oversee and guide the Corporation’s business and the Audit Committee has been appointed as representatives of the Board, the auditor shall report directly to the Audit Committee.

MANDATE

The Corporation’s management is responsible for preparing the Corporation’s financial statements and other financial information and for presenting the information contained in the financial statements fairly and in accordance with accounting principles acceptable under applicable laws and regulations. Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The auditor’s responsibility is to audit the Corporation’s financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, whether the financial

statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Corporation in accordance with generally accepted accounting principles.

The role of the Audit Committee is principally one of oversight. Accordingly, the Audit Committee shall:

1. make recommendations to the Board regarding the appointment, retention and level of compensation of the Corporation's auditor;
2. approve, in advance, all non-audit services not prohibited by law provided to the Corporation by the auditor and the related compensation;
3. oversee and evaluate the work of the auditor and confirm its independence;
4. provide a means of communication between the Board, management and the auditor on matters relating to financial reporting;
5. provide the necessary oversight over:
 - (a) the integrity, adequacy and timeliness of the Corporation's financial reporting and disclosure practices, including the preparation of financial statements;
 - (b) the processes for identifying the Corporation's principal financial risks and the control systems to monitor those risks;
 - (c) the Corporation's compliance with legal and regulatory requirements related to financial reporting; and
6. perform any other activities consistent with its mandate, the Corporation's constituting documents and laws of general application as the Audit Committee or Board deems necessary or desirable.

RESPONSIBILITIES

In performing its oversight responsibilities, the Audit Committee shall:

1. review and assess, on an on-going basis, the adequacy of its mandate and recommend any proposed changes to the Board for approval;
2. monitor, on an on-going basis, the independence of the auditor by reviewing all relationships between the auditor and the Corporation and all non-audit work performed for the Corporation by the auditor and the Audit Committee or a member thereof shall pre-approve all non-audit services to be provided to the Corporation or a subsidiary by the auditor;
3. review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the auditor and any former auditor;
4. review with the auditor and management the annual plan for the audit of the financial statements before commencement of the work;
5. review with the auditor the results of the auditor's work and any problems or difficulties that were encountered, including any disagreements between the Corporation's management and the auditor regarding financial reporting, and assess management's responses thereto;
6. review with management and the auditor the annual audited financial statements and "Management Discussion and Analysis" reports, before filing or distribution, including matters requiring review pursuant to laws and regulations of general application;

7. review with management (or ensure that the Board does so) the quarterly unaudited financial statements and Management Discussion and Analysis reports, before filing or distribution, including matters required to be reviewed under laws and regulations of general application;
8. review with management, as appropriate, news releases and any other form of disclosure containing earnings and other material financial information;
9. satisfy itself that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from its financial statements, other than the public disclosure referred to in paragraphs 6 and 7, and must periodically assess the adequacy of those procedures;
10. review with management and the auditor the adequacy and effectiveness of the Corporation's accounting and financial controls and the adequacy and timeliness of its financial reporting processes;
11. review with management and the auditor the quality and appropriateness of the Corporation's financial reporting and accounting standards and principles and significant changes to those standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made;
12. review with management and the auditor the treatment and disclosure of significant related party transactions and potential conflicts of interest;
13. review with management the risk of frauds within the operations or financial reporting and consider the actions taken by management and the systems implemented to address these risks
14. ensure that adequate procedures are in place for the receipt, retention and treatment of:
 - (a) complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
 - (b) confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters;
15. review the appointment of the Corporation's Chief Financial Officer and any other key financial executives involved in the financial reporting process; and
16. conduct or authorize investigations into any matter that the Audit Committee believes is within the scope of its responsibilities. The Audit Committee has the authority to retain, at the Corporation's expense, independent counsel, accountants or other advisors to assist it in the conduct of any investigation.

Schedule B

CORPORATE GOVERNANCE DISCLOSURE

Pursuant to NI-58-101, the Company is required to and hereby discloses its corporate governance practices as follows:

1. Board of directors

The Board facilitates its exercise of independent supervision over management primarily by having a majority of the members of the Board consist of individuals who are independent of the Company, as such term is defined in NI 58-101.

The Board considers that each of its directors are “independent” within the meaning of the term in NI 58 101, with the exception of Norman Williams. Norman Williams is not “independent” within the meaning of the term in NI 58-101 as Mr. Williams is the Chief Executive Officer of the Company and, as such, he is involved in the management and the day to day operations of the Company.

2. Directorships

The following table discloses other directorships held by each of the directors in other reporting issuers (or equivalent in foreign jurisdictions).

Name	Reporting Issuer
Terrell Iver Ackerman	Nil
Cong (Eason) Chen	Nil
Glenn Poulter	Nil
Belinda Elaine Labatte	Nil
Bradford Alan Mills	Helio Resource Corp. Mandalay Resources Corporation West African Minerals Corporation
Mark Vandyke Sander	Mandalay Resources Corporation
Norman Patrick Williams	Nil

3. Orientation and Continuing Education

The Compensation Committee is responsible for overseeing an appropriate orientation and education for new directors in order to familiarize them with the Company and its business (including its reporting structure, strategic plans, significant financial, accounting and risk issues, compliance programs and policies, senior management and the independent auditor).

New directors are briefed on the role of the Board and its directors and are briefed on the strategic plan, annual and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing Company policies. Board members are encouraged to meet and communicate with management, auditors and technical consultants to keep themselves current with the Company, industry trends and developments and changes in legislation, with management's assistance. Board members have access to the Company's records. Additionally, directors have the opportunity to tour the operations of the Company.

4. Ethical Business Conduct

The members of the Board are expected to understand their responsibility to encourage and promote a culture of ethical and honest business conduct and recognize the importance of:

- the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- promoting avoidance of conflicts of interest, including disclosure to an appropriate person of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
- promoting full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the securities regulators and in other public communications made by the Company;
- promoting compliance with applicable governmental laws, rules and regulations;
- promoting accountability for adherence to honest and ethical conduct; and
- helping to foster a culture of honesty and accountability.

5. Nomination of Directors

The Compensation Committee is chaired by Mark Vandyke Sander, with Belinda Elaine Labatte, Cong (Eason) Chen and Glenn Poulter comprising its other members. Its purpose is to assist the Board with compensation, corporate governance and nominating matters. With respect to nomination matters, the Compensation Committee is charged with developing and recommending to the Board criteria for the selection of new directors, assisting the Board by identifying individuals qualified to becoming members of the Board (consistent with criteria approved by the Board) and recommending to the Board the director nominees for election at the Company's annual general meetings and for each committee of the Board and the chair of each committee. The Compensation Committee is also tasked with reviewing annually the competencies, skills and personal qualities required of directors to add value in light of the opportunities and risks facing the Company and its proposed strategies, the need to ensure that a majority of the Board meet applicable independence requirements and the policies of the Board with respect to director tenure, retirement and succession and director commitments.

6. Compensation

The Compensation Committee is chaired by Mark Vandyke Sander, with Belinda Elaine Labatte, Cong (Eason) Chen and Glenn Poulter comprising its other members. Its purpose is to assist the Board with compensation, corporate governance and nominating matters. For a discussion of the Compensation Committee's role with respect to compensation matters, please see "*Statement of Executive Compensation – Compensation Discussion and Analysis – Compensation Governance*".

7. Other Board Committees

The Board has two standing committees other than the Compensation Committee and the Audit Committee. One is the Safety, Health and Environmental Committee, chaired by Belinda Elaine Labatte, with Norman Williams and Terrell Iver Ackerman comprising its other members. The purpose of this committee is to assist the Board and management in policies, programs and systems relating to environmental, community and health and safety issues. The Safety, Health and Environmental Committee works with management in reviewing safety, health and environmental performance and metric and, where necessary, provide insight into the development of appropriate safety, health and

environmental performance and metrics. This committee also monitors current and future regulatory issues that pertain to the operations of the Company.

The other standing committee of the Board is the Technical Committee chaired by Terrell Iver Ackerman, with Mark Vandyke Sander and Norman Williams comprising its other members. It is responsible for assisting the Board in its oversight of technical and operational matters, including receiving updates from management on significant exploration and development projects and proposed authorizations for expenditure for matters having a significant technical component. This committee also assesses the Company's systems and processes for reviewing technical risks and controls in place at the Company's operations, including quality assurance/quality control measures, calculation of mineral resources and reserves and similar matters. The Technical Committee also discusses with management the technical merit(s) of any proposed acquisition targets and oversees systems and processes used for the evaluation of such target(s) as well as significant operational initiatives proposed to be undertaken.

8. Assessments

The Board is responsible for assessing the effectiveness and contributions of the Board as a whole, its committees and individual directors.