

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 MEETING

Annual General Meeting to be held on
9 June 2022 at 12.30 p.m.

17 MAY 2022

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	Date¹
Latest time and date for receipt of Form of Proxy	12.30 p.m. on 7 June 2022
Annual General Meeting	12.30 p.m. on 9 June 2022

¹ Each of the above dates is subject to change at the absolute discretion of the Company and SP Angel

LETTER FROM THE CHAIRMAN

Rambler Metals and Mining plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 05101822)

Directors:

Bradford Mills (*Non-Executive Director and Chairman*)
Toby Bradbury (*President and Chief Executive Officer*)
Terrell Ackerman (*Non-Executive Director*)
Mark Sander (*Non-Executive Director*)
Priya Patil (*Non-Executive Director*)
Richard Round (*Non-Executive Director*)

Registered Office:

3 Sheen Road
Richmond Upon Thames
Surrey
TW9 1AD
United Kingdom

17 May 2022

Dear Shareholder,

Notice of Annual General Meeting

1. Introduction

I am pleased to be writing to you with details of an Annual General Meeting (“**AGM**”) of Rambler Metals and Mining plc (the “**Company**”), which is being convened for 12.30 p.m. on 9 June 2022 and is scheduled to be held at the offices of Memery Crystal, 165 Fleet Street, EC4A 2DY.

The business to be conducted at the AGM is set out in the notice of Annual General Meeting at the end of this document (“**AGM Notice**”).

This document also provides you with information and details regarding the purpose and format of the AGM.

2. Resolution 1 – Annual Report and Accounts for the year ended 31 December 2021

The audited financial statements of the Company for the financial year ended 31 December 2021, together with the report of the directors and the auditors thereon, will be presented to the shareholders at the AGM.

3. Resolutions 2 to 7 – 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 six directors of the Company whose terms are expiring at the conclusion of the AGM, unless re-elected. All of the current directors of the Company will be nominated by management at the AGM for re-election, as directors of the Company.

Biographical details of all the directors standing for election/re-election as at the date of this notice are set out in the appendix to the AGM Notice and appear on the corporate information section of the Company’s website.

4. Resolutions 8 and 9 – Reappointment and remuneration of Auditor

To re-appoint Kreston Reeves LLP 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 authorise the directors to determine their remuneration. In order to be effective, the resolutions appointing the auditors and authorising 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 AGM.

5. Resolution 10 – Renewal of authority to allot shares

At the Meeting, Shareholders will be asked to pass an ordinary resolution (the “**Allotment Ordinary Resolution**”) authorising 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 £525,185.54 with such authority (unless renewed) to expire at the conclusion of the next annual general meeting or at the close of business on 9 September 2023, 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. Companies 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. Subject to the passing of resolution 13, up to £21,024.00 of this authority will be used for the allotment of the Fee Shares (as defined below in the summary of Resolution 13).

Without authority from shareholders pursuant to section 551 of the Act, companies 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 (as defined below).

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 AGM.

6. Resolution 11 – Disapplication of pre-emption rights

At the AGM, and subject to the passing of the Allotment Ordinary Resolution, Shareholders will be asked to pass a special resolution (the “**Allotment Special Resolution**”) authorising 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 authority 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 560(3) of the Act, up to an aggregate nominal amount of £318,294.26.

If approved, this authority shall expire at the conclusion of the next annual general meeting of the Company or at the close of business on 9 September 2023, 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 authority in which case the directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

As noted above, the Company requires authorisation 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 20 per cent. 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 AGM.

7. Resolution 12 – Disapplication of pre-emption rights in relation to share schemes and/or share participation arrangements

In addition to Resolution 11, at the AGM, and subject to the passing of the Allotment Ordinary Resolution, Shareholders will be asked to pass a special resolution (the “**Allotment Special Resolution**”) authorising 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 pursuant to the authority conferred by the Allotment Ordinary Resolution above as if section 561 of the Act did not apply to any such allotment, provided that this authority shall be limited to:

- (a) the allotment equity securities up to an aggregate nominal amount of £79,573.56; and
- (b) used only for the purpose of granting rights to subscribe for or to convert any security into shares in the Company in connection with a company share scheme and/or share participation arrangement.

If approved, this authority shall expire at the conclusion of the next annual general meeting of the Company or at the close of business on 9 September 2023, 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 authority in which case the directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

The Company is seeking an authority to allot up to approximately 5 per cent. of its current issued share capital for cash specifically in relation to a potential share arrangement for employees and executive directors.

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 AGM.

8. Resolution 13 – Disapplication of pre-emption rights in relation to an allotment of shares in lieu of a payment of fees

In connection with Hancon Construction Company Limited (“**Hancon**”) acting as a mining contractor for the Company, the Company agreed to pay Hancon a fee of up to CAD1,000,000 (“**Fees**”) (being equal to £609,906.40, using an exchange rate of 1.64 CAD : 1 GBP). The Company is proposing to issue, subject to Shareholder approval, up to 2,102,400 ordinary shares in the capital of the Company (“**Fee Shares**”) to Hancon (at a deemed issue price of £0.29 per Ordinary Share, being the market closing price as at 22 April 2022) in satisfaction of the Fees.

9. Action to be Taken

A Form of Proxy for use at the AGM accompanies this document. The Form of Proxy should be completed and signed in accordance with the notes in the AGM Notice and the instructions contained in the Form of Proxy and returned to Computershare Investor Services PLC of The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by no later than 12.30 p.m. on 7 June 2022 (or, if the AGM is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

10. Recommendation

The Directors consider the Resolutions to be in the best interests of the Company and its shareholders as a whole and accordingly recommend unanimously shareholders to vote in favour of the Resolutions to be proposed at the AGM as they intend to do so in respect of their beneficial holdings amounting, in aggregate, to 844,095 Existing Ordinary Shares, representing approximately 0.53% of the existing ordinary share capital of the Company.

Yours faithfully

Bradford Mills
Chairman

RAMBLER

METALS & MINING PLC

RAMBLER METALS AND MINING PLC

NOTICE OF ANNUAL GENERAL MEETING

(Incorporated in England and Wales with registered number 05101822)

NOTICE IS HEREBY GIVEN that an annual general meeting (**AGM**) of Rambler Metals and Mining plc (the **Company**) will be held on 9 June at 12.30 p.m. at the offices of the Company's English solicitors Memery Crystal, 165 Fleet Street, EC4A 2DY, for the purposes stated (**AGM Notice**). Resolutions 1-10 are proposed as ordinary resolutions and Resolutions 11-13 are proposed as special resolutions.

Definitions used in the circular published on the Company's website on 17 May 2022 shall bear the same meaning as in this document.

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 2021.

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.
2. To re-elect Bradford Alan Mills as a director of the Company, who retires and offers himself for re-election as a director.
4. To re-elect Mark Vandyke Sander as a director of the Company, who retires and offers himself for re-election as a director.
5. To re-elect Toby Jonathan Bradbury as a director of the Company, who retires and offers himself for re-election as a director.
6. To elect Priya Patil as a director of the Company, who retires and offers herself for election as a director.
7. To elect Richard Calvin Round as a director of the Company, who retires and offers himself for election as a director.

Auditors

8. To re-appoint Kreston Reeves 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.
9. To authorise the directors to determine the remuneration of the Company's auditors.

Authority to Allot Equity Securities

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

10. 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 (within the meaning of section 560 of the Act) or grant rights to subscribe for equity securities up to a maximum aggregate nominal amount of £525,185.54 and this authority will (unless renewed, extended, varied or revoked by the Company in a general meeting) expire at the conclusion of the next annual general meeting of the Company or at close of business on 9 September 2023, whichever is the earlier date, save that the Company may, prior to the expiry of such period, make an offer or agreement which 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.

This authority is in substitution for all previous authorities conferred upon the directors of the Company pursuant to section 551 of the Act.

Authority to Allot Equity Securities for Cash

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

11. That, subject to the passing of Resolution 10, the directors be and they are hereby generally authorised 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 Resolution 10 above or by way of a sale of treasury shares as if sections 561 of the Act did not apply to any such allotment provided that this authority 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-paragraphs (a) or (b) above) of equity securities and/or the sale or transfer of treasury shares which is treated as an allotment of equity securities under section 560(3) of the Act, up to an aggregate nominal amount of £318,294.26.

The authority given by this Resolution will (unless renewed, extended, varied or revoked by the Company in a general meeting) expire at the conclusion of the next annual general meeting of the Company or at close of business on 9 September 2023, whichever is the earlier date, save that the Company may, prior to the expiry of such period, 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 authority in which case the directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

12. THAT, subject to the passing of Resolution 10 above, the Directors be authorised in addition to any authority granted under Resolutions 11 and 13 to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by Resolution 10 as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be:
 - (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £79,573.56 which represents approximately 5 per cent of the Company's issued share capital; and
 - (b) used only for the purpose of granting rights to subscribe for or to convert any security into shares in the Company in connection with a company share scheme and/or share participation arrangement.

The authority given by this Resolution will (unless renewed, extended, varied or revoked by the Company in a general meeting) expire at the conclusion of the next annual general meeting of the Company or at close of business on 30 June 2023, whichever is the earlier date, save that the Company may, prior to the expiry of such period, 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 authority in which case the directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

13. THAT, subject to the passing of Resolution 10 above, the Directors be authorised in addition to any authority granted under Resolutions 11 and 12 to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by Resolution 10 as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to the allotment of equity securities up to an aggregate nominal amount of £21,024 (representing the Fee Shares) and used only in relation to the Fees.

The authority given by this Resolution will (unless renewed, extended, varied or revoked by the Company in a general meeting) expire at the conclusion of the next annual general meeting of the Company or at close of business on 9 September 2023, whichever is the earlier date, save that the Company may, prior to the expiry of such period, 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 authority in which case the directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

DATED: 17 May 2022

By order of the Board

(Signed) "*Tim Sanford*"

Tim Sanford

Company Secretary

Rambler Metals and Mining plc

Registered office: 3 Sheen Road, Richmond Upon Thames, Surrey TW9 1AD

Notes to the notice of annual general meeting

1. Shareholders should submit their proxy forms or appoint a proxy via www.investorcentre.co.uk/eproxy (see below) as soon as possible in order to vote on matters being considered at the AGM. If appointing a proxy, Shareholders are strongly encouraged to appoint the “Chairman of the meeting” to ensure the appointed proxy is present at the AGM and can vote on their behalf. Voting will be on a poll.
2. Any adjustments or updates to the arrangements will be announced on the Company’s website www.ramblermines.com and via a regulatory news service.

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.

Other

1. Shareholders entitled to attend and vote at the AGM 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. If you are unable to attend in person, you may also listen to the proceedings via Zoom on 9 June 2022, 12:30 PM. Register in advance for this meeting: <https://us06web.zoom.us/j/96011220000>
meeting/register/tZAKdOyqqjSpHdCfPPbxppT5tGM_w-doo20u
After registering, you will receive a confirmation email containing information about joining the meeting. Although you will be able to see and hear proceedings of the AGM (listen only mode), this will not constitute formal attendance at the AGM and you will not be able to speak or vote during the AGM.
3. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company’s Register of Members in respect of the joint holding (the first-named being the most senior).
4. 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; (ii) alternatively, Shareholders should photocopy the Form of Proxy.
5. 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.
6. 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 AGM (or any adjournment or postponement thereof), weekends and bank holidays excluded. Alternatively, shareholders can appoint a proxy electronically at www.investorcentre.co.uk/eproxy and following instructions on the website, shareholders will need their reference numbers (PIN and control number) set out on the front of their proxy form to complete the online process. Completing and posting of the Form of Proxy will not preclude the appointing shareholder from attending and voting in person at the AGM should they wish to do so.
7. 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 6.00 p.m. on 7 June 2022 shall be entitled to attend or vote at the aforesaid AGM in respect of the number of shares registered in their name at that time (or, in the event

of any adjournment, 6.00 p.m. on the date which is two days before the time of the adjourned AGM excluding any part of a day that is not a working day). Changes to entries on the register of members after 6.00 p.m. on 7 June 2022 shall be disregarded in determining the rights of any person to attend or vote at the AGM.

8. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its power as a member provided that they do not do so in relation to the same shares.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM 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 AGM (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).

10. As at 6.00 p.m. (London time) on 13 May 2022 being the latest practicable date prior to the printing of this notice, the Company's issued share capital comprised 159,147,133 ordinary shares of £0.01 (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 159,147,133 Shares.
11. Any electronic address provided either in this notice of Annual General Meeting or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.
12. A copy of this notice of Annual General Meeting can be found on the Company's website at www.ramblermines.com.

Shareholders of the Company may obtain additional copies of the audited financial statements and accompanying management discussion and analysis by written request addressed to: Rambler Metals & Mining plc, Attention: Company Secretary, 3 Sheen Road, Richmond Upon Thames, Surrey TW9 1AD or by email (tsanford@ramblermines.com).

APPENDIX

Terrell Iver Ackerman

Non-Executive Director

Mr. Ackerman was interim Chief Executive Officer of Stillwater Mining Company until 2013, having joined the Company in March 2000 as Director of Corporate Planning. During 1998 and 1999, Mr. Ackerman conducted feasibility studies, operational and mine planning reviews for various underground operations. Prior to this time, Mr. Ackerman was Vice President and General Manager of BHP Copper's San Manuel Operation in Arizona. Mr. Ackerman held increasing roles of accountability for Magma Copper Company starting as an underground engineer in training in 1976. Mr. Ackerman received a Bachelor of Science degree in Mine Engineering from the University of Idaho College of Mines.

Toby Bradbury

President and CEO

Dr. Toby Bradbury is a mining engineer with over 35 years leadership and advisory experience in the mining sector. He was most recently Chief Executive Officer and director of AIM listed Shanta Gold with whom he was instrumental in leading the feasibility, development and successful delivery of a transformational business plan including the transition to a predominantly underground operation. Previous roles have included Senior Vice President with AngloGold Ashanti, Chief Operations Officer for Anvil Mining, a copper producer in the DRC, and General Manager Surface Operations with Glencore Coal Australia. Dr Bradbury has a BSc and PhD in mining from University of Wales and a Masters' degree in Business Leadership from University of South Africa. He is a Chartered Engineer and Fellow of the Institute of Materials Minerals and Mining, Fellow of the Australasian Institute of Mining and Metallurgy and Member of the Australian Institute of Company Directors.

Brad Mills

Non-Executive Director and Chairman

Mr. Mills has over 40 years of experience in the resource industry. He is the founder and managing director of Plinian Capital and its CE Mining family of funds. This is a private equity firm whose principal business is investment in natural resources projects and companies. Mr. Mills formerly held the position of Chief Executive Officer of Mandalay Resources, a TSX listed gold production company and prior to that was the CEO of Lonmin Plc, the world's number three producer of platinum and platinum group metals. Prior to Lonmin, Mr. Mills served as President of BHP Billiton's global base metals group and was the Chief Strategic officer of BHP group. Mr. Mills currently holds directorships with Mandalay Resources, Helio Resources, Consolidated Nickel Mines and Circum Minerals. He is a former director of Norilsk Nickel. Mr. Mills is a member of the advisory board to the Stanford University School of Earth, Energy and Environmental Sciences.

Priya Patil

Non-Executive Director

Ms. Patil is a senior capital markets and legal professional. She brings 25+ years of experience in the financial services; natural resources and public companies in Canada, the U.S. and India. She was a senior executive at Toronto Stock Exchange and TSX Venture Exchange (global diversified industries); Managing Director both at PI Financial and Loewen, Ondaatje, McCutcheon, full service investment banks. Her legal career was as the General Counsel & Corporate Secretary – Breakwater Resources; Business & Finance Attorney- Brobeck, Phleger & Harrison, Palo Alto, California; Corporate Counsel – General Motors (Canada); Dundee and GMP Securities; and merchant banker at State Bank of India, Mumbai. She was a director and chair of the audit committee at Alexandria Minerals (TSX-V merged with O3 Mining); director/advisory at Faculty of Law at University of Ottawa; Council of the Great Lakes Region; DMZ at Ryerson University; ACG.Org (American PE industry organization); TiE, a Silicon Valley organisation for global entrepreneurship and YWCA Toronto.

A member of the California and Ontario Bars and ICD.D charterholder since 2014. Earned a J.D. (cum laude) from the University of Ottawa and B.Sc. (Honours) (Computer Sciences and Statistics) from the University of Bombay. Her personal interests are varied – trade, international affairs; capital

markets; the arts and ancient culture; travel; preservation of historical treasures and environment; animal welfare; mentoring.

Richard Round

Non-Executive Director

Mr Round was an independent non-executive director at Anglo Asian Mining PLC, an AIM listed gold miner in Azerbaijan, for over 12 years. He chaired the Audit Committee during that time and is now retained as a Board Adviser. He has gained significant board experience during his career as CFO of several mining and AIM listed companies and as Acting Chief Executive at Novera Energy PLC when he oversaw the process of a recommended offer for over £100m. Mr Round has also been Non-Executive Chairman at Cyberhawk Holdings, a private equity backed global inspection company, and a Director of West Cumbria Mining since his last full time executive role as CEO of Green Highland Renewables where the shareholders achieved a successful exit. Mr. Round qualified with the Chartered Association of Certified Accountants.

Mark Sander

Non-Executive Director

Dr Sander holds a PhD in Ore Deposits and Exploration from Stanford University (USA) and has been active in the mineral resource industry for over 30 years in operations, strategy and exploration, with a focus on copper, gold and platinum projects. Dr Sander has previous industry experience as President and CEO of Mandalay Resources, Partner and Co-Founder of Plinian Capital, and Vice President of Strategy and Planning for BHP Billiton's copper group.