



IMPERIAL MINERALS PLC
(Company number 06275976)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Imperial Minerals Plc (the “**Company**”) will be held at the offices of Shakespeare Martineau, 6th Floor, 60 Gracechurch Street, London, EC3V 0HR on Friday 28th December 2018 at 11.00am for the purpose of:

- (a) considering and, if thought fit, passing the following resolutions, which will be proposed, in the case of resolutions 1 to 5 (inclusive) as ordinary resolutions and in the case of resolution 6 as a special resolution; and
- (b) any other business that the members, their proxies and/or directors wish to raise.

ORDINARY RESOLUTIONS

- 1** THAT Melissa Sturgess, having been appointed to fill a casual vacancy, be re-appointed as a Director of the Company.
- 2** THAT Michael Langoulant, having been appointed to fill a casual vacancy, be re-appointed as a Director of the Company.
- 3** THAT Fezile Mzazi, having been appointed to fill a casual vacancy, be re-appointed as a Director of the Company.
- 4** THAT the report of the Directors, the annual accounts of the Company for the year ended 30 June 2018 and the auditors’ report on those accounts be received and adopted.
- 5** THAT subject to the passing of resolution 6, in accordance with section 551 of the Companies Act 2006 (the “**2006 Act**”), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (“**Rights**”) up to an aggregate nominal amount of £200,000 provided that:
 - 5.1** this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the subsequent annual general meeting of the Company; and
 - 5.2** that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTIONS

- 6** THAT subject to the passing of resolution 5, and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 5, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:
- 6.1** be limited to the allotment of equity securities up to an aggregate nominal amount of £200,000; and
 - 6.2** expire with the authority granted by resolution 5 (unless renewed, varied or revoked by the Company prior to or on that date) 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 and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

BY ORDER OF THE BOARD

Michael Langoulant
Director and Company Secretary

Dated 5 December 2018

Registered Office:
6th Floor, 60 Gracechurch Street
London
EC3V 0HR

NOTES TO NOTICE OF AGM

Eligibility to attend and vote

- 1** *The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and paragraph 18(c) of The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities Order 2009, specifies that only those members registered in the register of members not less than 48 hours before the Annual General Meeting shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time, or, if the meeting is adjourned, as at close of business on such date not being more than two days prior to the date fixed for the adjourned meeting. In calculating the period of 48 hours mentioned above no account shall be taken of any part of a day that is not a working day. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.*
- 2** *A member entitled to attend and vote at the Annual General Meeting may appoint one or more proxies to attend and vote instead of him. A proxy does not need to be a member of the Company. Appointment of a proxy does not preclude you from attending the Meeting and voting in person.*
- 3** *The Form of Proxy, accompanied by any Power of Attorney under which it is executed (if applicable), must be received by the Company Secretary at the registered office, during normal business hours, no later than 48 hours excluding before the time appointed for the holding of the Annual General Meeting.*

Documents available for inspection

- 4** *The Company's annual accounts for the year will be available for inspection during normal business hours at the Company's registered office from the date of this notice up until the date of the Annual General Meeting.*

Resolutions

- 5** ***Resolutions 1, 2 and 3*** - *Article 103 of the Company's Articles of Association requires that any director appointed by the Board to fill a casual vacancy since the last Annual General Meeting, must retire and, if they are eligible, may offer themselves for re-election.*
- 6** ***Resolution 5-*** *As required by the Act, this resolution, to be proposed as an Ordinary Resolution, relates to the grant to the directors of authority to allot unissued Ordinary Shares until the earlier of 15 months from the date of the AGM or at the conclusion of the next Annual General Meeting, unless the authority is renewed or revoked prior to such time. This authority is limited to a maximum nominal value of £200,000 of Ordinary Shares and replaces the existing authority granted at the previous Annual General Meeting.*
- 7** ***Resolution 6*** - *The Act requires that if the directors decide to allot unissued Ordinary Shares in the Company the shares proposed to be issued be first offered to existing shareholders in proportion to their existing holdings. This is known as shareholders' pre-emption rights. However, to act in the best interests of the Company the directors may require flexibility to allot shares for cash without regard to the provisions of Section 561(1) of the Act. Therefore this resolution, to be proposed as a Special Resolution, seeks authority to enable the directors to allot equity securities up to a maximum nominal value of £200,000 Ordinary Shares. This authority replaces the existing authority granted at the previous Annual General Meeting and expires on the earlier of 15 months from the date of the AGM or at the conclusion of the next Annual General Meeting.*