



**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 Edwin Coe LLP at 2 Stone Buildings, Lincoln’s Inn, London WC2A 3TH on 16 December 2016 at 10am 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 4 (inclusive) as ordinary resolutions and in the case of resolution 5 as a special resolution; and
- (b) any other business that the members, their proxies and/or directors wish to raise.

### **ORDINARY RESOLUTIONS**

- 1** THAT Russell Hardwick, having retired by rotation, be re-appointed as a Director of the Company.
- 2** THAT James Hamilton, having been appointed by the Board as a Director on 7 January 2016 be appointed as a Director by the Members of the Company.
- 3** THAT the report of the Directors, the annual accounts of the Company for the year ended 30 June 2016 and the auditors’ report on those accounts be received and adopted.
- 4** THAT subject to the passing of resolution 5, 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 £57,990 provided that:
  - 4.1** 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
  - 4.2** 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**

- 5** THAT subject to the passing of resolution 4, 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 4, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:

- 5.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £57,990; and
- 5.2 expire with the authority granted by resolution 4 (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



**Russell Hardwick**  
**Director and Company Secretary**

Dated 21 November 2016

**Registered Office:**  
2 Stone Buildings  
Lincoln's Inn  
London  
WC2A 3TH

## 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.*

### *Appointment of proxies*

- 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. Your proxy can, depending upon your shareholding, demand (or join in demanding) a poll on any or all of the resolutions.*
- 3 *A proxy does not need to be a member of the Company but must attend the Meeting to represent you. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.*
- 4 *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.*
- 5 *To appoint as a proxy a person other than the Chairman of the meeting, insert the full name in the space provided. You can also appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:*
  - 5.1 *To appoint the **Chairman** as your **sole proxy** in respect of all your shares, simply fill in any voting instruction in the appropriate box and sign and date the Form of Proxy.*
  - 5.2 *To appoint a **person other than the Chairman as your sole proxy** in respect of all your shares, delete the words “the Chairman of the meeting” and insert the name and address of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.*
  - 5.3 *To appoint **more than one proxy**, please sign and date the Form of Proxy and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the numbers of share held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, simply write “the Chairman of the meeting”.*
- 6 *A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.*
- 7 *Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.*

### *Appointment of proxy by joint members*

- 8 *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).*

*Communication*

- 9** *Except as provided above, members who have general queries about the Meeting should contact the Company's registered office.*
- 10** *You may not use any electronic address provided either in this notice of annual general meeting or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.*

*Documents available for inspection*

- 11** *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.*