

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to the action to be taken, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, another appropriately authorised independent financial advisor.

If you have sold or otherwise transferred all your Ordinary Shares of £0.0001 (0.01pence) each ("Ordinary Shares") in the capital of Tectonic Gold plc ("Company"), or will have sold or transferred all of your Ordinary Shares prior to the annual general meeting of the Company (the "Annual General Meeting" or "AGM") to be held at 9 a.m. (local time) on 28 July 2020 at the offices of Tectonic Gold plc at Level 13, 20 Bridge Street, Sydney, 2000, Australia, please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only some of your Ordinary Shares you should retain this document and consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

---

## Tectonic Gold plc

(Incorporated and registered in England and Wales with registered number 05173250)

# Notice of 2019 Annual General Meeting

---

NOTICE of the 2019 Annual General Meeting of Tectonic Gold plc to be held at 9 a.m. (local time) on 28 July 2020 at the offices of Tectonic Gold plc, Level 13, 20 Bridge Street, Sydney, 2000, Australia, is set out on page 2 of this document.

A Form of Proxy for use in connection with the AGM is enclosed with this document and should be returned as soon as possible and, in any event, so as to be received at the offices of the Company's registrars, Link Asset Services, 34 Beckenham Road, Beckenham BR3 4TU not later than 5.30 p.m. on 24 July 2020. The completion and depositing of a Form of Proxy will not preclude a shareholder from attending and voting in person at the Annual General Meeting.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may use this service and should follow the relevant instructions set out in the notes to the notice of the Annual General Meeting on pages 3-4 of this document.

Shareholders will also be able to vote electronically using the link [www.signalshares.com](http://www.signalshares.com). Shareholders will need to log into their Signal Shares account or register if they have not previously done so. To register shareholders will need their Investor Code which is detailed on their share certificate or available from our Registrar, Link Asset Services.

# Notice of 2019 Annual General Meeting



NOTICE IS HEREBY GIVEN that the 2019 Annual General Meeting (the "AGM") of the Company will be held at 9 a.m. (local time) on 28 July 2020 at the offices of Tectonic Gold plc, Level 13, 20 Bridge Street, Sydney, 2000, Australia, for the following purposes:

## Ordinary Business

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

1. To receive the Company's annual accounts for the financial year ended 30 June 2019 together with the directors' report and auditor's report on those accounts.
2. To re-elect Dennis Edmonds as a Director of the Company having been appointed since the date of the last annual general meeting.
3. To re-elect Sam Quinn as a Director of the Company, who retires by rotation, in accordance with the Articles of Association of the Company.
4. To re-appoint PKF Littlejohn LLP as the Company's auditors to hold office from the conclusion of this meeting until conclusion of the next meeting at which annual accounts are laid before the Company and to authorise the Directors to determine the remuneration of the auditors.
5. That for the purpose of section 551 of the Companies Act 2006 (the "Act"), the Directors of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot ordinary shares of the Company or grant rights to subscribe for or to convert any security into ordinary shares in the Company up to an aggregate nominal amount of £150,000 provided that this authority shall expire at the conclusion of the next annual general meeting of the Company following the date of the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

This authority revokes and replaces all previous unexercised authorities conferred upon the Directors for the purpose of section 551 of the Act, but without prejudice to any allotments already made or to be made pursuant to the terms of such authorities.

## Special Business

To consider and, if thought fit, pass the following resolution as a Special Resolution:

6. That, subject to the passing of resolution 5 above, the Directors of the Company be and 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 resolution 5 above up to an aggregate nominal value of £150,000 as if section 561 of the Act did not apply to any such allotment, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company following the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such 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 such an offer or agreement notwithstanding that the power conferred by this resolution has expired.

This authority revokes and replaces all previous unexercised authorities conferred upon the Directors pursuant to section 570 of the Act, but without prejudice to any allotments already made or to be made pursuant to the terms of such authorities.

By order of the Board

**Brett Boynton, CFA**  
Chief Executive  
Officer  
3 July 2020

**Tectonic Gold plc**  
25 Bilton Road  
Rugby, England, CV22 7AG  
Company Number: 05173250

## Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
  - close of business on 24 July 2020; or
  - if this Meeting is adjourned, at close of business on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

## Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. 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. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy your proxy card or contact Link Asset Services to obtain an extra proxy card on 0371 664 0300 (Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales.)
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

## Appointment of proxy using hard copy proxy form

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
  - completed and signed;
  - sent or delivered to Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR34TU; and
  - received by Link Asset Services no later than 5.30 p.m. on 24 July 2020.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

## Appointment of proxies through CREST

7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those 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 on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID:RA10) by 5.30 p.m. on 24 July 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation 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 procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or

voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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

## **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-name being the most senior).

## **Changing proxy instructions**

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Asset Services on 0371 664 0300 (Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales.)

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

## **Termination of proxy appointments**

10. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Link Asset Services no later than 5.30 p.m. on 24 July 2020.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

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.

## **Corporate representatives**

11. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

## **Issued shares and total voting rights**

12. As at 6.00 p.m. on 2 July 2020, the Company's issued share capital comprised 697,562,746 ordinary shares of £0.0001 (0.01pence) each.

Each ordinary 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 6.00 p.m. 2 July 2020 is 697,562,746.

## **Communication**

13. You may not use any electronic address provided either in this notice of meeting; or any related documents (including the letter with which this notice of meeting was enclosed and proxy form) to communicate with the Company for any purposes other than those expressly stated.