

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

If you are in any doubt as to the contents of this document and/or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your ordinary shares in Cadence Minerals PLC, please forward this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can forward these documents to the person who now owns the ordinary shares.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy ordinary shares in Cadence Minerals PLC.

---

# **CADENCE MINERALS PLC**

(incorporated and registered in England and Wales under number 05234262)

## **NOTICE OF ANNUAL GENERAL MEETING**

---

Notice of a Meeting of the Shareholders of the Company to be held at 11:00 a.m. on 29 August 2017 at the offices of Hill Dickinson LLP, The Broadgate Tower, 8th Floor, 20 Primrose Street, London, EC2A 2EW is set out at the end of this document. A Form of Proxy for use at the Annual General Meeting of Shareholders accompanies this document and, to be valid, must be completed and returned to Cadence Minerals PLC at Suite 3B, Princes House, 38 Jermyn Street, London, SW1Y 6DN as soon as possible but in any event to be received not later than 11:00 a.m. on 24 August 2017 or 48 hours (excluding non-business days) before any adjourned meeting. Completion of a Form of Proxy will not preclude a Shareholder from attending and voting at the Annual General Meeting of Shareholders in person.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<b><u>Event</u></b>	<b><u>Expected time / date</u></b>
Publication of this document	7 August 2017
Record Date	6:00 p.m. on 24 August 2017
Latest time and date for receipt of forms of proxy	11 a.m. on 24 August 2017
Date and time of Annual General Meeting	11 a.m. on 29 August 2017

### **Notes:**

- (1) All times shown in this document are London times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or date above changes. The revised times and/or dates will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange plc.
- (2) If the Annual General Meeting is adjourned, the latest time and date for receipt of forms of proxy for the adjourned meeting will be notified to Shareholders by announcement through the regulatory news service of the London Stock Exchange.

## LETTER FROM THE CHAIRMAN

### Cadence Minerals PLC

*(Incorporated and registered in England & Wales with registered number 05234262)*

*Directors:*

Andrew Suckling (*Non-Executive Chairman*)  
Kiran Morzaria (*Chief Executive Officer*)  
Donald Strang (*Finance Director*)  
Adrian Fairbourn (*Non-Executive Director*)

*Registered Office:*

Suite 3B  
Princes House  
38 Jermyn Street  
London SW1Y 6DN

To the Shareholders and, for information only, to the holders of warrants and options

7 August 2017

Dear Shareholder

### **Notice of Annual General Meeting**

#### **Introduction**

I am writing to invite you to the annual general meeting of the Company to be held at 11 a.m. on 29 August 2017 at the offices of Hill Dickinson LLP, The Broadgate Tower, 8th Floor, 20 Primrose Street, London, EC2A 2EW. The notice of the Annual General Meeting is set out on pages 5 and 6 of this document.

This letter also explains why the Directors recommend that shareholders of the Company (the “**Shareholders**”) vote in favour of the resolutions being proposed at the Annual General Meeting (the “**Resolutions**”).

#### **Explanatory notes to the Notice of Annual General Meeting**

The notes on the following pages give an explanation of the proposed resolutions. Resolutions 1 to 4 are proposed as ordinary resolutions. This means for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 5 to 7 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three quarters of the votes cast must be in favour of these resolutions.

#### *Resolution 1 - Receiving and Considering the Accounts*

This is an ordinary resolution to receive and consider the financial statements of the Company for the period ended 31 December 2016 together with the report of the Directors and the report of the auditors thereon.

#### *Resolutions 2– Reappointment of Director*

The Board recommends the re-appointment of Adrian Fairbourn, who will retire by rotation in accordance with Articles 77 and 78 of the Articles of Association of the Company, and being eligible, offers himself for re-appointment.

#### *Resolution 3 – Reappointment of Auditors*

This Resolution seeks to authorise the re-appointment of Chapman Davis LLP as auditors of the Company and to authorise the Directors to determine their remuneration.

#### *Resolution 4 – Directors’ Authority to Allot Shares*

This is an ordinary resolution to grant the Directors the authority to allot and issue shares and grant rights to subscribe for shares in the Company for the purposes of Section 551 of the Companies Act 2006 (“**Act**”) up to the maximum aggregate nominal amount of £300,000. This resolution replaces any existing authorities to issue shares in the Company and the authority under this resolution will expire at the conclusion of the next annual general meeting of the Company.

#### *Resolution 5 – Disapplication of Pre-emption Rights*

Resolution 5 proposes to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act. This is a special resolution authorising the Directors to issue equity securities as continuing authority up to an aggregate nominal amount of £300,000 for cash on a non pre-emptive basis pursuant to the authority conferred by Resolution above.

The authority granted by this Resolution will expire at the conclusion of next annual general meeting of the Company.

#### *Resolution 6 – Long Term Incentive Plan*

Since its original admission to AIM, the Company has used a variety of share plans and performance incentives to assist with the recruitment, motivation and reward of employees. After a detailed review of the existing share plans and consultation with shareholders the Directors have concluded that in order to ensure a high degree of alignment between the interests of the Company’s key executives and its shareholder, the Company is proposing to implement a long term incentive plan (the “LTIP”). A summary of the performance conditions for the LTIP are annexed in Appendix 1. As part of the LTIP and on approval of the associated resolutions the three hundred million options issued to the Directors on the 1 July 2016 will be cancelled.

#### *Resolution 7 – Authority to purchase Company’s own shares*

Resolution 7 proposes to grant the Company authority to make one or more market purchases (within the meaning of Section 693 (4) of the Companies Act 2006 (the “**Act**”) on a recognised exchange of its ordinary shares to hold such shares as treasury shares.

#### **Action to be taken by Shareholders**

Shareholders will find enclosed with this letter a form of proxy for use at the Annual General Meeting. The form of proxy should be completed and returned in accordance with the instructions printed on it so as to arrive at the Company’s address at Suite 3B, Princes

House, 38 Jermyn Street, London SW1Y 6DN as soon as possible and in any event not later than 11 a.m. on 24 August 2017. Completion and the return of the form of proxy will not prevent Shareholders from attending and voting at the Annual General Meeting should they so wish.

**Recommendation**

The Directors unanimously believe that the Resolutions are in the best interests of the Company and its Shareholders and unanimously recommend you to vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings in the Company.

Yours faithfully

**Andrew Suckling**  
Chairman

**CADENCE MINERALS PLC**  
(Registered in England No. 05234262)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Annual General Meeting of Cadence Minerals PLC (the "Company") will be held at the offices of Hill Dickinson LLP, The Broadgate Tower, 8th Floor, 20 Primrose Street, London, EC2A 2EW at 11:00 a.m. on 29 August 2017:

**ORDINARY BUSINESS**

To consider, and if thought fit, to pass the following Resolutions which are proposed as Ordinary Resolutions:-

**Receive and Consider Accounts**

*Resolution 1:* To receive and consider the report of the directors and the financial statements for the period ended 31 December 2016 and the report of the auditors thereon.

**Re-Appointment of Director**

*Resolution 2:* To re-appoint, as a director of the Company, Adrian Fairbourn, who retires in accordance with Article 77 and 78 of the Company's articles of association (the "**Articles**") and offers himself for re-election.

**Re-appointment of Auditor**

*Resolution 3:* To re-appoint Chapman Davis LLP as auditors and to authorise the directors to determine their remuneration.

**SPECIAL BUSINESS**

**Directors' Authority to Allot Shares**

To consider, and if thought fit, to pass the following Resolution which is proposed as an Ordinary Resolution:-

*Resolution 4:* That, pursuant to section 551 of the Companies Act 2006 ("**the Act**") the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined by section 560 of the Act) up to the maximum aggregate nominal amount of £300,000 PROVIDED that the authority granted under this resolution shall lapse at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors shall be entitled to allot shares and grant equity securities pursuant to such offers or agreements as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant equity securities be and are hereby revoked.

## Disapplication of pre-emption rights

To consider, and if thought fit, to pass the following Resolutions which is proposed as a Special Resolutions:-

*Resolution 5:* That, subject to the passing of Resolution 5 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 6 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares:

- (a) in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
- (b) (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £300,000;

and provided that this power shall expire on the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) 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 offers or agreements notwithstanding that the power conferred by this resolution has expired.

*Resolution 6:* To approve the long term incentive plan (the “**LTIP**”) in the form produced at the AGM and initialled by the Chairman for the purpose of identification, a summary of the vesting and performance conditions of the LTIP is set out in Appendix 1 to this notice, and to approve the authorisation of the Directors to do all acts and things they may, in their discretion, consider necessary or expedient to give effect to the LTIP. The Directors be and are authorised and empowered to establish further plans based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against individual and plan limits set out in the LTIP.

*Resolution 7:* That pursuant to the Articles, the Company be generally and unconditionally authorised, in accordance with the Act to make market purchases (within the meaning of Section 693 (4) of the Act) of ordinary shares of 0.01p each in the capital of the Company (“**Ordinary Shares**”) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be acquired is 10 per cent of the current issued Ordinary Shares of the Company;
- (b) the minimum price (exclusive of expenses and appropriate taxes) which may be paid for any such Ordinary Shares is 0.01 pence;
- (c) the maximum price (exclusive of expenses and appropriate taxes) which may be paid for any such Ordinary Share shall not be more than 10 per cent above the average of the middle market quotations for any Ordinary Share on the relevant recognised investment exchange (as defined in Section 693(5) of the Act) on which the Ordinary Shares are traded for five business days immediately preceding the date on which the Ordinary Share is purchased;
- (d) unless previously revoked, varied or extended, the authority hereby conferred shall expire at the earlier of the date which is fifteen months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company; and
- (e) the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

**BY ORDER OF THE BOARD**

**Donald Strang**  
*Company Secretary*

7 August 2017



## **Notes:**

### **Appointment of proxies**

- 1 As a member of the Company, 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.
- 2 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 must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.
- 3 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 must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company at Suite 3B, Princes House, 38 Jermyn Street, London SW1Y 6DN. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
- 4 If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting.

### **Appointment of proxy using the hard copy proxy form**

- 5 The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold his vote.
- 6 To appoint a proxy using the proxy form, it must be:
  - 6.1 completed and signed;
  - 6.2 sent or delivered to the Company at Suite 3B, Princes House, 38 Jermyn Street, London SW1Y 6DN; and
  - 6.3 received by the Company no later than 11:00 a.m. on 24 August 2017.
- 7 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.
- 8 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.
- 9 The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those ordinary shareholders registered in the register of members of the Company 48 hours (excluding non-business days) before the meeting shall be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. 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 meeting. If the meeting is adjourned by more than 48 hours, then to be so entitled, shareholders must be entered on the Company's register of members 48 hours (excluding non-business days) before the time appointed for holding the adjourned meeting or if the Company gives notice of the adjourned meeting, at the time specified in that notice.

### **Appointment of proxy by joint members**

- 10 In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

### **Changing proxy instructions**

- 11 To change your proxy instructions simply submit a new proxy appointment using the method set out in paragraph 6 above. Note that the cut off time for receipt of proxy appointments specified in that paragraph also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
- 12 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 the Company as indicated in paragraph 3 above.
- 13 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**

- 14 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 the Company as indicated in paragraph 3 above. 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.
- 15 The revocation notice must be received by the Company no later than 11:00 a.m. on 24 August 2017.
- 16 If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 17 below, your proxy appointment will remain valid.
- 17 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.

### **Total voting rights**

- 18 As at 4 August 2017, the Company's issued share capital comprised 7,851,440,338 ordinary shares of 0.01p each with voting rights. Therefore, the total number of voting rights in the Company as at 4 August 2017 is 7,851,440,338.

## Appendix 1

### 1. NEW OPTIONS

1.1 Subject to: the passing of resolution 6 at the 2017 Annual General Meeting of the Company; the achievement of the vesting conditions set out in clause 3 below and the performance conditions as set out in this clause 1.1 being satisfied the Company grants to the option holders specified below (“Option Holders”) an option to subscribe for Ordinary Shares as follows (the “New Options”):

<b>Option Holder</b>	<b>New Options Vesting if VWAP (greater than or equal to) 0.92p on Vesting Date</b>	<b>New Options Vesting if VWAP (greater than or equal to) 1.82p on Vesting Date</b>	<b>New Options Vesting if VWAP (greater than or equal to) 2.18p on Vesting Date</b>	<b>Total New Options Vesting</b>
A.Suckling	815,217	412,088	1,376,147	2,603,452
K.Morzaria	815,217	412,088	1,376,147	2,603,452
D.Strang	815,217	412,088	1,376,147	2,603,452
A.Fairbourn	353,261	178,571	596,330	1,128,163

### 2. REPLACEMENT OPTIONS

2.1 Subject to: the passing of resolution 6 at the 2017 Annual General Meeting of the Company the three hundred million options issued to the Directors on the 1 July 2016 will be cancelled and the replacement options set out in this clause 2.1 shall be granted to the Option Holders subject to the achievement of the vesting conditions set out in clause 3 below and the performance conditions as set out in this clause 2.1 being satisfied (the “Replacement Options”):

<b>Option Holder</b>	<b>Replacement Options Vesting if VWAP (greater than or equal to) 0.92p on Vesting Date</b>	<b>Replacement Options Vesting if VWAP (greater than or equal to) 1.82p on Vesting Date</b>	<b>Replacement Options Vesting if VWAP (greater than or equal to) 2.18p on Vesting Date</b>	<b>Total Replacement Options Vesting</b>
A.Suckling	10,434,783	15,164,835	63,853,211	89,452,829
K.Morzaria	5,217,391	7,582,418	31,926,606	44,726,414
D.Strang	5,217,391	7,582,418	31,926,606	44,726,414
A.Fairbourn	5,217,391	7,582,418	31,926,606	44,726,414

### 3. VESTING CONDITIONS FOR OPTIONS

3.1 The New Options and the Replacement Options may only be exercised by the Option Holder after the date (“Vesting Date”) being the earlier of 18 months from the date the New Options and the Replacement Options are granted to the Option Holders or the date the Option Holder leaves as a Good Leaver as defined in the option deed granting the options (which is available for inspection at the offices of the Company until the conclusion of the 2017 Annual General Meeting of the Company) (“Option Deed”).

3.2 For any of the New Options or the Replacement Options to be exercisable on or after the Vesting Date –

3.2.1 the VWAP in each performance condition must be maintained or exceeded for 7 (seven) consecutive days from the date that the relevant performance condition is satisfied;

3.2.2 the Option Holder must have made market purchases of Ordinary Shares equal to a total of one third of the Option Holder's annual salary or participated in a Company share purchase programme for a period of at least six months prior to the grant date.

3.3 Any New Options or Replacement Options that have not vested on the Vesting Date shall lapse automatically.

3.4 Any New Options or Replacement Options which have not vested on the date that the Option Holder ceases to be an employee or director of the Company or is given notice that his appointment as an employee or director of the Company is to be terminated, shall lapse automatically except where the Option Holder is Good Leaver (as defined in the Option Deed) or there is a Change of Control (as defined in the Option Deed).