

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

If you are in any doubt as to the action you should take, you should seek your own independent advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares in Rare Earth Minerals PLC (“**Company**”), please pass 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 pass these documents to the person who now holds the 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 shares in the Company.

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## **RARE EARTH MINERALS PLC**

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

### **NOTICE OF 2016 ANNUAL GENERAL MEETING**

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Notice of the Annual General Meeting of the Company (“**Annual General Meeting**”) to be held at 4:00 p.m. on 29 June 2016 at the offices of Kerman & Co LLP at 200 Strand, London WC2R 1DJ is set out at the end of this document. A form of proxy for use at the Annual General Meeting accompanies this document and, to be valid, must be completed and returned to the Company at Suite 3B, Princes House, 38 Jermyn Street, London SW1Y 6DN as soon as possible but in any event to be received by the Company not later than 4:00 p.m. on 27 June 2016 or 48 hours before any adjourned meeting. Completion of a form of proxy will not preclude a Shareholder from attending and voting at the Annual General Meeting in person.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<b><u>Event</u></b>	<b><u>Expected time / date</u></b>
Publication of this document	6 June 2016
Record Date	6:00 p.m. on 24 June 2016
Latest time and date for receipt of forms of proxy	4:00 pm on 27 June 2016
Date and time of Annual General Meeting	4:00 p.m. on 29 June 2016

### **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

### RARE EARTH 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

6 June 2016

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 4:00 p.m. on 29 June 2016 at the offices of Kerman & Co LLP at 200 Strand, London WC2R 1DJ. The notice of the Annual General Meeting is set out on pages 4 and 5 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**”).

#### Resolutions at the Annual General Meeting

##### *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 2015 together with the report of the Directors and the report of the auditors thereon.

##### *Resolutions 2 and 3 – Reappointment of Directors*

The Board recommends the re-appointment of Donald Strang, who will retire by rotation in accordance with Articles 77 and 78 of the Articles of Association of the Company, and Kiran Morzaria, who was appointed as a Director following the last annual general meeting of the Company. Each of them, being eligible, offers himself for re-appointment.

##### *Resolution 4 – 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 5 – 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 6 – Disapplication of Pre-emption Rights*

Resolution 6 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 5 above.

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

#### **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 4:00 p.m. on 27 June 2016. 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

**RARE EARTH MINERALS PLC**  
**(Registered in England No. 05234262)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Annual General Meeting of Rare Earth Minerals PLC (“**Company**”) will be held at the offices of Kerman & Co LLP at 200 Strand, London WC2R 1DJ at 4:00 p.m. on 29 June 2016 for the purpose of considering and if thought fit passing the following Resolutions, of which resolutions 1 to 5 (inclusive) will be proposed as ordinary resolutions and resolution 6 as a special resolution:

**ORDINARY BUSINESS**

- Resolution 1:* To receive and consider the financial statements for the period ended 31 December 2015 together with the report of the Directors and the report of the auditors thereon.
- Resolution 2:* To re-appoint, as a Director of the Company, Donald Strang who retires in accordance with Articles 77 and 78 of the Articles of Association of the Company and offers himself for re-election.
- Resolution 3:* To re-appoint Kiran Morzaria, who was appointed as a Director of the Company following the last annual general meeting of the Company, as a Director of the Company.
- Resolution 4:* To re-appoint Chapman Davis LLP as auditors to the Company and to authorise the Directors to determine their remuneration.

**SPECIAL BUSINESS**

- Resolution 5:* 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.
- Resolution 6:* 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 5 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:
- (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.

**BY ORDER OF THE BOARD**

**Donald Strang**  
*Company Secretary*

Dated: 6 June 2016

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

## **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 Company at Suite 3B, Princes House, 38 Jermyn Street, London SW1Y 6DN; and
  - 6.3 received by the Company at the address above no later than 4:00 p.m. on 27 June 2016.
- 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 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.

### **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 4:00 p.m. on 27 June 2016.
- 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 3 June 2016, being the last practicable date before dispatch of this notice, the Company's issued ordinary share capital comprised 6,815,653,495 ordinary shares of 0.01 p 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 3 June 2016 is 6,815,653,495.