

# Stallion Resources plc

(Registered in England and Wales with company number 07752674)

## NOTICE OF AN ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Stallion Resources plc (the "**Company**") will be held at Third Floor, 14 Golden Square, London W1F 9JG at 10:00 a.m. on 15 July 2015 for the purposes of considering and, if thought fit, passing the following resolutions with resolutions 1, 2 and 3 being proposed as ordinary resolutions and resolution 4 being proposed as a special resolution.

### ORDINARY RESOLUTIONS

1. **THAT** the audited financial statements of the Company for the year ended 31 December 2014, together with the reports of the directors and auditors thereon, be received, considered and adopted.
2. **THAT** haysmacintyre be reappointed as the auditors to the Company to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting of the Company.
3. **THAT** the directors of the Company be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 551 of the Companies Act 2006 ("the Act")) in the Company up to an aggregate nominal amount of £900,000, provided that this authority shall expire on the conclusion of the annual general meeting of the Company to be held in 2016, except that the Company may before the expiry of such period make offers or agreements which would or might require relevant securities to be allotted after the expiry of such period and the directors may allot relevant securities in pursuance of any such offers or agreements as if the authority hereby conferred had not expired. The authority conferred by this resolution shall be in addition to any previous authority to allot relevant securities conferred on the directors of the Company.

### SPECIAL RESOLUTION

4. **THAT** subject to and conditional upon the passing of resolution 3 above, the directors be and they are hereby authorised pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash and/or sell or transfer shares held in treasury (as the directors shall deem appropriate) as if subsection (1) of section 561 of the Act did not apply to any such allotment, sale or transfer, provided that such authority shall be limited to the allotment of equity securities for cash up to a maximum nominal amount of £900,000 and such authority shall expire upon the expiry of the general authority conferred by resolution 3 above (unless renewed, varied or revoked by the Company prior to or on that date), except that the Company may before the expiry of any authority contained in this resolution make offers or agreements which would or might require equity securities to be allotted and/or shares held in treasury to be sold or transferred after such expiry and the directors may allot equity securities and/or sell or transfer shares in pursuance of any such offers or agreements as if the authority hereby conferred had not expired.

*By order of the Board*  
Stallion Resources plc  
*Company Secretary*

19 June 2015

*Registered Office:*  
14 Golden Square  
London  
W1F 9JG

## NOTES

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 10.00am on 13 July 2015 shall be entitled to attend and vote at the Meeting (or, if the meeting is adjourned, on the date which is 48 hours before the time of the adjourned meeting) in respect of the number of shares registered in their respective names at that time. Changes to the Register of Members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.
2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of your rights to attend, speak and vote at the meeting. You may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by you.
3. Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman 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 at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
4. To change your proxy instructions you may return a new proxy appointment using the methods set out above. 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's registrars, Computershare Investor Services plc. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
5. An appointment of proxy form is provided with this notice and instructions for use are shown on the form.  
In order to be valid, a completed appointment of proxy form must be:
  - a) completed and signed;
  - b) returned to the Company's registered office in hard copy form by post, by courier or (during normal business hours) by hand to the Company's registered office at Third Floor, 14 Golden Square London W1F 9JG; and
  - c) received by no later than 48 hours before the time fixed for the meeting.

In the case of a member that 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.
6. 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).
7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
8. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
  - 8.1 to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - 8.2 the answer has already been given on a website in the form of an answer to a question; or
  - 8.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
9. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):
  - 9.1 by calling +44 0(20) 3696 4618.

You may not use any electronic address provided either:

  - in this notice of annual general meeting; or
  - any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.
10. As at 10:00 am on the day immediately prior to the date of posting of this notice of annual general meeting, the Company's issued share capital comprised 931,313,342 ordinary shares of £0.0003 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 5.00 pm on the day immediately prior to the date of posting of this notice is 931,313,342.