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Application is being made to the London Stock Exchange for the Subscription Shares to be admitted to trading on the AIM market of the London Stock Exchange.

If you have sold or otherwise transferred all your Ordinary Shares in ECR Minerals Plc (“**ECR**”), please forward this Document and the enclosed Form of Proxy 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 only part of your holding, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately. Such documents should not however be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction.

ECR MINERALS PLC

(Incorporated and registered in England and Wales with registered No. 05079979)

Conditional Subscription of 55,356,391 Subscription Shares to raise £553,564 before expenses

Proposed Issue of Warrants

and

Notice of General Meeting

A letter from the Chairman of ECR is set out on page 7 of this Document, which includes a recommendation of the Directors on page 11.

Notice of the General Meeting of ECR to be held at 10 a.m. on 23 March 2017 at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD, is set out on pages 12 to 14 of this Document. Whether or not you plan to attend the General Meeting, please complete the enclosed Form of Proxy. To be valid, the accompanying Form of Proxy for use at the General Meeting should be completed, signed and returned in accordance with the instructions thereon to Computershare Investor Services plc at The Pavilions, Bridgewater Road, Bristol, BS99 6ZY as soon as possible and, in any event, so as to arrive by not later than 10 a.m. on 21 March 2017. The completion and return of a Form of Proxy will not prevent you from attending, speaking and voting at the General Meeting in person should you wish to do so.

Copies of this Document, which is dated 6 March 2017, will be available free of charge to the public during normal working hours on any weekday (except public holidays) from the registered office of the Company at Unit 117, Chester House 81-83 Fulham High Street, Fulham Green, London, SW6 3JA.

No person should construe the contents of this Document as legal, tax or financial advice and recipients of this Document should consult their own advisers on the matters described in this document. **The distribution of this Document in or into jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the UK into whose possession this Document comes should inform themselves about and observe such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction.**

This document contains “forward-looking statements” which includes all statements other than statements of historical fact including, without limitation, those regarding the Company’s financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words “targets”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “might”, “anticipates”, “would”, “could” or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company’s control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company’s present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to forward-looking statements contained herein to reflect any change in the Company’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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SHARE CAPITAL, SUBSCRIPTION AND WARRANT STATISTICS

Number of Existing Ordinary Shares ¹	135,899,461
Subscription Price per Subscription Share	1 pence
Number of Subscription Shares	55,356,391
Gross Proceeds of the Subscription	£553,564
Net Proceeds of the Subscription	£525,000
Enlarged Share Capital	191,255,852
Subscription Shares as a percentage of the Enlarged Share Capital	28.9%
Investor Warrants over new Ordinary Shares	83,034,586

Notes:

1. Includes the Ordinary Shares issued pursuant to the announcement dated 27 February 2017, admission to trading on AIM of which is expected to occur on 6 March 2017.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	2017
Date of this Document and posting of the Form of Proxy	7 March
Latest time and date for receipt of the Forms of Proxy	10 a.m. on 21 March
General Meeting	10 a.m. on 23 March
Expected date of Admission of the Subscription Shares ¹	3 April

Notes:

1. Subject to the Subscription Agreement being unconditional in all other respects or such later date as may be agreed and announced.
2. References to times in this Document are to London time (unless otherwise stated).
3. The times and/or dates set out in the timetable above may be subject to change.
4. If any of the above times and/or dates should change, the revised times and/or dates will be notified by an announcement to a regulatory information service.

DEFINITIONS

“Act”	the Companies Act 2006 (as amended);
“Admission”	admission of the Subscription Shares to trading on AIM and such admission becoming effective in accordance with the AIM Rules;
“AIM Rules”	the AIM Rules for Companies and the AIM Rules for Nominated Advisers, as issued by the London Stock Exchange from time to time;
“AIM”	the market of that name operated by the London Stock Exchange;
“Company” or “ECR”	ECR Minerals Plc (registered under company number 05079979);
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in the CREST Regulations);
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended;
“Deposit”	the £100,000 non-refundable deposit paid by the Investor to the Company;
“Directors”	the directors of the Company whose names are set out on page 7 of this Document;
“Document”	this document;
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST;
“Existing Ordinary Shares”	the 135,899,461 ordinary shares of 0.001 pence each in the Company in issue as at the date of this Document;
“Enlarged Share Capital”	the 191,255,852 ordinary shares of 0.001 pence each in the Company in issue following Admission (assuming issue of the Subscription Shares in full and no other new Ordinary Shares being issued prior to Admission);
“First Tranche Warrants”	warrants to subscribe for 55,356,391 new Ordinary Shares, each at an exercise price of 2 pence per Ordinary Share, to be granted to the Investor, conditional on completion of the Subscription pursuant to the Warrant Instrument;
“Form of Proxy”	the form of proxy accompanying this Document for use in relation to the General Meeting;
“General Meeting” or “GM”	the general meeting of the Company to be held at the offices of Charles Russell Speechlys LLP at 5 Fleet Place, London, EC4M 7RD on 23 March 2017 at 10 a.m., notice of which is set out at the end of this Document;
“Gross Proceeds”	the expected gross proceeds of the Subscription, being £553,564;
“Investor”	Shenyang Xinliaoan Machinery Co Ltd, a limited liability company registered under the laws of the People’s Republic of China;
“Investor Warrants”	together, the First Tranche Warrants and the Second Tranche Warrants, both exercisable for a period of 5 years from Admission;

“London Stock Exchange”	London Stock Exchange plc;
“Notice of General Meeting”	the notice of the General Meeting set out at the end of this Document;
“Ordinary Shares”	ordinary shares of 0.001 pence each in the capital of the Company;
“PRC”	the People’s Republic of China;
“Relationship Agreement”	the agreement to be entered into immediately prior to completion of the Subscription between 1) the Company, 2) Cairn Financial Advisers LLP, 3) the Investor, 4) Cui Changhao and 5) Li Guangning (being the shareholders and directors of the Investor), further details of which are set out in paragraph 2 of the Letter from the Chairman of the Company in this Document;
“Resolutions”	the resolutions to be proposed at the General Meeting, details of which are set out in this Document;
“Receipt Date”	31 March 2017;
“Second Tranche Warrants”	warrants to subscribe for 27,678,195 new Ordinary Shares, each at an exercise price of 5 pence per Ordinary Share, to be granted to the Investor, conditional on completion of the Subscription, pursuant to the Warrant Instrument;
“Shareholder(s)”	the holders of Ordinary Shares from time to time;
“Subscription”	the issue by the Company of, and the subscription by the Investor for, the Subscription Shares at the Subscription Price on the terms of the Subscription Agreement;
“Subscription Agreement”	the agreement entered into by the Company and the Investor on 26 February 2017 in relation to the Subscription;
“Subscription Price”	1 pence per Subscription Share;
“Subscription Shares”	the 55,356,391 new Ordinary Shares to be allotted and issued to the Investor;
“Subscription Shares Admission”	the date of admission of the Subscription Shares to trading on AIM, which the Company expects to be 3 April 2017 (subject to the Subscription Agreement being unconditional in all other respects or such later date as may be agreed and announced);
“Takeover Code”	The City Code on Takeovers and Mergers (as published by the Takeover Panel);
“Takeover Panel”	the UK Panel on Takeovers and Mergers;
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland;
“Warrant Instrument”	the warrant instrument to be issued by the Company in relation to the Investor Warrants, further details of which are set out in paragraph 2 of the Letter from the Chairman of the Company in this Document; and

“Warrant Shares”

up to 83,034,586 new Ordinary Shares to be issued to the Investor in the event of exercise in full, by the Investor, of the Investor Warrants.

Notes:

1. All references in this Document to “£” or “pence” are to the lawful currency of the UK.
2. All references to legislation in this Document are to English legislation unless the contrary is indicated.

LETTER FROM THE CHAIRMAN OF ECR MINERALS PLC

Registered Office

Unit 117, Chester House
81-83 Fulham High Street,
Fulham Green,
London, SW6 3JA.

ECR Minerals Plc

(Incorporated and registered in England and
Wales with registered number 05079979)

6 March 2017

Directors:

William Howell (Non-Executive Chairman)
Craig Brown (Chief Executive Officer)
Christian Dennis (Non-Executive Director)
Ivor Jones (Executive Director)

To all Shareholders and, for information only, to warrant and option holders in ECR Minerals Plc

Dear Shareholder

Proposed issue of Subscription Shares and Investor Warrants and Notice of General Meeting

1. Introduction

On 27 February 2017, the Company announced that it had conditionally raised gross proceeds of £553,564 pursuant to a subscription by Shenyang Xinliaoan Machinery Co Ltd, for 55,356,391 new Ordinary Shares at a price of 1 pence per Subscription Share. In addition, pursuant to the terms of the Subscription Agreement and conditional on completion of the Subscription, the Investor will be issued the Investor Warrants. Conditional on completion of the Subscription, the Investor will also be issued warrants over 83,034,586 new ordinary shares in total (the "**Investor Warrants**"). Of the Investor Warrants, 55,356,391 are exercisable at a price of 2 pence per share and 27,678,195 have an exercise price of 5 pence per share. Further details on the Subscription and the Investor Warrants are set out in paragraph 2 below.

Completion of the Subscription is conditional on, *inter alia*, the Investor receiving PRC government approval and permission to remit the Gross Proceeds to the Company, receipt of the Gross Proceeds by the Company, the passing of the Resolutions at the General Meeting, Admission and the entry by the Company and Investor into the Warrant Instrument.

It is proposed that at the forthcoming General Meeting (notice of which is incorporated into this Document), Shareholders will be asked to approve certain resolutions which will provide the Company with sufficient shareholder authorities to be able to issue the Subscription Shares, subject to any conditions which remain outstanding at that time under the Subscription Agreement. The Company will update the market in due course, in particular with respect to the receipt of funds pursuant to the Subscription and applications for admission to trading on AIM of the Subscription Shares to be issued pursuant to the Subscription. In addition, the Company is asking Shareholders for additional authorities to issue further Ordinary Shares and dis-apply pre-emption rights for share issues other than in relation to the Subscription.

The General Meeting of the Company, at which the Resolutions will be proposed, has been convened for 10 a.m. on 23 March 2017 at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London, EC4M 7RD.

2. Background and terms of the Subscription and the Investor Warrants

Subscription Agreement and Deposit

On 26 February 2017, the Company entered into the Subscription Agreement with the Investor pursuant to which the Investor has conditionally subscribed for 55,356,391 new ordinary shares in the Company at a price of 1 pence per Subscription Share.

Completion of the Subscription is conditional upon, amongst other things:

- a. the Investor receiving PRC government approval and permission to remit the Gross Proceeds to the Company;
- b. receipt of the Gross Proceeds (less the Deposit amount, as described below, where applicable) by the Company by the Receipt Date;
- c. the passing of the Resolutions;
- d. admission of the Subscription Shares to trading on AIM; and
- e. the entry by the Company into the Warrant Instrument.

As noted above, receipt of the Gross Proceeds is conditional on, amongst other things, approval from the PRC government to remit the Gross Proceeds to the Company. Accordingly, it was agreed that a non-refundable deposit of £100,000 in aggregate was to be paid to the Company by 4 March 2017 on behalf of the Investor ("**Deposit**"). The Company confirms that it received the Deposit in full from the Investor on 2 March 2017.

In the event that condition (b) above is met by 31 March 2017 (and the remaining Subscription conditions are met), the Deposit amount will be treated as a payment on account, and will be deducted from the Gross Proceeds to be received by the Company. In the event that condition b) is not met by the Receipt Date, the amount of the Deposit received will be used to subscribe for ordinary shares in the Company at a price of 2 pence per share (to be issued to the Investor) (the "**Deposit Shares**") and ECR, at its election, may at that point elect to either terminate the Subscription Agreement or extend the Receipt Date ("**Extension**").

In the event of an Extension, the Investor will be required to transmit the full amount of the Gross Proceeds to the Company in order to complete the Subscription; however, the total number of Subscription Shares to be issued to the Investor shall be capped at such number of ordinary shares which equates to 29.9 per cent. of the Company's issued share capital at the date of Subscription Shares Admission. Where the initial number of Subscription Shares to be issued is less than 55,356,391 due to this restriction, the Company will retain any balance of the Gross Proceeds and apply it to the issue of further Subscription Shares to the Investor at the Subscription Price as and when the Company is able to allot and issue such Subscription Shares without increasing the Investor's holding above 29.9 per cent. of the Company's issued share capital. The timing of any such share issues is at the sole discretion of the Company.

Following the issue of the Subscription Shares, (but excluding the Deposit Shares), the total number of Ordinary Shares in issue will be 191,255,852 and the Investor will hold approximately 29 per cent. of the enlarged share capital of the Company.

Application will be made to the London Stock Exchange for the Subscription Shares (and any Deposit Shares as the case may be) to be admitted to trading on AIM following receipt of the Gross Proceeds by the Company. The Subscription Shares will, following Admission, rank *pari passu* in all respects with the Existing Ordinary Shares in issue at the date of this Document.

Lock-up arrangements

The Subscription Shares will be subject to a lock-up for a period of 12 months following the date of Admission. The lock-up arrangements are subject to standard carve outs in relation to, *inter alia*, transfer of the Subscription Shares to a nominee account, and accepting (or making an irrevocable commitment in connection with) a general offer made to all shareholders under the Takeover Code.

Director appointment rights and pre-emption rights

Pursuant to completion the Subscription and subject to compliance with the AIM Rules, the Investor is able to recommend up to two new directors to be appointed to the board of directors of the Company. The Company will make further announcements in due course as and when any board appointments are made.

The Investor will, from the Subscription Shares Admission, be granted certain pre-emption rights for so long as the Investor holds over 20 per cent. of the issued share capital of the Company.

Warrant Instrument

Conditional on completion of the Subscription Agreement, the Company has agreed to enter into a Warrant Instrument, pursuant to which the Investor will be issued, conditional on completion of the Subscription, the Investor Warrants.

The Investor Warrants are to be issued in two tranches, both of which are exercisable for a five year period from the date of the Subscription Shares Admission:

- the First Tranche Warrants over 55,356,391 Ordinary Shares, exercisable at a price of 2 pence per new ordinary share; and
- the Second Tranche Warrants over 27,678,195 Ordinary Shares, exercisable at a price of 5 pence per new ordinary share.

The Warrant Shares represent 43.4 per cent. of the Enlarged Share Capital of the Company.

Takeover Code

Under Rule 9 of the Takeover Code, where any person acquires, whether by a single transaction or a series of transactions over a period of time, interests in securities which (taken together with securities in which he is already interested and in which persons acting in concert with him are interested) carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code, that person is normally required by the Takeover Panel to make a general offer to all the remaining shareholders of that company to acquire their shares. A waiver of Rule 9 of the Takeover Code is not being sought in respect of the proposed Investor Warrants which may be issued, therefore, Shareholders should note that exercise of the Investor Warrants would be dependent on the Investor's percentage holding in the ordinary share capital of the Company reducing or, the Investor being required to make an offer for the Company's entire issued share capital pursuant to Rule 9 of the Takeover Code.

Relationship Agreement

In the event of completion of the Subscription, the Investor will have an interest of approximately 29 per cent. in the issued share capital of the Company. Accordingly, the Company, the Investor, its connected parties and Cairn Financial Advisers LLP, have agreed to enter into a relationship agreement on completion of the Subscription, pursuant to which the Investor, in its capacity as a substantial shareholder, will give various undertakings to the Company to ensure the relationship and any arrangements between the Investor, its connected parties and the Company remain on an arm's length basis and are transacted on normal commercial terms. The Relationship Agreement will remain in force for so long as the Investor or any of its connected parties holds a direct or indirect interest in at least 20 per cent. of the Company's issued ordinary share capital.

Use of Proceeds of the Subscription

The net proceeds of the Subscription, being approximately £525,000, are expected to be used as follows:

- to progress the Avoca and Bailieston gold projects in Victoria, Australia;
- to progress the SLM Gold Project in Argentina; and
- for general working capital purposes to support the other activities of the Company, including the review of potential new projects and business areas.

Further information on the Company's projects can be found in recent announcements and the Company's website (www.ecrminerals.com).

3. General Meeting

You will find set out at the end of this Document a notice convening the General Meeting to be held at the offices of Charles Russell Speechlys LLP at 5 Fleet Place, London, EC4M 7RD at 10 a.m. on 23 March 2017.

The Resolutions to be proposed at the General Meeting are as follows:

Resolution 1: will be proposed as an ordinary resolution to authorise the Directors to allot the Subscription Shares and (if ever exercised) the Investor Warrants and further Ordinary Shares up to a maximum nominal amount of £5,000 (representing 261.4 per cent. of the Enlarged Share Capital).

Resolution 2: will be proposed as a special resolution and is conditional upon the passing of Resolution 1 and seeks to empower the Directors to disapply statutory pre-emption rights to allot the Subscription Shares and (if ever exercised) the Investor Warrants and further new ordinary shares up to a maximum nominal amount of £5,000 (representing 261.4 per cent. of the Enlarged Share Capital). This authority shall expire at the conclusion of the next annual general meeting.

4. Action to be taken by shareholders

Shareholders will find enclosed with this Document a Form of Proxy for use by them at the General Meeting. You can use your vote in respect of your shareholding by attending the meeting or by appointing a proxy to attend the meeting and vote on your behalf.

A proxy may be appointed by either:

- returning the accompanying Form of Proxy in the post; or
- using the CREST electronic proxy appointment service (for CREST members only).

Whether or not you are able to attend the General Meeting, you are requested to complete the enclosed Form of Proxy and return it to Computershare Investor Services plc at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, so as to arrive by 10 a.m. on 21 March 2017. The completion and return of a Form of Proxy will not prevent you from attending the General Meeting and voting in person if you subsequently wish to do so.

Shareholders are reminded that, if their Ordinary Shares are held in the name of a nominee, only that nominee or its duly appointed proxy can be counted in the quorum at the General Meeting.

If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice from your broker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser, immediately.

5. Recommendation

The Directors consider that the Resolutions proposed are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that shareholders vote in favour of each of the Resolutions.

Yours faithfully

William Howell
Non-Executive Chairman

ECR MINERALS PLC
(Registered in England and Wales No 05079979)

NOTICE OF GENERAL MEETING

NOTICE is hereby given that the General Meeting of ECR Minerals Plc will be held at 10 a.m. on 23 March 2017 at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as an ordinary resolution in the case of Resolution 1 and a special resolution in the case of Resolution 2.

This Notice concerns matters described in a circular to shareholders of the Company dated 6 March 2017 (the “**Circular**”). Definitions defined in the Circular have the same meaning in this Notice.

Ordinary Resolution

1. That, the Directors in accordance with section 551 of the Act be hereby unconditionally authorised to exercise all the powers of the Company to allot new ordinary shares of 0.001 pence each in the capital of the Company (“**Ordinary Shares**”) **PROVIDED THAT** this authority shall be limited to:
 - a. the allotment of Ordinary Shares up to a maximum aggregate nominal amount of £1,384 pursuant to the Company’s obligations under the Subscription Agreement (including the Investor Warrants); and
 - b. the allotment of Ordinary Shares generally up to a maximum aggregate nominal amount of £5,000;

provided that this authority shall expire on 30 June 2018 (unless renewed, varied or revoked by the Company prior to or on such date), except 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 any such offer or agreement as if the authority conferred by this resolution had not expired.

Special Resolution

2. That, subject to the passing of Resolution 1 above, the Directors be given:
 - a. in accordance with section 571 of the Act, power to allot equity securities (as defined by section 560 of the Act) for cash pursuant to the authority conferred by sub-paragraph (a) of Resolution 1 above, up to a maximum aggregate nominal amount of £1,384; and
 - b. in accordance with section 570 of the Act, a general power to allot equity securities (as defined by section 560 of the Act) for cash, pursuant to the authority conferred by subparagraph (b) of Resolution 1 above, up to a maximum aggregate nominal amount of £5,000;

in each case, as if section 561(1) of the Act did not apply to any such allotment.

The power granted by this Resolution 2 will expire on 30 June 2018, (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements 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

Craig Brown
Company Secretary

6 March 2017

Registered Office

Unit 117, Chester House
81-83 Fulham High Street
Fulham Green
London, SW6 3JA

Registered in England and Wales No 05079979

Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can 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 him.
2. 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. 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.
3. An appointment of proxy is provided with this notice and instructions for use are shown on the form. In order to be valid, a completed appointment of proxy must be returned to the Company by one of the following methods:
 - 3.1. in hard copy form by post, by courier or by hand to the Company's registrars, Computershare Investor Services plc, at the address shown on the form of proxy; or
 - 3.2. in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,

and in each case must be received by the Company by 10 a.m. on 21 March 2017 or in the case of any adjourned meeting 48 hours (excluding non-business days) before the adjourned meeting.

Please note that any electronic communication sent to us/our registrars in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted.

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 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 revoking the other or others.
 - 4.1. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. 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.
 - 4.2. 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's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent, Computershare Investor Services plc (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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.
 - 4.3. 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.
 - 4.4. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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.
5. Only those shareholders registered in the Register of Members of the Company as at 6.00 p.m. on 21 March 2017 (or, if the meeting is adjourned, on the date which is two days before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting or 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.
6. 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.
7. You may not use any electronic address provided either in this notice of general meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
8. As at 3 March 2017 (being the last business day before the publication of this Notice), the Company's issued share capital consisted of 135,899,461 Ordinary Shares carrying one vote each. The Company does not hold any shares in treasury.

9. 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:
 - 9.1. to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - 9.2. the answer has already been given on a website in the form of an answer to a question; or
 - 9.3. it is undesirable in the interests of the company or the good order of the meeting that the question be answered.