

BEZANT RESOURCES PLC (the “Company”)

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 02918391)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of the members of the Company will be held at the offices of Joelson JD LLP, 30 Portland Place, London W1B 1LZ, at 10.00 a.m. on Friday 30 June 2017.

Members will be asked to consider and, if thought fit, pass the resolutions set out below. Resolutions 1 to 5 will be proposed as ordinary resolutions and Resolution 6 will be proposed as a special resolution. The business to be transacted under Resolutions 1 to 3 is deemed to be ordinary business under the Company’s Articles of Association and Resolutions 4, 5 and 6 are deemed to be special business under the Company’s Articles of Association.

ORDINARY RESOLUTIONS

1. To receive and consider the Company’s report and financial statements for the six months ended 31 December 2016 and the reports of the directors and auditors thereon.
2. To approve the re-appointment of Dr Bernard Olivier as an Executive Director of the Company, having been made a director previously and being eligible for re-election.
3. To ratify the re-appointment of UHY Hacker Young LLP as auditors of the Company and to authorise the directors to fix their remuneration.
4. THAT, for the purposes of section 551 of the Companies Act 2006 (the “Act”):
 - (a) the directors of the Company be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company (the “Rights”) up to an aggregate maximum nominal amount of £860,781 to such persons and at such times and on such terms and conditions as the Directors think proper, such authority, unless previously revoked or varied by the Company in a General Meeting, to expire at the conclusion of the next Annual General Meeting of the Company following the date on which this resolution is passed or, if earlier, fifteen months from the date of this resolution; and,
 - (b) the Company be and is hereby authorised prior to the expiry of such period referred to in sub paragraph (a) above to make an offer or agreement which would or might require shares to be to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired;

so that all previous and existing authorities conferred on the Directors in respect of the allotment of shares or grant of Rights pursuant to the said Section 551 of the Act be and they are hereby revoked provided that this resolution shall not affect the right of the Directors to allot shares or grant Rights in pursuance of any offer or agreement entered into prior to the date hereof.

5. THAT, the Company establish a share option scheme (the “Executive Share Option Scheme”) for its directors, senior management, consultants and employees on the following terms: (i) the number of options to be issued in any three year period shall not exceed 7.5% of the issued share capital of the Company from time to time; (ii) the exercise price of the options shall be based on the volume weighted average share price of the Company in the 30 days preceding the issue of such options; (iii) the options should vest in three equal instalments on the first 31 December date following their issue and thereafter on the second and third 31 December date following the issue of the options; and (iv) the options shall be exercised within five years of their vesting date.

SPECIAL RESOLUTION

6. THAT, subject to and conditional upon the passing of resolution number 4 above, the Directors be and are hereby empowered in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act), wholly for cash, under the authority conferred on them by resolution number 4 above to allot equity securities as if section 561(1) of the Act did not apply to such allotment, provided that the power conferred by this resolution shall be limited to:

- (a) the allotment and issue of equity securities in connection with an issue or offering by way of rights in favour of holders of equity securities and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective numbers of equity securities held by or deemed to be held by them on the record date of such allotment subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body in any territory;
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities pursuant to the exercise of any share options issued pursuant to the Executive Share Option Scheme (as defined in resolution 5 above) representing 7.5% of the issued ordinary share capital of the Company from time to time; and
- (c) the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities for cash up to an aggregate nominal value not exceeding £779,749;

and this power, unless renewed, shall expire at the conclusion of the next Annual General Meeting of the Company following the date on which this resolution is passed or if earlier fifteen months from 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 equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. This authority shall replace all existing authorities conferred on the Directors in respect of the allotment of equity securities to the extent that the same have not previously been utilised.

By Order of the Board

York Place Company Secretaries Limited

Company Secretary

Registered Office:
Level 6, Quadrant House
4 Thomas More Square
London E1W 1YW

Dated: 2 June 2017

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING (“AGM”):

Entitlement to attend, speak and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members on the Company's register of members at:

- close of business on 28 June 2017; or,
- in the event that this AGM is adjourned, at close of business on the day two days prior to the adjourned meeting, shall be entitled to attend, speak and vote at the AGM in respect of the number of ordinary shares registered in their name at that time.

Changes to the register of members after close of business on 28 June 2017 shall be disregarded in determining the rights of any person to attend, speak and vote at the AGM.

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 or proxies to exercise all or any of your rights to attend, speak and vote at the AGM 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 in the notes to the proxy form.
3. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this “Appointment of proxies” section. Please contact the Company's Registrars, Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU for further information.
4. A proxy does not need to be a member of the Company but must attend the AGM to represent you. Details of how to appoint the Chairman of the AGM 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 AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
5. 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.
6. 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 AGM.

Appointment of proxy using hard copy proxy form

7. 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 the Company's Registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF; and
 - received by Capita Asset Services no later than 10.00 a.m. on 28 June 2017.

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, together with a duly completed certificate of non-revocation of such power or authority.

Appointment of proxies through CREST

8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof 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.

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) **Capita Asset Services (CREST Participant ID Number RA10)** by 10.00 a.m. on 28 June 2017. 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/her 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 provider(s) 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

9. 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).

Changing proxy instructions

10. 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 the Company's Registrars, Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

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

11. 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 Capita Asset Services, 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 Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 48 hours before the date and time of the meeting.

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 AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

12. As at 6.00 p.m. on 5 June 2017, the Company's issued share capital comprised 304,953,507 ordinary shares of £0.002 per share. Each ordinary share carries the right to one vote at a general meeting of the Company. Therefore, the total number of voting rights in the Company as at 6.00 p.m. on 5 June 2017 is 304,953,507.

Documents on display

13. Copies of the service contracts and letters of appointment of the executive director and non-executive directors respectively of the Company will be available for inspection:
- For at least 15 minutes prior to the meeting; and
 - During the meeting.

Communication

14. Except as provided above, members who have general queries about the AGM should communicate via telephonic means or in writing to the registered address of the Company (no other methods of communication will be accepted):

Bernard Olivier
Chief Executive Officer, Bezant Resources Plc
Tel: +61 40 894 8182

Laurence Read
Executive Director, Bezant Resources Plc
Tel: +44 (0) 203 289 9923

You may not use any electronic address to communicate with the Company for any purposes in connection with this Notice of AGM.

Executive Share Option Scheme

15. The Company has not issued any ordinary shares or options over ordinary shares to Directors or Employees since 2007, save for the ordinary shares issued to Directors in settlement of Directors fees owed to them.

The Company proposes to establish a Share Option Scheme with the following terms:

- the number of options to be issued in any three year period shall not exceed 7.5% of the issued share capital of the Company from time to time;
- the exercise price of the options shall be based on the volume weighted average share price of the Company's ordinary shares in the 30 days preceding the issue of the options;
- the options shall vest in three equal instalments on the first 31 December date following their issue and thereafter on the second and third 31 December following the issue of the options; and
- the options shall be exercisable within five years of their vesting date.

It is proposed that, if Resolution 5 is approved, an initial issue of options be considered by the Remuneration committee once the Company's Choco Project in Colombia is operational and has reported its first production.