

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly 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 financial adviser.**

If you have sold or otherwise transferred all of your ordinary shares in the capital of Bezant Resources Plc (the “**Company**”), please immediately forward this document, together with the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of ordinary shares in the Company, you should retain these documents and consult the stockbroker, bank manager or other agent through whom the sale or transfer was effected.



## **BEZANT RESOURCES PLC**

*(Incorporated and registered in England and Wales with registered number 02918391)*

### **NOTICE OF GENERAL MEETING**

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Your attention is drawn to the recommendation of the Board of Directors of the Company (the “**Board**”) which is set out on page 3 of this document and which unanimously recommends that you vote in favour of the resolutions set out in the notice of General Meeting referred to below (the “**Resolutions**”).

**Notice of a General Meeting of the Company, to be held at the offices of Joelson JD LLP, 30 Portland Place, London W1B 1LZ at 10.00 a.m. on 31 August 2016 (the “General Meeting”), is set out at the end of this document. To be valid, the accompanying form of proxy for use in connection with the General Meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company’s Registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF by no later than 10.00 a.m. on 29 August 2016. Completion and return of a form of proxy will not preclude shareholders of the Company from attending and voting at the General Meeting in person should they so wish.**



*Directors:*

Edward Nealon (*Non-Executive Chairman*)  
Dr Bernard Olivier (*Chief Executive Officer*)  
Laurence Read (*Executive Director*)  
Ronnie Siapno (*Non-Executive Director*)  
Dr Evan Kirby (*Non-Executive Director*)

*Registered office:*

Level 6  
Quadrant House  
4 Thomas More Square  
London E1W 1YW

TELEPHONE 020 7216 4600  
FACSIMILE 020 7767 2600

11 August 2016

Dear Shareholder,

## Notice of General Meeting

### Introduction

Further to the Company's announcement of 27 January 2016, its strategy in relation to the advancement of its Colombian platinum/gold assets (the "**Colombian Projects**") is to assess the viability of the licence areas in the Choco region of Colombia over which it holds options via its 100% ownership of Leeward Islands Exploration LLC, with a view to then exercising some or all of such options and ultimately commencing near-term, surface mining operations.

As part of this strategy, the Company anticipates undertaking a series of work programmes, during 2016-17, in order to, *inter alia*, correlate data from historic mining operations, define platinum areas, undertake advanced separation and recovery test-work and ultimately create a low cost mine plan. Accordingly, the group requires additional equity funding to finance such proposed activities and its ongoing working capital requirements.

The Company is therefore seeking authority for its directors to be able to issue additional ordinary shares in the capital of the Company to enable it to raise potential equity financing for the abovementioned exploration activities on its Colombian Projects and the group's ongoing working capital requirements. Accordingly, a General Meeting is being convened to seek shareholder approval to update the relevant Board authorities to allot the Company's shares.

The purpose of this document is to provide you with details of the Resolutions to be proposed at the forthcoming General Meeting. Your Board considers that the Resolutions to be proposed at the General Meeting are in the best interests of the Company and its shareholders as a whole and recommends that you vote in favour of these Resolutions. The formal Notice of the General Meeting is set out at the end of this document and a Proxy Form is also enclosed for you to complete, sign and return as appropriate.

### Summary of the Proposals

#### **Companies Act 2006 Section 551 Authority to allot shares**

The Board is seeking shareholder approval to allot shares up to an aggregate nominal value of £860,781. This updates the authority granted at the Company's last Annual General Meeting for the Directors to allot shares as required pursuant to Section 551 of the Companies Act 2006.

REGISTERED ADDRESS Level 6 Quadrant House, 4 Thomas More Square London E1W 1YW  
REGISTERED NUMBER 2918391 [www.bezzantresources.com](http://www.bezzantresources.com)

**Companies Act 2006 Section 570 Authority to allot shares for cash on a non pre-emptive basis by disappling section 561**

Subject to the authority to be conferred by Section 551 mentioned above, it is proposed to renew the Directors' authority to issue equity securities wholly for cash on a non pre-emptive basis up to an aggregate nominal value of £779,749.

This will provide the Board with flexibility to allot shares for cash to raise additional funds for the Company's planned Colombian exploration activities and the group's general working capital purposes, as and when required, without having to revert to shareholders for approval at such time. In particular, the Board is of the opinion that having such authority in place would strengthen its ability to address the aforementioned funding requirements in a more cost effective and efficient manner as well as potentially enabling the Company to pursue other attractive opportunities should they arise.

**General Meeting**

Set out at the end of this circular is a formal Notice convening a General Meeting of the Company to be held at the offices of Joelson JD LLP, 30 Portland Place, London W1B 1LZ at 10.00 a.m. on 31 August 2016.

**Recommendation**

**Your Board considers the Resolutions to be proposed at the General Meeting to be in the best interests of the Company and its Shareholders as a whole and, accordingly, your Directors unanimously recommend that Shareholders vote in favour of the Resolutions set out in the Notice of the General Meeting, as they intend so to do in respect of their own beneficial holdings.**

**Action to be taken**

A form of proxy is enclosed for use in connection with the General Meeting. Whether or not you intend to be present at the meeting, you are requested to complete, sign and return the form of proxy to the Company's Registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF by not later than 10.00 a.m. on 29 August 2016. The completion and return of a form of proxy will not preclude you from attending the meeting and voting in person should you subsequently wish to do so.

Yours faithfully,



**Mr Edward Nealon**  
**Non-Executive Chairman**

# BEZANT RESOURCES PLC

(the “Company”)

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

## NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that the General Meeting (“**General Meeting**”) 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 Wednesday 31 August 2016.

Members will be asked to consider and, if thought fit, pass the resolutions set out below. Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution. The business to be transacted under Resolutions 1 and 2 is deemed to be special business under the Company’s Articles of Association.

### ORDINARY RESOLUTION

1. 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 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 rights of the Directors to allot shares or grant Rights in pursuance of any offer or agreement entered into prior to the date of the General Meeting.

### SPECIAL RESOLUTION

2. THAT, subject to and conditional upon the passing of resolution number 1 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 1 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 existing share options issued pursuant to the Company's Share Option Plan ratified by the Company's shareholders at the General Meeting of the Company held on 9 July 2007;
- (c) the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities pursuant to the exercise of the Warrants issued on 4 May 2012 representing 1.5 per cent. of the issued ordinary share capital of the Company from time to time; and
- (d) the allotment (otherwise than pursuant to sub-paragraphs (a) to (c) 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 passing 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: 11 August 2016

## Notes to the notice of General Meeting:

### 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 29 August 2016; or,
  - in the event that this General Meeting 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 General Meeting 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 29 August 2016 shall be disregarded in determining the rights of any person to attend, speak and vote at the General Meeting.

### 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 General 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 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 General Meeting to represent you. Details of how to appoint the Chairman of the General 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 General Meeting 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 General Meeting.

### 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 29 August 2016.

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 General Meeting 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 Registrars (CREST Participant ID Number RA10)** by 10.00 a.m. on 29 August 2016. 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, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF.

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, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF. 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, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF 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 General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.

#### **Issued shares and total voting rights**

12. As at 6.00 p.m. on 10 August 2016, the Company's issued share capital comprised 136,833,162 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 29 August 2016 is 136,833,162.

#### **Communication**

13. Except as provided above, members who have general queries about the General Meeting 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 General Meeting.

