

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

**If you are in any doubt as to what action to take, you should consult your stockbroker, bank manager, solicitor, accountant or other appropriate independent professional adviser, duly authorised under the Financial Services and Markets Act 2000, as amended, or another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.**

If you have sold or transferred all your ordinary shares in Red Rock Resources Plc (the "Company"), please forward this document and the accompanying form of proxy to the person, stockbroker, bank or other agent, through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company in any jurisdiction in which such offer or instruction would be unlawful nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with any contract therefor.

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## NOTICE OF GENERAL MEETING

### Red Rock Resources Plc

*(Incorporated in England and Wales, Company Number: 05225394)*

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The Notice of the General Meeting (the "GM") of the Company, to be held at Red Rock Resources Plc business address, which is We Work, 71-91 Aldwych House, London WC2B 4HN on Friday 19 March 2021 at 1 pm, is set out on the next page of this document.

**As a result of the current crisis of COVID-19 and the UK Government's restrictions, the Company's GM will be run as a closed meeting. Shareholders should therefore not attend the meeting in person and instead are strongly encouraged to submit their proxy vote, appointing the Chairman of the meeting as their proxy to ensure that their votes are registered. Shareholders will not be permitted to attend the GM in person and will be refused entry. The Company will continue to monitor the situation and issue updates if and when necessary.**

In accordance with the Company's Articles of Association, whilst submission of a proxy vote would not ordinarily preclude shareholders from attending, speaking and voting in person at the GM should they so wish, the shareholders are reminded that to attend the meeting would currently breach the Government's measures in relation to COVID-19. Voting will take place as usual, however, if the Company is of the view that this does not reflect the proxy votes, the Chairman of the meeting will direct voting to be by poll.

Proxy votes should be submitted as early as possible and no later than 1pm on 17 March 2021 (or, in the case of an adjournment, no later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting). The proxies can be submitted by e-mail [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) or by mail to: The Company Secretary, Red Rock Resources Plc, c/o Share Registrars Ltd, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. Please state clearly the Company name and your full name, when submitting your proxy vote.

If you are a CREST member, you may appoint a proxy by using the service provided by Euroclear so as to be received no later than 1 pm on 17 March 2021.

Further details can be found in the notes section of this notice.

**Notice is hereby given that the General Meeting (“GM”) of Red Rock Resources Plc will be held at Red Rock Resources Plc’s business address, which is WeWork, 71-91 Aldwych House, London WC2B 4HN, on Friday 19 March 2021 at 1 pm for the purpose of considering and, if thought fit, passing the following resolutions: 1 as an ordinary resolution and 2 as special resolution. The GM will run as a closed meeting and shareholders will not be permitted to attend the GM in person.**

### **Ordinary Resolution**

#### **Resolution 1**

THAT, in substitution for all existing and unexercised authorities, the Directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (“the Act”) to exercise all or any of the powers of the Company to allot equity securities (within the meaning of Section 560 of the Act) up to a maximum nominal amount of £20,000 provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire on the earlier of the conclusion of the next annual general meeting of the Company or 15 months after the passing of this Resolution, unless renewed or extended prior to such time, except that the Directors of the Company may before the expiry of such period make an offer or agreement, which would or might require relevant securities to be allotted after the expiry of such period and the Directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

### **Special Resolution**

#### **Resolution 2**

That in substitution for all existing and unexercised authorities and subject to the passing of resolution 1, the Directors the Company be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities respectively attributable to the interest of all such shareholders are proportionate (as nearly as may be) to the respective numbers of the ordinary shares held by them subject only to such exclusions or other arrangements as the Directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 1 as if section 561(1) of the Act did not apply to any such allotment, provided that the power conferred by the Resolution, unless previously revoked or varied by special resolution of the Company in general meeting, shall be limited the grant of a right to subscribe for, or to convert any equity securities into Ordinary Shares up to a maximum aggregate nominal amount of £20,000, and shall expire on the earlier of the date of the next annual general meeting of the company or 15 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 Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

If you are a registered holder of Ordinary Shares in the Company, whether or not you are able to attend the meeting, you may use the enclosed form of proxy to appoint one or more persons to attend and vote on a poll on your behalf. A proxy need not be a member of the Company.

A Form of Proxy is provided.

The proxy vote may be sent by e-mail to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com), or by mail, using the reply-paid envelope to:

The Company Secretary  
Red Rock Resources Plc  
c/o Share Registrars Limited  
The Courtyard  
17 West Street  
Farnham, Surrey GU9 7DR

In either case, the signed proxy must be received no later than 48 hours (excluding non-business days) before the time of the meeting, or any adjournment thereof.

Registered Office:

Salisbury House  
London Wall  
London EC2M 5PS  
Registered in England and Wales Number: 05225394

By order of the Board

Stephen Ronaldson  
Company Secretary  
1 March 2021

## NOTES:

### Entitlement to Attend and Vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and paragraph 18(c) of the Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members, 48 hours before the time of the Meeting, shall be entitled to attend and vote at the Meeting or any adjournment of it. In calculating the period of 48 hours mentioned above, no account shall be taken of any part of a day that is not a working day.

**References in these Notes to attend should, however, be construed in light of COVID-19 restrictions, as summarised in the GM Notice, which will restrict physical attendance at the GM.**

### 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 to exercise all or any of your rights to attend, speak and vote at the GM and you should have received a Form of Proxy with this Notice of the GM. You can only appoint a proxy, using the procedures set out in these notes and the notes to the Form of Proxy.

3. A proxy does not need to be a member of the Company but must attend the GM to represent you. Details of how to appoint the Chairman of the GM or another person as your proxy, using the Form of Proxy, are set out in the notes to the Form of Proxy. If you wish your proxy to speak on your behalf at the GM, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

4. 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, please contact the registrars of the Company, Share Registrars Ltd on 01252 821 390.

5. 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 GM.

### Appointment of Proxy Using Hard Copy Proxy Form

6. The notes to the Form of Proxy explain how to direct your proxy, how to vote on each resolution or withhold their vote.

To appoint a proxy, using the Form of Proxy, the form must be:

- completed and signed;
- sent or delivered to Share Registrars Ltd at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by e-mail to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com); and
- received by Share Registrars Ltd no later than 48 hours (excluding non-business days) prior to the GM.

In the case of a member, which is a company, the Form of Proxy 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 Form of Proxy is signed (or a duly certified copy of such power or authority), must be included with the Form of Proxy.

### Appointment of Proxy by Joint Members

7. 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

8. 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 Form of Proxy and would like to change the instructions, using another hard-copy Form of Proxy, please contact Share Registrars Limited on 01252 821 390.

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**

9. In order to revoke a proxy instruction, you will need to inform the Company, using one of the following methods:

By sending a signed hard copy notice, clearly stating your intention to revoke your proxy appointment to Share Registrars Ltd at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by e-mail to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com).

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.

In either case, the revocation notice must be received by Share Registrars Ltd no later than 48 hours (excluding non-business days) prior to the GM.

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

### **Issued Shares and Total Voting Rights**

10. As at 1 March 2021, the Company's issued share capital comprised 1,067,850,352 ordinary shares of £0.0001 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 1 March is 1,067,850,352.

### **Communications with the Company**

11. Except as provided above, members, who have general queries about the GM, should telephone Rasa Vaitkute on 020 7747 9990 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of the GM; or any related documents (including the Chairman's letter and Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.

### **CREST**

12. CREST members, who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service, may do so for the GM and any adjournment(s) thereof by using 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 or instruction made, using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [euroclear.com/CREST](http://euroclear.com/CREST)).

The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction, given to a previously appointed proxy in order to be valid, must be transmitted so as to be received by the issuer's agent (ID: 7RA36) by the latest time(s) for receipt of proxy appointments specified above. 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. After this time, any change of instructions to proxies, appointed through CREST, should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK & Ireland Limited 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 or 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 CREST 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.

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.

## BACKGROUND TO THE GENERAL MEETING

### Kansai Transaction

Under an agreement announced on 15 June 2018, the Company acquired the 25% interest in the Company's mineral licenses in Kenya still held by Kansai Mining Corporation Limited for a consideration the principal part of which was the payment of \$2,500,000 within a short period after restoration or re-grant of the licenses. The restoration of these licenses was announced by the Company on 17 August 2020. Kansai has been paid \$1,000,000 in cash and has exercised an option to be paid the balance in the Company's ordinary shares. Kansai have agreed to take ordinary shares and warrants on the same terms as those agreed under the placing, announced on 12 February 2021.

The Company is therefore seeking the approval of its shareholders for:

1. the issue of 50,775,000 non-tradeable warrants with a life of two years and an exercise price of 2 pence to be issued to Kansai or its nominees on the basis of one warrant for each two Shares forming part of the Issue (the "Kansai Warrants"); and
2. the issue of 101,550,000 ordinary shares in respect of the final payment in relation to the Kansai transaction as noted above (the "Kansai Transaction Shares").

### The Warrants

On 12 February 2021, the Company announced a placing of new ordinary shares of 0.01 pence for cash at a price of 1.05 pence a share, to raise £1,000,000 before expenses. The Company stated that, subject to the approval of shareholders in general meeting, warrants with a life of two years from the date of issue convertible into ordinary shares at an exercise price of 2 pence per share would be issued on the basis of one warrant for every two placing shares.

If these warrants (the "ETX Warrants") were to be exercised in full, it would result in the issue of a further 47,619,047 new ordinary shares.

### The Resolutions

The following resolutions are being proposed at the GM:

1. Resolution 1 – Directors' authority to generally allot shares

This is an ordinary resolution to grant the Directors to 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 (the "Act") up to a maximum aggregate nominal amount of approximately £20,000, being the amount that is 18.7% of the current issued share capital of the Company. This amount also includes the issue of the Kansai Transaction Shares and the issue of new ordinary shares pursuant to the potential exercise of the Kansai Warrants and the ETX Warrants.

2. Resolution 2 – General disapplication of pre-emption rights

This is a special resolution to disapply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act. The resolution authorises the Directors to issue equity securities as continuing authority up to an aggregate nominal amount of £20,000, being the amount that is equal to 18.7% of the current issued share capital of the Company. This amount includes the issue of new ordinary shares pursuant to the issue of the Kansai Transaction Shares and the potential exercise of the Kansai Warrants and the ETX Warrants.