

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, or other financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in the Company, please send this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.



XTRACT RESOURCES PLC

(incorporated and registered in England and Wales under company registration number 05267047)

Chairman's letter Notice of Annual General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 2 to 4 of this document and which recommends you vote in favour of the resolutions to be proposed at the Annual General Meeting.

Your attention is drawn to a notice convening a General Meeting of the Company to be held at 7/8 Kendrick Mews, South Kensington, SW7 3HG on Tuesday 30 June 2020 at 3.00 p.m. is set out at the end of this document.

You will not receive a hard copy form of proxy for the 2020 AGM in the post. Instead, you will be able to vote electronically at www.signalshares.com. You will need to log into your Signal Shares account, or register if you have not previously done so. You may request a hard copy form of proxy directly from the registrars, Link Asset Services.

Proxies (whether submitted electronically or a hard copy submitted by post) must be received by Link Asset Services in accordance with instructions provided for the relevant method of submitting a proxy by no later than 3.00 p.m. on Friday 26 June 2020.

In light of the UK Government's Stay at Home measures to contain COVID-19, and utilising the powers given to the Board under Article 62 of the Company's Articles of Association, shareholders will not be permitted to attend the AGM in person but instead are being asked to cast their votes by proxy in advance of the meeting. Further details on proxy voting are given in the notes to the AGM.

LETTER FROM THE CHAIRMAN OF XTRACT RESOURCES PLC

(Incorporated and registered in England and Wales under company registration number 05267047)

Directors:

Colin Bird (Executive Chairman)
Joel Silberstein (Finance Director)
Peter Moir (Non-executive Director)

Registered office:

7/8 Kendrick Mews
London
SW7 3HG

5 June 2020

To the Shareholders (and, for information only, to the holders of options and warrants to subscribe for Ordinary Shares)

Dear Shareholder

Introduction

This circular contains the formal notice of the Company's 2020 Annual General Meeting (**AGM**) to be held at 7/8 Kendrick Mews, South Kensington, SW7 3HG on Tuesday 30 June 2020 at 3.00 p.m.

The AGM is an important event in the Company's corporate calendar and provides an opportunity for the Company's directors to engage with shareholders. We remain committed, where possible, to ensuring that shareholders can exercise their right to vote and ask questions at the upcoming AGM. However, the health and well-being of our colleagues, shareholders and the wider community in which we operate is and will continue to be of paramount importance to us.

Therefore, in light of the UK Government's Stay at Home measures to contain COVID-19 (**Stay at Home Measures**) and utilising the powers given to the Board under Article 62 of the Company's Articles of Association (**Articles**), shareholders will not be permitted to attend the AGM in person but instead are being asked to cast their votes by proxy in advance of the meeting. Further details on proxy voting are given below.

Questions

The Board is arranging a listen-only conference call facility to allow shareholders to dial in to the AGM and follow proceedings remotely. The conference call details will be published on the Company's website at www.xtractresources.com, approximately 72 hours before the date and time of the meeting and may also be included in an announcement, issued prior to the AGM.

Furthermore, if a shareholder has a question that they would like to raise at the AGM, we ask that instead of attending the meeting they send questions by email to info@xtractresources.com no later than 10.00 a.m. on 26 June 2020. Answers to as many questions as possible will be provided by the Company on the AGM conference call.

Attendance at the AGM

The business of the AGM will be purely functional in order to ensure that the Company complies with the relevant legal requirements. As such shareholders should note that no presentations will be made. To ensure the meeting is quorate, Joel Silberstein (the finance director) and Peter Moir (the non-executive director) will attend in person, with Colin Bird (the executive chairman) dialling in to the meeting remotely. **In the event that any shareholders do try to attend the AGM in person, then in line with the Stay at Home Measures (and utilising the powers given to the Board under Article 62 of the Articles), shareholders will be refused entry.**

Changes to the AGM arrangements

The Company is closely monitoring the legal and regulatory developments relating to COVID-19, including potential further measures imposed by the UK Government and advice given by the UK Government. As a result, it might be necessary to alter the arrangements for the AGM, in which case shareholders will be notified promptly via RNS and the Company's website.

Resolutions

The Notice of Meeting is on pages 5 to 8 of this document and contains routine items of business, with your Directors seeking renewal of the standard authorities granted at previous AGMs. The resolutions to be proposed at the AGM are as follows:

Directors' report and accounts (Resolution 1)

This resolution will be proposed as an ordinary resolution. The directors of the Company (**directors**) are required by the Companies Act 2006 to present to the meeting the directors' and auditors' reports and the audited accounts for the year ended 31 December 2019. The report of the directors and the audited accounts have been approved by the directors and the report of the auditors has been approved by the auditors, and a copy of each of these documents may be found in the annual report and accounts of the Company.

Director re-election (Resolution 2)

This resolution will be proposed as an ordinary resolution. Article 92 of the Articles states that at each annual general meeting one-third of the directors (or, if their number is not a multiple of three, the number of directors nearest to but not greater than one-third, unless their number is fewer than three, in which case one director) shall retire from office by rotation. Accordingly, Mr Joel Silberstein is retiring by rotation and offers himself for re-election.

Biographical details of all of the directors are set out on pages 19 and 20 of the annual report and accounts of the Company.

Appointment and remuneration of auditors (Resolution 3)

This resolution will be proposed as an ordinary resolution. This resolution proposes the appointment of Chapman Davis LLP as the auditors of the Company and, in accordance with standard practice, gives authority to the directors to determine their remuneration.

Authority to allot shares (Resolution 4)

This resolution will be proposed as an ordinary resolution. Resolution 4 enables the directors to allot equity securities (including new ordinary shares). The maximum nominal amount of securities which the board will have authority to allot pursuant to this resolution is £91,460.6576 (such amount equating to 100 per cent of the aggregate nominal value of the 457,303,288 issued ordinary shares of the Company at the date of this notice). Resolution 4 will, if passed, renew the authority to allot given to the directors at last year's Annual General Meeting.

Disapplication of pre-emption rights (Resolution 5)

This resolution will be proposed as a special resolution. Resolution 5 is required to authorise the directors to allot equity securities for cash as if the statutory pre-emption rights in favour of shareholders did not apply, subject to the limitations set out in Resolution 5 and subject also to the maximum number of shares the directors are authorised to allot in accordance with Resolution 4. The allotment of shares up to a maximum nominal amount of £91,460.6576 in accordance with paragraph 5.3 of Resolution 5 set out in the Notice of Annual General Meeting below, equates to 100 per cent of the aggregate nominal value of the 457,303,288 issued ordinary shares of the Company as at the date of this notice.

The authority sought under Resolutions 4 and 5 will expire at the earlier of the conclusion of the next annual general meeting of the Company or 30 June 2021.

Proxies

You will not receive a hard copy form of proxy for the 2020 AGM in the post. Instead, you will be able to vote electronically at www.signalshares.com. You will need to log into your Signal Shares account, or register if you have not previously done so. To register you will need your Investor Code, this is detailed on your share certificate or available from our Registrar, Link Asset Services.

Due to the Stay at Home Measures, shareholders will not be permitted to attend the AGM in person and are requested to cast their votes as set out in Notes 2 and 5 of the Notice. Listen-only conference call facilities are being arranged to allow shareholders to dial in to the AGM and follow proceedings remotely. Dial-in details will be published on the Company's website at www.xtractresources.com, approximately 72 hours before the date and time of the meeting and may also be included in an announcement, issued prior to the AGM.

Proxy votes must be received no later than 3.00 p.m. on 26 June 2020.

You may request a hard copy form of proxy directly from the registrars, Link Asset Services, on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

Poll

The directors have recently taken the decision to put each resolution to the meeting by way of a poll. At the conclusion of the meeting, the Company's Registrar shall count all votes received and the results of the poll will be published on the Company's website and announced via RNS.

Recommendation

The Board considers that each of the resolutions to be put to the Annual General Meeting is in the best interests of the Company and its shareholders as a whole. Accordingly, the Board unanimously recommends that shareholders vote in favour of each of the resolutions to be put to the Annual General Meeting, as the directors intend to do in respect of their own shareholdings in the Company.

Yours faithfully,

Colin Bird
Chairman

XTRACT RESOURCES PLC

(Incorporated and registered in England and Wales under company registration number 05267047)

NOTICE OF ANNUAL GENERAL MEETING

In light of the UK Government's Stay at Home measures to contain COVID-19 (Stay at Home Measures), and utilising the powers given to the Board under Article 62 of the Company's Articles of Association (Articles), shareholders will not be permitted to attend the AGM in person but instead are being asked to cast their votes by proxy in advance of the meeting. Further details on proxy voting are given below.

NOTICE IS HEREBY GIVEN that the 2020 Annual General Meeting of Xtract Resources Plc (**Company**) will be held at 7/8 Kendrick Mews, South Kensington, SW7 3HG on Tuesday 30 June 2020 at 3.00 p.m. at which resolutions 1 to 4 will be proposed as ordinary resolutions and resolution 5 will be proposed as a special resolution.

ORDINARY BUSINESS

Resolution 1

To receive and adopt the directors' report and financial statements of the Company for the year ended 31 December 2019, together with the auditors' report thereon.

Resolution 2

To re-elect Mr Joel Silberstein as a director of the Company who retires by rotation and offers himself for re-election.

Resolution 3

To appoint Chapman Davis LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company and to authorise the directors to determine their remuneration.

Resolution 4

That for the purposes of section 551 of the Companies Act 2006 (**Act**), the directors of the Company be and are hereby generally and unconditionally authorised (in substitution for any and all authorities previously conferred upon the directors for the purposes of section 551 of the Act, but without prejudice to any allotments made pursuant to the terms of such authorities) to exercise all powers of the Company to issue and allot or grant equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £91,460.6576 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of the conclusion of the next Annual General Meeting of the Company or 30 June 2021 save that the Company may before such expiry make an offer or agreement, which would or might require equity to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL BUSINESS

Resolution 5

That, subject to and conditional upon the passing of resolution 4 above, the directors of the Company be and hereby empowered pursuant to section 570 of the Companies Act 2006 (**Act**) to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred by resolution 4 (in

substitution for any and all authorities previously conferred upon the directors for the purposes of section 570 of the Act, but without prejudice to any allotments made pursuant to the terms of such authorities) as if section 561 of the Act did not apply to any such allotment PROVIDED THAT the power conferred by this resolution shall be limited to:

- 5.1 the allotment of equity securities for cash in connection with an issue or offer of equity securities (including, without limitation, under a rights issue, open offer or similar arrangement) to holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings of equity securities subject only to such exclusions or other arrangements as the directors of the Company may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange in any territory;
- 5.2 the allotment of equity securities for cash up to an aggregate nominal value of £6,726.667 in connection with the exercise of options and warrants that have been granted by the Company to subscribe for ordinary shares in the Company; and
- 5.3 the allotment (otherwise than pursuant to paragraphs 5.1 and 5.2 above) of equity securities for cash up to an aggregate nominal value of £91,460.6576;

and the power conferred by this resolution 5 shall expire (unless previously renewed, revoked or varied by the Company in General Meeting), at the earlier of the conclusion of the next Annual General Meeting of the Company or 30 June 2021, except that the Company may at any time before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

5 June 2020

By order of the Board

Lion Mining Finance Limited

Company Secretary

Registered office:

7/8 Kendrick Mews

South Kensington

London

SW7 3HG

Notes

Entitlement to attend the AGM

1. To be entitled to attend (by proxy) and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 26 June 2020. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
2. Due to COVID-19, the Directors have taken the decision that voting on each of the resolutions to be put to the AGM will be taken on a poll, rather than on a show of hands to reflect the number of shares held by a shareholder. Shareholders will not be permitted to attend the meeting and so all Shareholders are urged to cast their votes by post or online to ensure that their votes can be counted towards the business of the Meeting. Each shareholder present (which shall only be the finance director and the non-executive director) or by proxy will have one vote for each share held. As soon as practicable following the AGM, the results of the voting will be announced via Regulatory Information Service and also placed on the Company's website.

Not attending the Annual General Meeting in person

3. If it were not for the Stay at Home Measures a member of the Company would be entitled to attend, speak and vote at the Annual General Meeting and to appoint a proxy or proxies to exercise all or any of his or her rights to attend and to speak and vote at the Annual General Meeting. However, due to the Stay at Home Measures, and utilising the powers given to the Board under Article 62 of the Articles, Shareholders or their proxies will not be allowed into the meeting and any Shareholder or proxy attempting to do so will be turned away.

Appointment of proxies

4. A proxy need not be a member of the Company but must attend the Annual General Meeting to represent a member. To be validly appointed, a proxy must be appointed using the procedures set out in these notes and in the notes to any hard copy form of proxy (if applicable).
5. Shareholders are urged to appoint the Chairman of the Meeting as proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting because, no other persons will be entitled to enter and attend the meeting in person due to the Stay at Home Measures. Accordingly, because of the Stay at Home Measures, a shareholder may not appoint more than one proxy in relation to the Meeting.
6. A member may instruct their proxy to abstain from voting on any resolution to be considered at the Annual General Meeting by marking the "Vote Withheld" option when appointing their proxy. 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.
7. A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have the right to appoint any proxies under the procedures set out in these notes and should read note 20 below.
8. In order for a proxy appointment to be valid, your appointment must be received no later than 3.00 p.m. on 26 June 2020 or, in the event that the Annual General Meeting is adjourned, by no later than 48 hours (excluding non-business days) before the time of any adjourned Annual General Meeting or, in the case of a poll taken otherwise than at or on the same day as the Annual General Meeting or adjourned Annual General Meeting, for the taking of the poll at which it is to be used.

Appointment of a proxy online

9. Members may appoint a proxy online at www.signalshares.com (the "Website") by following the on-screen instructions, in particular at the "Proxy Voting" link, by no later than the deadline set out in note 8 above. In order to appoint a proxy using the Website, members will need to log into their Signal Shares account or register if they have not previously done so. To register members will need to identify themselves with their Investor Code which is detailed on their share certificate or available from our Registrar, Link Asset Services, on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

Appointment of a proxy using a form of proxy

10. You may request a hard copy form of proxy directly from our Registrar, Link Asset Services, on Tel: 0371 664 0300 or by emailing shareholderenquiries@linkgroup.co.uk. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
11. To be effective the completed and signed form of proxy must be lodged at the office to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU (together with any power of attorney or other authority under which it is signed or a notarial certified copy of such power or authority) by no later than the deadline set out in note 8 above. Alternatively, you may send any document or information relating to proxies to the electronic address indicated on the form of proxy.

Appointment of a proxy through CREST

12. CREST members who wish to appoint and/or give instructions to a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual and by logging on to the following website: www.euroclear.com. 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.
13. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (the CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear") 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 is 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 Link Asset Services (ID RA10) by no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that 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 Link Asset Services 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.

14. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, 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) or the Uncertificated Securities Regulations 2001.

Appointment of a proxy by joint holders

15. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy (in hard copy, by electronic means or through CREST), only the appointment submitted by the more 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 more senior). For proxy appointment submitted by hard copy, the signature of only one of the joint holders is required on the form of proxy.

Changing a proxy appointment

16. 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 applies in relation to amended instructions: any amended proxy appointment received after the relevant cut-off time will be disregarded.
17. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.

Revocation of a proxy appointment

18. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed notice clearly stating your intention to revoke your proxy appointment to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member that 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 a duly appointed 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 Link Asset Services no later than 3.00 p.m. on 26 June 2020. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then your proxy appointment will remain valid.

Corporate representatives

19. If it were not for the Stay at Home Measures any corporation which is a member may appoint one or more corporate representatives. However, due to the Stay at Home Measures, and utilising the powers given to the Board under Article 62 of the Articles, Corporate representatives of shareholders will not be allowed into the meeting and any corporate representative attempting to do so will be turned away.

Nominated persons

20. If you are a person who has been nominated under section 146 of the Companies Act 2006 (**Act**) to enjoy information rights (**Nominated Person**):
 - a. you may, if it were not for the Stay at Home Measures, have a right under an agreement between you and the member of the Company who has nominated you to have information rights (**Relevant Member**) to be appointed or to have someone else appointed as a proxy for the Annual General Meeting. However, because of the Stay at Home Measures, you are urged (as described above) to appoint the Chairman of the Meeting as a proxy for the Annual General Meeting;
 - b. if you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights; and
 - c. your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them, not the Company, regarding any changes or queries relating to your personal details and your interest in the Company, including any administrative matters. The only exception to this is where the Company expressly requests a response from you.

Voting rights

21. At 4 June 2020 (being the last practicable date prior to the publication of this document), the Company's issued share capital consists of 457,303,288 ordinary shares of 0.02 pence each and 5,338,221,169 deferred shares of 0.09 pence each. The ordinary shares each carry the right to one vote at a general meeting of the Company and the deferred shares do not carry a right to vote at the annual general meeting. As at the date of this document, the Company does not hold any ordinary shares in treasury. Therefore, the total number of voting rights in the Company as at 4 June 2020 was 457,303,288.