

# **HERENCIA RESOURCES PLC**

**(Company Number: 5345029)**

## **NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting of Herencia Resources plc (the "Company") will be held at the offices of Shakespeare Martineau LLP, Allianz House, 60 Gracechurch Street, London EC3V 0HR and at the offices of Aura Energy Limited, 1/34 – 36 Punt Road, Windsor, Victoria 3181, Australia on Thursday 27<sup>th</sup> July 2017 at 9.00 am GMT for the following purposes:-

### **Ordinary Business**

1. To receive and adopt the report of the directors and the financial statements for the year ended 31<sup>st</sup> December 2016 and the report of the auditors thereon.
2. To re-appoint UHY Hacker Young LLP as auditors to hold office from the conclusion of the General Meeting until the conclusion of the next general meeting of the Company at which the accounts are laid before members and to authorise the directors to determine their remuneration.
3. **THAT** the directors be and they are hereby generally and unconditionally authorised to grant options to both Peter Reeve and Jeff Williams, and any other directors of the Company from time to time, up to an combined aggregate nominal amount equal to 10% of the Company's fully diluted share capital and such authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2018.

### **BY ORDER OF THE BOARD**

B Harber  
Company Secretary  
30<sup>th</sup> June 2017

60 Gracechurch Street  
London  
EC3V 0HR

### Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy you may photocopy the form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.  
To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, Capita Asset, Services of PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by hand, or sent by post, so as to be received not less than 48 hours before the time fixed for the holding of the meeting (excluding any part of the day which is not a working day) or any adjournment thereof (as the case may be).
2. The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
3. The Company has specified that only those members entered on the register of members at close of business on Tuesday 25<sup>th</sup> July 2017 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of £0.0001 each in the capital of the Company ("Ordinary Shares") held in their name at that time. Changes to the register after the close of business on Tuesday 25<sup>th</sup> July 2017 shall be disregarded in determining the rights of any person to attend and vote at the meeting.
4. **Resolution 3** - As previously announced the Company intend to issue options to their directors up to 10% of the fully diluted share capital of the Company. These authorities enable them to do so although the commercial terms have not yet been agreed. If this resolution is approved, further details will be provided when the options are granted.
5. **Location of AGM** – The AGM is being held at both the offices of Shakespeare Martineau LLP, Allianz House, 60 Gracechurch Street, London EC3V 0HR and at the offices of Aura Energy Limited, 1/34 – 36 Punt Road, Windsor, Victoria 3181, Australia. The meeting will be chaired from Australia by Peter Reeve via video link. Shareholders are welcome to attend either location for the AGM.

# ATTENDANCE CARD

## Herencia Resources plc - General Meeting

You may submit your proxy electronically using the Share Portal service at [www.signalshares.com](http://www.signalshares.com).

If not already registered for the Share Portal, you will need your Investor Code below.

To be held at: Shakespeare Martineau LLP, Allianz House, 60 Gracechurch Street, London EC3V 0HR also at the offices of Aura Energy Limited, 1/34 - 36 Punt Road, Windsor, Victoria 3181, Australia on Thursday 27th July 2017 at 9.00 am GMT

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of person attending

Bar Code:

Investor Code:

## FORM OF PROXY Herencia Resources plc - General Meeting

Bar Code:

Investor Code:

I/We being a member of the company hereby appoint the Chairman of the meeting or (see note 1 over) Event Code:  
Name of proxy Number of shares proxy appointed over



as my/our proxy to vote on my/our behalf at the General Meeting of the Company to be held on Thursday 27th July 2017 at 9.00 am GMT and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolution:

If you wish to appoint multiple proxies please see note 1 over.  Please also tick here if you are appointing more than one proxy.

### RESOLUTIONS Please mark 'X' to indicate how you wish to vote

For  
Against  
Vote Withheld

1 To receive and adopt the report of the directors and the financial statements for the year ended 31st December 2016 and the report of the auditors thereon.

2 To re-appoint UHY Hacker Young LLP as auditors to hold office from the conclusion of the General Meeting until the conclusion of the next general meeting of the Company at which the accounts are laid before members and to authorise the directors to determine their remuneration.

### RESOLUTIONS Please mark 'X' to indicate how you wish to vote

For  
Against  
Vote Withheld

3 THAT the directors be and they are hereby generally and unconditionally authorised to grant options to both Peter Reeve and Jeff Williams, and any other directors of the Company from time to time, up to an combined aggregate nominal amount equal to 10% of the Company's fully diluted share capital and such authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2018.

Signature

Date

You may submit your proxy electronically at [www.signalshares.com](http://www.signalshares.com)

JOB No	88272 Herencia proxy			DATE STARTED	29.06.17	STARTED BY	ANNA
PREVIOUS JOB No		DATE AMENDED	29.06.17	AMENDED BY	ANNA	PROOF NO	2
TEMPLATE NAME		SIZE	210X297	COLOURS	BLACK		
SAVED IN	PROXY	A/C HANDLER	CC STUDIO	CLIENT'S NAME	T HALL		

Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
4. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
5. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on Tuesday 25th July 2017 at 9.00 am GMT. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. Shareholders wishing to vote online should visit [www.signalshares.com](http://www.signalshares.com) and follow the instructions.
7. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
8. The Form of Proxy over must arrive at Capita Registrars, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours accompanied by any Power of attorney under which it is executed (if applicable) no later than Tuesday 25th July 2017 at 9.00 am GMT.
9. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, BR3 4TU.

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



PXS 1  
34 Beckenham Road  
Beckenham  
BR3 4ZF