

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser who specialises in advising on the acquisition of shares and other securities.

If you have recently sold or transferred all of your shares in Herencia Resources Plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

HERENCIA RESOURCES PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered number 05345029)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the 2019 Annual General Meeting of Herencia Resources Plc (the **Company**) to be held at the offices of Bishop & Sewell LLP, 59-60 Russell Square, London WC1B 4HP on Friday, 28 June 2019 at 12.30pm is set out on pages 3 to 4 of this document.

A form of proxy for use at the Annual General Meeting is enclosed and, to be valid, should be completed and returned in accordance with the instructions printed on the form so as to be received by the Company's Registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD.

COMPLETION AND RETURN OF A FORM OF PROXY WILL NOT PREVENT MEMBERS FROM ATTENDING AND VOTING IN PERSON SHOULD THEY WISH TO DO SO.

CHAIRMAN'S LETTER

Dear Shareholder

Annual General Meeting

I am pleased to be writing to you with details of our Annual General Meeting which we are holding at the offices of Bishop & Sewell LLP, 59-60 Russell Square, London WC1B 4HP on Friday, 28 June 2019 at 12.30pm. The formal notice of Annual General Meeting ("**Notice**") is set out on page 3 of this document.

If you would like to vote on the Resolutions but cannot come to the Annual General Meeting, please fill in the proxy form sent to you with this Notice and return it in accordance with the instructions printed on the form. It must be received by the Company's Registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD as soon as possible but, in any event, no later than 12.30pm on 26 June 2019.

An explanation of the business to be considered at this year's Annual General Meeting appears on pages 9 to 12 of this document.

Recommendation

The directors of the Company consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. The directors unanimously recommend that you vote in favour of all the proposed resolutions.

Yours sincerely



Jeff Williams

Non-Executive Chairman

5 June 2019

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“**Meeting**”) of Herencia Resources Plc (**Company**) will be held at the offices of Bishop & Sewell LLP, 59-60 Russell Square, London WC1B 4HP on Friday, 28 June 2019 at 12.30pm.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 3 will be proposed as ordinary resolutions. Resolution 4 will be proposed as a special resolution.

RESOLUTIONS

1. To approve the re-appointment of Crowe LLP as auditors of the Company, and to authorize the directors to determine the auditors’ remuneration.
2. To re-elect Carl Dumbrell as a director of the Company.
3. **THAT** the directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (“the Act”) to exercise all the powers of the Company to allot and make offers to allot relevant securities (within the meaning of the Act):
 - a. up to an aggregate nominal amount of £1,500,000.00 generally; and
 - b. up to an aggregate nominal amount of £40,000 in connection with the Carl Dumbrell for the purpose of issuing up to £40,000 fully paid ordinary shares in lieu of outstanding fees and/or monies owing to that director; and
 - c. up to an aggregate nominal amount of £40,000 in connection with the Jeff Williams for the purpose of issuing up to £40,000 fully paid ordinary shares in lieu of outstanding fees and/or monies owing to that director;

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 2020 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

4. **THAT**, the directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 3 above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:-
 - a. the allotment of equity securities in connection with an issue in favour of shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (or as nearly as may be practicable) to the respective number of Ordinary Shares in the capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to

- fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange, in any territory; and
- b. the allotment (otherwise than pursuant to sub-paragraph (a) above) of further equity securities up to an aggregate nominal amount of:
- i. £1,500,000.00 generally; and
 - ii. £40,000 in connection with the Carl Dumbrell for the purpose of issuing up to £40,000 fully paid ordinary shares in lieu of outstanding fees and/or monies owing to that director; and
 - iii. £40,000 in connection with the Jeff Williams for the purpose of issuing up to £40,000 fully paid ordinary shares in lieu of outstanding fees and/or monies owing to that director;

provided that this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire at the conclusion of the Annual General Meeting of the Company to be held in 2020. The Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

By order of the Board

Herencia Resources Plc (Company Number 05345029)

5 June 2019

Entitlement to attend and vote

1. Only those shareholders registered in the Company's register of members at:

- 12.30pm on 26 June 2019; or,
- if this meeting is adjourned, at 12.30pm on the day two days prior to the adjourned meeting,

shall be entitled to attend, speak and vote at the meeting. 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.

Website giving information regarding the meeting

2. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at: <http://herenciaresources.com>.

Attending in person

3. If you wish to attend the meeting in person, please arrive at the offices of Bishop & Sewell LLP, 59-60 Russell Square, London WC1B 4HP on Friday, 28 June 2019 at least 15 minutes before the scheduled start time of 12.30pm.

Appointment of proxies

4. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

5. 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 read the section "Nominated persons" below.

6. You may appoint more than one proxy provided 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, please contact Neville Registrars Limited at the address below or by calling 0121 585 1131. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.

7. Shareholders can:

- Appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post (see note 9).
- Register their proxy appointment electronically (see note 10).
- If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 11).

8. 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 you either select the "Discretionary" option or 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 meeting.

Appointment of proxy by post

9. 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, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD; and

- received by Neville Registrars Limited no later than 12.30pm 26 June 2019.

In the case of a shareholder 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.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Neville Registrars Limited at the above address or by calling 0121 585 1131.

Appointment of proxies electronically

10. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically with Neville Registrars Limited at www.sharegateway.co.uk and completing the authentication requirements including the personal proxy registration code as shown on the proxy form. For an electronic proxy appointment to be valid, your appointment must be received by Neville Registrars Limited no later than 12.30pm 26 June 2019.

Appointment of proxies through CREST

11. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via 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.

For a proxy appointment or instructions 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 (**EUI**) 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 Neville Registrars Limited (ID 7RA11) no later than 12.30pm 26 June 2019., or, in the event of an adjournment of the meeting, 48 hours before the adjourned 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 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 EUI does not make available special procedures in CREST for any particular message. 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 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.

Appointment of proxy by joint members

12. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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

13. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments 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 Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD.

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 appointment

14. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by:

- Sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD. In the case of a shareholder 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 Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD no later than 12.30pm 26 June 2019.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

15. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

16. As at 6.00pm on 4 June 2019 on, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 11,055,737,793 ordinary shares of 0.0001p each and 4,266,609,563 deferred shares of 0.0009p 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 6.00pm on 4 June 2019 is 11,055,737,793.

The Company's website will include information on the number of shares and voting rights.

Questions at the meeting

17. Any member attending the meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the meeting unless:

- Answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information.
- The answer has already been given on a website in the form of an answer to a question.
- It is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Nominated persons

18. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (**Nominated Person**):

- You may have a right under an agreement between you and the shareholder of the Company who has nominated you to have information rights (**Relevant Shareholder**) to be appointed or to have someone else appointed as a proxy for the meeting.
- 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 Shareholder to give instructions to the Relevant Shareholder as to the exercise of voting rights.
- Your main point of contact in terms of your investment in the Company remains the Relevant Shareholder (or, perhaps, your custodian or broker) and you should continue to contact them (and 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.

The rights relating to proxies set out in note 4 do not apply directly to nominated persons.

Voting

19. Voting on all resolutions will be conducted by way of a poll rather than on a show of hands.

As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and also placed on the Company's website.

Documents on display

20. Copies of the service contracts of the executive directors and the non-executive directors' contracts for services are available for inspection at the Company's registered office during normal business hours and at the place of the meeting from at least 15 minutes prior to the meeting until the end of the meeting.

EXPLANATION OF RESOLUTIONS

An explanation of each of the resolutions is set out below. Resolutions 1 to 4 are proposed as Ordinary Resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution.

Resolution 1: Re-election of Auditor and Auditor's remuneration

The Company is obliged by law to re-appoint the Auditor at each general meeting at which accounts are laid. Resolution 1 proposes that Crowe LLP be reappointed as the Company's Auditor and asked the shareholders to authorise the Directors to determine the remuneration of the Auditor.

Resolutions 2: Election of a Director

In order to comply with the Articles of Association. Carl Dumbrell will seek election at the Annual General Meeting on 28 June 2019.

Biographical details as at the 5 June 2019, being the latest practicable date before the date of this document), of the Director standing for re-election are set out below:

Carl Dumbrell is a partner in a Sydney accounting firm with 20 years' experience in taxation and assurance services in Australia and England, and with an on-going involvement in the raising of finance and the divestment of assets for listed companies.

Carl has Bachelor of Commerce and Master of Taxation Law degrees, and is a Chartered Accountant in both Australia and in England & Wales, as well as being a Chartered Tax Advisor, Registered Company Auditor, Registered Self-Managed Superannuation Fund Auditor, and Member of the Australia Institute of Company Directors.

Carl is Director & company secretary of Emperor Energy Limited (ASX: EMP).

Resolution 3 – Authority of the Directors to issue and allot new shares

The purpose of Resolution 3 is to renew the Directors' authority to allot ordinary shares. If Resolution 3 is passed, the Directors will have authority to allot ordinary shares in the capital of the Company (and other relevant securities) up to an aggregate nominal amount of £1,500,000 and £80,000 (£40,000 to each director) which is approximately 142.91% (one hundred and forty two point ninety one per cent) of the Company's issued ordinary share capital as at 5 June 2019, being the latest practicable date before the date of this document. This aggregate nominal amount includes £80,000 worth of shares (£40,000 to each of the directors of the Company - Carl Dumbrell and Jeff Williams) in lieu of fees and outstanding monies for their roles as directors of the Company.

The Directors expect to only exercise this authority in relation to £1,500,000 aggregate nominal amount, after careful consideration of all the options available and if they consider such exercise to be in the best interests of the Company and its shareholders taken as a whole. The Board intends to exercise the authority to allot £40,000 ordinary shares to each of the Directors in lieu of fees and outstanding monies owed by the Company as soon as is practicable and is in the best interests of the Company. This authority will, if granted, expire at the conclusion of the annual general meeting of the Company to be held in 2020 or, if earlier, at the close of business on 12 months from the date of this annual general meeting, unless such authority is renewed prior to this time. The Company held no shares in treasury as at 5 June 2019 being the latest practicable date before the date of this document.

Resolution 4 – Disapplication of statutory pre-emption rights

If the Directors wish to exercise the authority under Resolution 3 to offer shares, or grant rights to subscribe for, or convert securities into shares, unless shareholders have given specific authority for the waiver of their statutory pre-emption rights, the new shares must be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot new shares (or to grant rights to subscribe for, or convert securities into, shares) for cash or to sell treasury shares for cash without first offering them to existing shareholders in proportion to their holdings. Resolution 4 asks shareholders to grant this limited waiver.

Resolution 4 would, if passed, authorise the Directors to do this by allowing the Directors to allot ordinary shares for cash or sell treasury shares for cash:

- in favour of existing shareholders in proportion to their shareholdings (subject to certain exclusions) in order to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders; or
- otherwise up to an aggregate nominal value of £1,500,000 which is equivalent to approximately 135.67% (one hundred and thirty five point sixty seven per cent) of the issued Ordinary Share capital of the Company on 5 June 2019, being the latest practicable date before the date of this document.; and
- £80,000 (£40,000 to each director, in lieu of fees and outstanding monies for their roles as directors of the Company) which is equivalent to approximately 7.24% (seven point twenty four per cent) of the issued Ordinary Share capital of the Company on 5 June 2019, being the latest practicable date before the date of this document.

The Directors expect only to exercise this authority, in relation to £1,500,000 aggregate nominal amount, after careful consideration of all the options available and if they consider such exercise to be in the best interests of the Company and its shareholders taken as a whole. In particular, the Directors would only allot shares for cash on a non-pre-emptive basis in order to facilitate the Company's overall acquisition strategy. The Board intends to exercise the authority to allot £40,000 ordinary shares to each of the directors in lieu of fees and outstanding monies owed by the Company as soon as is practicable and is in the best interests of the Company

These authorities, if granted, will each expire at the conclusion of the annual general meeting of the Company to be held in 2020 or, if earlier, at the close of business on 28 June 2020, unless such authority is renewed prior to this time.