

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in doubt as to what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or transferred all of your Ordinary Shares, please forward this document together with the accompanying Form of Proxy 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. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents.

This document should be read in conjunction with the accompanying Form of Proxy. You are recommended to read the whole of this document but your attention is drawn to the letter, in particular, from the Chairman of the Company on pages 7 to 11 of this document in which the Board unanimously recommends that you vote in favour of the resolution to be proposed at the General Meeting referred to below.

NORTH RIVER RESOURCES PLC

(Registered in England and Wales with no. 5875525)

PROPOSAL FOR THE CANCELLATION OF THE ADMISSION OF THE COMPANY'S ORDINARY SHARES FROM TRADING ON AIM NOTICE OF GENERAL MEETING

Strand Hanson Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is the Company's nominated and financial adviser for the purposes of the AIM Rules and, as such, is not and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for advising any other person on the contents of this document or any other matter, transaction or arrangement referred to therein.

The proposed Cancellation as described in this document is conditional on the approval of Shareholders at the General Meeting. A notice convening the General Meeting of the Company to be held at 10.30 a.m. on 17 March 2017 at the offices of Shakespeare Martineau LLP, 6th Floor, 60 Gracechurch Street, London EC3V 0HR is set out at the end of this document. A Form of Proxy for use at the General Meeting is enclosed. Whether or not you intend to attend the meeting in person, please complete, sign and return the accompanying Form of Proxy in accordance with the instructions printed on it as soon as possible but, in any event, so as to be received by Capita Registrars, PXS 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 10.30 a.m. on 15 March 2017, being 48 hours (excluding non-working days) before the time appointed for the holding of the General Meeting. If you hold your Ordinary Shares in uncertificated form (i.e. in CREST), you may appoint a proxy by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the Registrar (under CREST participant ID RA10 by no later than 10.30 a.m. on 15 March 2017. The time of receipt will be taken to be the time from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

It is proposed that application will be made to the London Stock Exchange for cancellation of trading on AIM of the Ordinary Shares. Subject to the passing of the Resolution as set out in the Notice of GM, it is expected that such cancellation will take place at 7.00 a.m. on 27 March 2017.

Completion and posting of the relevant Form of Proxy or completing and transmitting the relevant CREST Proxy Instruction will not prevent you from attending and voting in person at the General Meeting, or any adjournment thereof, if you wish to do so and in such event the Form of Proxy shall be deemed to be revoked.

The distribution of this document and/or the accompanying documents in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document and/or the accompanying documents falls should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

A copy of this document will also be available from the Company's website, www.northriverresources.com

Information regarding forward-looking statements

This document contains a number of forward-looking statements relating to North River Resources plc. North River Resources plc considers any statements that are not historical facts as 'forward-looking' statements. They relate to events and trends that are subject to risks and uncertainties that could cause the actual results and financial position of North River Resources plc to differ materially from the information as presented in the relevant forward-looking statement. When used in this document, the words 'estimate', 'project', 'intend', 'aim', 'anticipate', 'believe', 'expect', 'should' and similar expressions, as they relate to North River Resources plc or the management of it, are intended to identify such forward-looking statements. North River Resources plc does not intend, nor assume any obligation to update or revise any of the forward-looking statements, whether as a result of new information, future events or otherwise, save in respect of any requirement under applicable laws, the AIM Rules and other regulations.

CONTENTS

	<i>Page</i>
Expected Timetable of Principal Events	4
Definitions	5
Letter from the Chairman	7
Notice of General Meeting	12

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Notice provided to the London Stock Exchange to notify it of the proposed Cancellation	21 February 2017
Circular and Form of Proxy posted to Shareholders	21 February 2017
Latest time and date for receipt of completed Forms of Proxy to be valid for the General Meeting of the Company	10.30 a.m. on 15 March 2017
Date and time of the General Meeting	10.30 a.m. on 17 March 2017
Expected last day for dealings in the Ordinary Shares on AIM*	24 March 2017
Cancellation of admission of the Ordinary Shares to trading on AIM*	7.00 a.m. on 27 March 2017

Notes:

*Assumes that the Resolution to approve the Cancellation is passed by the appropriate majority at the General Meeting.

Dates set out against events that are expected to occur after the date of the General Meeting assume that the General Meeting is not adjourned and that the Resolution is passed at the General Meeting.

Each of the times and dates above is subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by announcement on a Regulatory Information Service.

References to time in this document relate to London time unless otherwise stated.

DEFINITIONS

The following definitions apply throughout this document and the accompanying Form of Proxy unless the context requires otherwise:

Act	the Companies Act 2006
AIM	the AIM Market operated by the London Stock Exchange plc
AIM Rules	the AIM Rules for Companies published by the London Stock Exchange as amended from time to time
Board or Directors	the directors of the Company, whose names are set out on page 7 of this document
Cancellation	the proposed cancellation of admission of the Ordinary Shares to trading on AIM
City Code	the City Code on Takeovers and Mergers
Company	North River Resources plc
CREST	the relevant system (as defined in the CREST Regulations) for paperless settlement of share transfers and the holding of shares in uncertificated form in respect of which Euroclear Ireland is the operator (as defined in the CREST Regulations)
CREST Manual	the rules governing the operation of CREST consisting of the CREST Reference Manual, the CREST International Manual, the CREST Central Counterpart Service Manual, the CREST Rules, the CREST Operations Manual and the CREST Glossary of Terms, each as amended from time to time
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended from time to time
Euroclear	Euroclear UK & Ireland Limited, the operator of CREST
Form of Proxy	the form of proxy for use by Shareholders at the General Meeting which accompanies this document
General Meeting or GM	the General Meeting of the Company convened for 10.30 a.m. on 17 March 2017, pursuant to the Notice of General Meeting
Greenstone	Greenstone Resources LP (No. 1911) a limited partnership registered in Guernsey and whose registered office is at 1st Floor, Royal Chambers, St Julian's Avenue, St Peter Port, Guernsey, G71 3JX, Channel Islands
Group	the Company and its subsidiaries and subsidiary undertakings from time to time
Independent Directors	the Directors other than Mark Sawyer
London Stock Exchange	the London Stock Exchange plc
Nominated Adviser	Strand Hanson Limited
Notice or Notice of GM	Notice of the General Meeting set out at the end of this document

Ordinary Shares	ordinary shares of 0.2p each in the capital of the Company
Registrar	Capita Asset Services
Regulatory Information Service	a primary information provider service approved by the Financial Conduct Authority to disseminate regulated information to the market
Relationship Agreement	the relationship agreement entered into between the Company and Greenstone on 28 June 2016
Resolution	the resolution to be proposed at the General Meeting as set out in the notice of General Meeting
Shareholders	holders of Ordinary Shares
Uncertificated or in uncertificated form	recorded on a register of securities maintained by Euroclear in accordance with the CREST Regulations as being in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST

LETTER FROM THE CHAIRMAN OF NORTH RIVER RESOURCES PLC

NORTH RIVER RESOURCES PLC

(Registered in England and Wales with no. 5875525)

Directors

Rodney Beddows (*Independent Non-Executive Chairman*)
James Beams (*Chief Executive Officer*)
Keith Marshall (*Independent Non-Executive Director*)
Kenneth Sangster (*Independent Non-Executive Director*)
Mark Sawyer (*Non-Executive Director*)
Mark Thompson (*Independent Non-Executive Director*)

Registered Office:

6th Floor
60 Gracechurch Street
London
EC3V 0HR

21 February 2017

To Shareholders

Dear Shareholder,

Proposed cancellation of admission of the Company's Ordinary Shares to trading on AIM

Introduction

The Board announced earlier today that it is seeking Shareholder approval for the cancellation of admission of its Ordinary Shares to trading on AIM. Implementation of the Cancellation is conditional on the Resolution being passed at a General Meeting to be held on 17 March 2017 at 10.30 a.m. The Notice of General Meeting containing the full text of the Resolution is set out at the end of this document. Subject to the Resolution being passed at the General Meeting, it is anticipated that the Cancellation will become effective at 7.00 a.m. on 27 March 2017.

The purpose of this document is to provide Shareholders with details of the Board's proposal and to convene the General Meeting at which the Resolution to approve the cancellation of the Company's Ordinary Shares from trading on AIM will be considered. This letter sets out the reasons why I and the rest of the Board, including the Independent Directors, consider the Cancellation to be in the best interests of the Company and its Shareholders as a whole and why the Independent Directors are therefore unanimously recommending that you vote in favour of the Resolution.

1. Background to, and reasons for, the Cancellation

1.1 Principal Reasons for the Cancellation

The Company is continuing to focus on advancing the Namib zinc-lead mining project in Namibia ("**Namib Project**" or "**Project**"). The successful development of the Project will depend on the grant of a mining licence, on terms which are economically viable and secure, favourable economics of the Project, and the availability of finance for the up-front capital required for construction.

Over the past year, in the announcement of the final results for the year ended 31 December 2015, in the funding Circular of 28 June 2016, and most recently again in the announcement of drilling programme results on 12 December 2016, the Company has drawn Shareholders' attention to the efforts of the Company to identify cost saving opportunities. It has become increasingly critical that the Company preserves its option to develop the Namib Project for as long as possible with existing cash resources.

In line with this need, non-executive director fees have been suspended, the London corporate office has been closed and all other corporate costs reduced or eliminated. In Namibia, following completion of the drilling programme in late 2016, activity on the Project and at site has been cut right back, pending clarity on the development timeline for the Project.

In the context of the above, the Independent Directors (being all of the Directors other than Greenstone's representative, Mark Sawyer) have conducted a review of the benefits and challenges

of maintaining the Company's quotation on AIM. After careful consideration, the Independent Directors have concluded that it is no longer in the interests of the Company to continue to have its Ordinary Shares admitted to trading on AIM and, accordingly, that Cancellation is in the best interests of the Company and its Shareholders as a whole.

In reaching this conclusion, the Board has focused on the following key factors:

- Cash preservation:
 - The need to preserve cash by cutting costs to a minimum until the Company has clarity on the timeline for developing a licensed and financeable project, should it prove economical to develop the Namib Project. Regarding the outstanding Mining Licence, the Company received a Notice of Preparedness to Grant the Mining Licence from the Ministry of Mines and Energy on 28 January 2016. This was announced to shareholders on 1 February 2016. The Company submitted a proposal on meeting the terms and conditions for the grant of the licence, on 26 April 2016. The Ministry indicated again in late 2016 that it intends to issue the mining licence, subject to a further condition that the full terms and conditions of such licence are met within 6 months following grant of the licence. The Company has not yet agreed the detailed terms and conditions to be attached to the grant of the licence and, as such, uncertainty remains around the details of the licence conditions and the timing of its grant.
 - Mining licence aside, in light of the limited trading in the Ordinary Shares, the tangible costs associated with maintaining the AIM quotation (such as legal, accounting, broking, London Stock Exchange and Nominated Adviser costs) are disproportionately high when compared with the benefits, and the Directors consider that these funds could be better utilised in extending the window of time for the Company to license and optimise a project for development.
 - The management time and legal and regulatory burden associated with maintaining the Company's admission to trading on AIM, and complying with the AIM Rules and related regulatory requirements (including reporting, disclosure and corporate governance requirements) is disproportionate to the benefits to the Company, in light of the continuing uncertainty regarding the Namib Project, and Cancellation would allow the Company to substantially eliminate the UK corporate level of executive management and overhead and streamline management of the Project in-country in Namibia.
- Depressed share price and restricted share liquidity:
 - There has been very limited advantage to the Company having its shares admitted to trading on AIM for capital raising purposes in recent years, evidenced by the very limited funding raised from the existing shareholder base, excluding Greenstone, or new investors.
 - The extended period since announcement of the Definitive Feasibility Study in November 2014, without being able to define a timeframe and pathway to developing the Project, has contributed to the depressed share price and consequently reduced benefits to the Company and its shareholders of an AIM quotation.
 - The Company, like a number of other AIM quoted companies of its size, has a tightly held register of Shareholders and suffers from a lack of liquidity for its Ordinary Shares. Greenstone now holds 75.69 per cent. of the existing Ordinary Shares following its support of the two fundraisings undertaken by the Company in 2015 and 2016 and in the absence of significant investment by other shareholders or new investors. In practical terms, this has resulted in a small free float and very low trading volumes, which the Board believes further reduces the demand for the Ordinary Shares.
- Project profile:
 - The results of the recent drilling campaign have highlighted the challenges associated with growing the Namib mineral resource before getting into and developing the underground mine during construction and thereafter when in operation. Debt and equity financing will therefore need to be raised for an initial project that is supported by the current JORC-defined resources. The Board is reviewing the appropriate project profile and related funding strategy with this in mind.

- Financing:
 - The Company will need additional financing if the mining licence is received and a decision to build the mine is taken. The Company may also need additional financing for working capital purposes if the award of the mining licence is delayed further.
 - The Board, having considered in detail a broad range of options, believes the likelihood of raising further funds, on acceptable terms, whilst remaining on AIM, to be very low. However, as a private company, the Board believes its options would be much wider and not constricted by reference to the Company's low and illiquid share price.
 - It is the Board's belief that it is unlikely that the Company will be able to raise significant funding through a new share issue to Shareholders other than Greenstone (where there is no guarantee either of support) and therefore the lack of Ordinary Shares in public hands and low volumes can be expected to continue.
 - The depressed share price is also not a positive platform from which to explore corporate opportunities to unlock value for shareholders or grow the Company.

The Board believes that strategic investor appetite in the Namib Project in the current economic environment will not be undermined by a cancellation of admission of the Company's Ordinary Shares to trading on AIM.

Finally, the Board believes that both the Shareholders and the Namibian government wish to see the Project succeed. It is in both parties' interests to avoid unnecessary costs in order to optimise use of existing cash resources in seeking to define a licenced and economically attractive Project. The Cancellation is believed to be in all parties' interests in maximising the likelihood of successfully achieving this aim.

Accordingly, the Independent Directors strongly believe that it is no longer in the best interests of the Company or its Shareholders as a whole for the Company to retain its AIM admission.

1.2 **Effect of Cancellation**

The principal effects of Cancellation will be:

- Once the Cancellation has taken place, there will no longer be a formal market mechanism for Shareholders to trade in the Ordinary Shares and no price will be publicly quoted for the Ordinary Shares. The Company is however proposing to set up a facility to provide Shareholders with a platform to buy and sell their Ordinary Shares 'off market' although this will be more difficult than trading 'on market'. The only other opportunity for Shareholders to sell their Ordinary Shares would arise upon a sale of all of the issued share capital of the Company to a third party. It may therefore be more difficult for Shareholders to realise value from their Ordinary Shares than when the Company had its Ordinary Shares admitted to trading on AIM admission and, where a buyer is identified, it will be difficult to place a fair value on any such sale.
- It is possible that, following publication of this document, the liquidity and marketability of the Ordinary Shares may be significantly reduced and the value of such shares may be consequently adversely affected.
- Following Cancellation, the AIM Rules will no longer apply to the Company and levels of corporate governance and transparency will no longer be dictated by those rules. However, the Company intends to continue to have a majority of independent directors on the Board, including an independent Chairman.
- Shareholders will no longer be afforded the protections given by the AIM Rules, such as the requirement to be notified of certain events, including substantial transactions, financing transactions, related party transactions and fundamental changes in the Company's business, including certain acquisitions and disposals.
- The Company will cease to have an independent financial and nominated adviser, and broker.
- As an unlisted company, the Company will be subject to less stringent accounting disclosure requirements.

The Company will:

- Remain a public company and subject to the City Code, and Shareholders will benefit from those provisions including in the case of an offer for all of the shares of the Company whereby all shareholders will need to be treated equally. Shareholders will also continue to benefit from the relevant provisions of the Act.
- Continue to provide operational updates when the Company deems it to be appropriate.
- Continue to publish its annual results.

1.3 **Cancellation Process**

Rule 41 of the AIM Rules requires an AIM company that wishes to cancel admission of its securities to trading on AIM to notify such intended cancellation to Shareholders and separately to inform the London Stock Exchange of its preferred cancellation date. Rule 41 also requires that, unless the London Stock Exchange otherwise agrees, the Cancellation must be conditional upon the consent of not less than 75 per cent. of votes cast by the Shareholders, given in a general meeting.

Subject to the Resolution approving the Cancellation being passed by the requisite majority at the General Meeting, it is anticipated that trading in the Ordinary Shares on AIM will cease at close of business on 24 March 2017, with Cancellation taking effect at 7.00 a.m. on 27 March 2017.

Upon the Cancellation becoming effective Strand Hanson will resign as nominated adviser to the Company and the Company will no longer be required to comply with the AIM Rules.

1.4 **Ordinary Share dealing following Cancellation**

Following Cancellation, the Company intends to appoint Asset Match to facilitate trading in the Ordinary Shares of the Company. Asset Match, a firm authorised and regulated by the Financial Conduct Authority, will operate an electronic off-market dealing facility for the Ordinary Shares. This facility will allow Shareholders to trade their Ordinary Shares on a matched bargain and arm's length basis via periodic auctions. Shareholders will continue to be able to hold their shares in uncertificated form (i.e. in CREST) and should check with their existing stockbroker that they are able trade in unquoted shares.

The matched bargain trading facility operates under its own code of practice which governs the behaviour of participants and the running of the actions. Further information can be found at www.assetmatch.com.

2. **Greenstone Resources LP**

Greenstone (which holds beneficially approximately 75.69 per cent of the current Ordinary Shares in issue) has indicated that it is supportive of the Cancellation. The Relationship Agreement provides that Greenstone may not use its voting rights to vote on a resolution to cancel trading without the approval of a majority of independent directors, save where it has made a general offer to all the other Shareholders under the City Code. All Independent Directors are supportive of the proposed Cancellation

Greenstone has indicated that it has no current intention of making an offer to acquire the remainder of the Ordinary Shares held by the other Shareholders.

Greenstone has provided the Company with an irrevocable undertaking to vote in favour of the Resolution to be proposed at the General Meeting in respect of the beneficial holdings totalling 19,975,501 Ordinary Shares, representing approximately 75.69 per cent. of the Ordinary Shares in issue conditional on the continued recommendation of the Independent Directors.

3. **Strategy following the Cancellation**

Following completion of the Cancellation, the Board intends to take the following next steps to reduce Company's running costs:

- Restructure the Board and bringing in technical support as required on a consultancy basis.

- Move the role of chief executive officer to a Namibia-based role to directly oversee the Project and manage all key stakeholder relations in Namibia.
- With no operating office or staff in the United Kingdom, further reduce the Company's remaining corporate overheads.

The UK registered company address will remain unchanged, and the Company website will be maintained as a means of keeping Shareholders informed of progress.

4. Notice of General Meeting

There is set out at the end of this document a notice convening a General Meeting of the Company to be held at the offices of Shakespeare Martineau LLP, 6th Floor, 60 Gracechurch Street, London EC3V 0HR, on 17 March 2017 at 10.30 a.m.

The business to be conducted at the General Meeting is set out in the Notice and will consist solely of the Resolution.

5. Action to be taken

A Form of Proxy for use by Shareholders at the General Meeting is enclosed. You are entitled to appoint a proxy to attend and to exercise all or any of your rights to vote and to speak at the General Meeting instead of you. Whether or not you intend to be present at the General Meeting, please complete and sign the Form of Proxy and return it to the Company's Registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, to be received as soon as possible and, in any event, by no later than 10.30 a.m. on 15 March 2017, being 48 hours (excluding non-working days) before the time appointed for holding the meeting. Your attention is drawn to the notes to the Forms of Proxy.

If you hold your shares in uncertificated form (i.e. in CREST) you may appoint a proxy for each meeting by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the Registrar (under CREST participant ID RA10) by no later than 10.30 a.m. on 15 March 2017, being 48 hours (excluding non-working days) before the time appointed for holding the General Meeting. Unless the CREST Proxy Instruction is received by the date and time specified above, it will be invalid.

Completion and return of the Form of Proxy or completing and transmitting a CREST Proxy Instruction will not prevent you from attending the General Meeting and voting in person if you wish to do so.

6. Recommendation

The Independent Directors consider that Cancellation and approval of the Resolution is in the best interests of the Company and its members as a whole. The Independent Directors therefore unanimously recommend that you vote in favour of the Resolution as, where relevant, they intend to do in respect of their own beneficial shareholdings of 368,585 Ordinary Shares in aggregate (representing approximately 1.4 per cent. of the Ordinary Shares in issue).

The Company has received irrevocable undertakings to vote in favour of the Resolution representing 77.09 per cent. of the votes entitled to vote at the General Meeting. Accordingly, it is anticipated that the Resolution will be approved at the General Meeting.

Both Greenstone, beneficially holding 75.69 per cent. of the Ordinary Shares in issue, and the Independent Directors holding approximately 1.40 per cent. of the shares in the Company, have irrevocably undertaken to vote or procure the voting in favour of the Resolution.

Yours faithfully

Rod Beddows
Chairman

NORTH RIVER RESOURCES PLC

(incorporated and registered in England and Wales with registered number 5875525)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of North River Resources plc will be held at the offices of Shakespeare Martineau LLP, 6th Floor, 60 Gracechurch Street, London EC3V 0HR on 17 March 2017 at 10.30 a.m. to consider, and if thought fit, to pass the following resolution which will be proposed as a special resolution:

SPECIAL RESOLUTION

That the admission of the ordinary shares of 0.2p each in the capital of the Company to trading on AIM, a market operated by London Stock Exchange plc, be cancelled (the **Cancellation**) and that the Company's directors and officers, or persons authorised by the directors of the Company, be authorised and directed to execute all documents and take all necessary actions in connection with the Cancellation.

By order of the Board

Ben Harber

Company Secretary

North River Resources plc

Registered Office:

6th Floor

Gracechurch Street

London EC3V 0HR

Dated: 21 February 2017

Notes:

1. A member entitled to attend and vote at the General Meeting convened by the above Notice is entitled to appoint a proxy to exercise all or any of the rights of the member to attend and speak and vote on his behalf. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
2. To appoint a proxy you may:
 - a. use the Form of Proxy enclosed with this Notice. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be deposited by 10.30 a.m. on 15 March 2017 at the offices of Capita Asset Services at PXS, 34 Beckenham Road, Beckenham Kent BR3 4TU; or
 - b. if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service as described in Note 4 below.
3. Completion of the Form of Proxy or appointment of a proxy through CREST will not prevent a member from attending and voting in person.
4. 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.
5. 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's 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, Capita Registrars (ID RA10), by 10.30 a.m. on 15 March 2017. 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.
6. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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 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.
7. 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.
8. A person to whom this notice is sent who is a person nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights. The statements of the rights of members in relation to the appointment of proxies in Notes 1 and 3 above do not apply to a Nominated Person. The rights described in those Notes can only be exercised by registered members of the Company.
9. Pursuant to section 360B of the Companies Act 2006 and Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only Shareholders registered in the register of members of the Company as at close of business on 15 March 2017 shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at such time. If the Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned Meeting is at close of business on the day 48 hours before the date fixed for the adjourned Meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
10. In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
11. Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).
12. Information regarding the General Meeting, including information required by section 311A of the Companies Act 2006, and a copy of this notice of General Meeting is available on www.northriverresources.com. Members may not use any electronic address provided in this notice or in any related documents (including the accompanying Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.
13. Any person holding 3 per cent. or more of the total voting rights of the Company and who appoints a person other than the Chairman of the General Meeting as his proxy will need to ensure that both he, and his proxy, comply with their respective disclosure obligations under the UK Disclosure and Transparency Rules.

