

NOTICE OF GENERAL MEETING

PANTHERA RESOURCES PLC



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 have recently sold or transferred all of your shares in Panthera 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.



Notice of General Meeting

Incorporated in England and Wales under the Companies Act 2006 with registered number 10953697

28th January, 2019 at 2:00 p.m. (London time)

at 2 Duke Street, Manchester Square, London, W1U 3EH

8th January, 2019

This Document does not comprise an offer to sell or the solicitation of an offer to buy a security. The whole of this Document should be read. A letter from the Chairman of the Company is set out on pages 5 to 6 of this Document which explains the reasons for the Proposals and contains a unanimous recommendation from the Directors that you vote in favour of the Resolutions to be proposed at the General Meeting.

Notice is hereby given of the General Meeting (the "Meeting") of Panthera Resources PLC (the "Company"), to be held at 2 Duke Street, Manchester Square, London, W1U 3EH, United Kingdom on **28th January, 2019 at 2:00 p.m.** (London time) to propose the Resolutions, as set out on page 7 of this document.

A Form of Proxy for use in connection with the Meeting is enclosed and should be completed and returned by shareholders in accordance with the instructions printed thereon, whether or not they intend to be present at the Meeting, to the Proxy Department of the Company's registrars at Computershare Investor Services plc at:

Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY

as soon as possible and, in any event, by no later than 2:00 p.m. (London time) on 24th January, 2019. Completion and return of a Form of Proxy will not preclude shareholders from attending and voting at the Meeting in person should they so wish. If you do not send in a valid Form of Proxy or attend the Meeting in person to vote, no-one else may vote on your behalf.

Copies of this document will be available free of charge during normal business hours on any weekday (except Saturdays, Sundays and public holidays) at the registered office of the Company at 2 Duke Street, Manchester Square, London, W1U 3EH from the date of this Document. Additionally, an electronic version of this Document will be available at the Company's website www.pantheraresources.com. Information in this Document is as of 8th January 2019 unless otherwise stated.

CONTENTS

	Page
Letter from the Chairman	5
Notice of General Meeting	7
Notes to the notice of the General Meeting	9

EXPECTED TIMETABLE

Publication of this document and posting to shareholders	8 th January 2019
Last date and time for receipt of Forms of Proxy	2:00 p.m., 24 th January 2019
General Meeting	2:00 p.m., 28 th January 2019

Unless otherwise stated, references to time in this document and the Meeting Notice are to London (United Kingdom) time. Each of the above dates and times are 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.

Directors:

Michael Higgins	<i>(Non-Executive Chairman)</i>
Geoffrey Stanley	<i>(Managing Director)</i>
David Stein	<i>(Non-Executive Director)</i>
Timothy Hargreaves	<i>(Non-Executive Director)</i>
Catherine Apthorpe	<i>(Non-Executive Director)</i>

Registered Office:

2 Duke Street,
Manchester Square,
London, W1U 3EH,
United Kingdom

8th January 2019

*To holders of Ordinary Shares of £0.01 each in the capital of the Company (“**Ordinary Shares**”)*

Dear Shareholder

General Meeting of Panthera Resources PLC (the “Company”)

1. Introduction

Please find enclosed details of a General Meeting (the “**Meeting**”) which we are holding at 2 Duke Street, Manchester Square, London, W1U 3EH, United Kingdom on **28th January 2019 at 2:00 p.m.** (London time). The formal Notice of the Meeting is set out on pages 7-8 this document.

2. Information on the Company

Panthera Resources PLC is an exploration and development group focused on gold projects in India and West Africa and the optimisation of other mineral properties. The Company was incorporated in the United Kingdom in 2017. The Company’s shares are listed on the Alternative Investment Market (“AIM”) of the London Stock Exchange.

Our vision is to build a portfolio of high quality, low cost gold assets in India and West Africa.

Panthera intends to utilise the proven ability of its Board and management team to develop projects at all stages of the value chain to create a significant gold exploration and development group. The plan is to do so through exploring and developing its current and future gold resource projects.

Further information on Panthera and the Company’s projects are set out on the Company’s website at www.pantheraresources.com

3. Business to be transacted at the Meeting

The business of the meeting will be to consider and if thought fit pass the following resolutions:

Ordinary Resolution:

- 1 THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £135,211 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date of the next annual general meeting held by the Company following the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors.

Special Resolution

- 2 THAT, the Directors be empowered pursuant to section 571 of the CA 2006 to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the general authority conferred by resolution 1 as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to allotments of equity securities:
- (a) in connection with a rights issue, to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
 - (b) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £67,605,

and this power shall, unless previously revoked or varied by Special Resolution of the Company in general meeting, expire upon the expiry of the authority conferred by resolution 1, save that the Directors shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuant of any such offer or agreement as if the power conferred by this resolution had not expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors.

4. Action to be taken

You are entitled to appoint one or more proxies to attend and vote at the Meeting on your behalf. You will find enclosed with this document a Form of Proxy for use in connection with the Meeting. Whether or not you propose to attend the Meeting in person, you are requested to complete and return the Form of Proxy to the Company's registrars at **Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY**, as soon as possible and, in any event, so as to be received no later than 2:00 p.m. (London time) on 24th January 2019. Completion and return of a Form of Proxy will not preclude you from attending the Meeting and voting in person should you so wish.

5. Recommendation

The Directors consider that all of the resolutions to be proposed at the Meeting are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of all of the resolutions, as the Directors and management intend to do in respect of their own beneficial holdings amounting to in aggregate 9,712,074 Ordinary Shares representing approximately 14.4 per cent. of the existing issued share capital of the Company as at the date of this notice.

Yours faithfully



Michael Higgins
Non-Executive Chairman
8th January 2019



Notice of General Meeting

Notice is hereby given that the General Meeting (the "Meeting") of Panthera Resources PLC (the "Company") will be held at 2 Duke Street, London, W1U 3EH on 28th January 2019 at 2:00 p.m.

You will be asked to consider and vote on the resolutions below. Resolution 1 will be proposed as an ordinary resolution and resolution 2 as a special resolution.

RESOLUTION 1 (ORDINARY RESOLUTION)

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £135,211 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date of the next annual general meeting held by the Company following the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors.

RESOLUTION 2 (SPECIAL RESOLUTION)

THAT, the Directors be empowered pursuant to section 571 of the CA 2006 to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the general authority conferred by resolution 1 as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to allotments of equity securities:

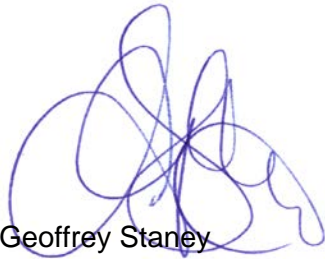
- (a) in connection with a rights issue, to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
- (b) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £67,605,

and this power shall, unless previously revoked or varied by Special Resolution of the Company in general meeting, expire upon the expiry of the authority conferred by resolution 1, save that the Directors shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after

such expiry, and the Directors may allot equity securities in pursuant of any such offer or agreement as if the power conferred by this resolution had not expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors.

By order of the Board



Geoffrey Staney
Company secretary

Registered office: 2 Duke Street, London W1U 3EH

Registered number: 10953697

8th January 2019

Notes to the notice of general meeting

Entitlement to attend and vote

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

- Close of business in London on 24th January, 2019; or,
- if this meeting is adjourned, at close of business 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 www.pantheraresources.com

Attending in person

3. If you wish to attend the meeting in person, please notify the Company Secretary, Geoffrey Stanley at geoff.stanley@pantheraresources.com within 14 days of the date of this notice of meeting that you wish to attend in person. However, any failure to notify will not affect your entitlement as a shareholder to attend the meeting in person.

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. 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 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 **Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY**
- received by Computershare Investor Services plc no later than 2:00 p.m. on 24th January 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 the Registrar's helpline on 0370 703 0148 or you may photocopy the proxy form enclosed.

Appointment of proxies electronically

10. As an alternative to completing the hard-copy proxy form, you may register your proxy electronically at www.investorcentre.co.uk/eproxy. To vote electronically, you will be asked to provide your Control Number, Shareholder Reference Number and PIN which are detailed

on your proxy form. For an electronic proxy appointment to be valid, your appointment must be received by Computershare no later than 2:00pm on 24th January 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 the issuer's agent (ID 3RA50) no later than 2:00 p.m. on 24th January 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 the Registrar's helpline on 0370 703 0148. Alternatively you can submit your proxy instruction online.

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 terminate 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 Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. 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 Computershare Investor Services plc no later than 2:00 p.m. on 24th January 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

17. As at 6:00 p.m. on 7th January 2019, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 67,605,556 ordinary shares of 0.01p 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 6:00 p.m. on 7th January 2019 is 67,605,556.

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

Questions at the meeting

18. 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.

Voting

19. Voting on all resolutions will be conducted 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.

Communication

21. Except as provided above, shareholders who have general queries about the meeting should contact Geoffrey Stanley at geoff.stanley@pantheraresources.com (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in this notice of general meeting; or
- any related documents (including the chairman's letter and proxy form),

to communicate with the Company for any purposes other than those expressly stated.

NOTES TO RESOLUTION GRANTING AUTHORITY TO ALLOT SHARES

1.

This resolution deals with the Directors' authority to allot Relevant Securities in accordance with section 551 of the CA 2006. Such authority was last granted in the General Meeting held on 20 November 2017 and expired on 28 September 2018.

2.

The maximum nominal amount of Relevant Securities (including equity securities) which may be allotted under this resolution is £202,816.

3.

As at close of business on 7th January 2019, the Company did not hold any treasury shares.

4.

The authority granted by this resolution will expire on the conclusion of the next annual general meeting unless renewed, varied or revoked by the Company before the date of the next annual general meeting.

5.

With the exception of issuing shares in lieu of payment of fees to the Nominated Advisor, the Directors and Management in the amount of £35,827.81, the Directors have no present intention to exercise the authority conferred by this resolution.

6.

In this resolution, Relevant Securities means:

shares in the Company, other than shares allotted pursuant to:

an employee share scheme (as defined in section 1166 of the CA 2006);

a right to subscribe for shares in the Company where the grant of the right itself constitutes a Relevant Security; or

a right to convert securities into shares in the Company where the grant of the right itself constitutes a Relevant Security; and

any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee

share scheme (as defined in section 1166 of the CA 2006). References to the allotment of Relevant Securities in this resolution include the grant of such rights.