

NORTH RIVER RESOURCES PLC

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of North River Resources plc, a company incorporated in England & Wales under the Companies Act 1985 with registered number 5875525 (the "Company") will be held at the offices of Shakespeare Martineau LLP, 5th Floor, One America Square, Crosswall, London EC3N 2SG on 28th June 2016 at 11.00 am for the following purposes:-

ORDINARY BUSINESS

1. To receive and adopt the financial statements and reports of the directors and auditors thereon for the year ended 31st December 2015.
2. To re-elect, as a director of the Company, Mr Mark Thompson, who retires in accordance with Article 25.2 of the Company's Articles of Association and offers himself for re-election.
3. To re-elect, as a director of the Company, Mr James Beams, who retires in accordance with Article 20.2 of the Company's Articles of Association and offers himself for re-election.
4. To re-elect, as a director of the Company, Mr Rodney Beddows, who retires in accordance with Article 20.2 of the Company's Articles of Association and offers himself for re-election.
5. To re-elect, as a director of the Company, Ms Ding Chan, who retires in accordance with Article 20.2 of the Company's Articles of Association and offers herself for re-election.
6. To re-appoint UHY Hacker Young LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration be determined by the directors.

By Order of the Board

Ben Harber
Company Secretary
3rd June 2016

Registered Office:

One America Square
Crosswall
London EC3N 2SG

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 Annual 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, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU** by hand, or sent by post to **FREEPOST CAPITA PXS**, so as to be received not less than 48 hours before the time fixed for the holding of the meeting (excluding any part of a day which is not a working day) or any adjournment thereof (as the case may be).
2. Any member entitled to attend, speak and vote at the meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not also be a member.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
4. In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
5. 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.
6. The Company has specified that only those members entered on the register of members at close of business on 24th June 2016 shall be entitled to attend, speak and vote at the meeting in respect of the number of ordinary shares of 0.2p each in the capital of the Company ("Ordinary Shares") held in their name at that time. Changes to the register after close of business on 24th June 2016 shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "withheld" box. 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.

8. **Resolution 2** – Article 25.2 of the Company's Articles of Association requires that one third of the directors of the Company who have held office since the last AGM, must retire by rotation and, if they are eligible, may offer themselves for re-election.
9. **Resolutions 3-5** - Having been appointed since the last Annual General Meeting Mr James Beams, Mr Rodney Beddows and Ms Ding Chan must retire in accordance with Article 20.2 of the Company's Articles of Association, and being eligible, are offering themselves for re-election.
10. The board is not proposing resolutions seeking the usual authority to issue equity securities (generally and free of statutory pre-emption rights) at the Annual General Meeting on the basis that such resolutions will be put forward at a general meeting of the Company (together with required share capital reorganisation resolutions) as and when a funding proposal is clear.