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## **KORE POTASH PLC**

*Incorporated in England and Wales under the Companies Act 2006  
with registered number 10933682 (United Kingdom) and ARBN 621 843 614 (Australia)*

### **PROPOSED ISSUE OF 646,914,254 NEW SHARES AT £0.016 PER SHARE**

and

### **NOTICE OF GENERAL MEETING**

**to be held at 10.30am (UK time) / 11.30am (SA time) / 5.30pm (Perth time) on 17 July 2019  
at The Shard, Level 8, 32 London Bridge Street, London SE1 9SG**

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If you have sold or otherwise transferred all of your shares in Kore Potash PLC, you should send this document together with the accompanying documents 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. Shareholders who are residents or citizens of any country other than the United Kingdom and any persons (including, without limitation, custodians, nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the United Kingdom should seek appropriate advice before taking any action

An application will be made to the London Stock Exchange for the New Shares to be admitted to trading on AIM, and an application will be made to the JSE for the New Shares to be admitted to trading on the JSE. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority and the AIM Rules are less demanding than those of the Official List. A prospective investor should be aware of the potential risks in investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Neither the London Stock Exchange nor the JSE have examined or approved the contents of this document.

This document contains no offer of transferrable securities to the public within the meaning of section 102B of the Financial Services and Markets Act 2000, as amended ("**FSMA**") or otherwise. Accordingly, this document does not constitute an offer to sell or an invitation to subscribe for or solicitation of an offer to subscribe or buy Shares in any jurisdiction. This document does not constitute a prospectus for the purposes of the Prospectus Rules nor does it constitute an admission document prepared in accordance with the AIM Rules.

This document contains no "offer to the public" and does not constitute a "registered prospectus" as such expressions are defined in Chapter 4 of the South African Companies Act. This document does not constitute a pre-listing statement prepared in accordance with the JSE Listings Requirements.

This Circular does not constitute an offer, or the solicitation of an offer, to buy or to subscribe for any securities, nor shall there be any sale or subscription of, the New Shares, or any securities in any state or

jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Canaccord Genuity Limited (“**Canaccord**”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser to the Company and for no one else in connection with the matters described in this Circular and accordingly will not be responsible to any person other than the Company for providing the protections afforded to customers of Canaccord, or for providing advice in relation to such matters and apart from the responsibilities and liabilities (if any) imposed on Canaccord by FSMA, any liability therefor is expressly disclaimed.

Canaccord’s responsibilities as the Company’s nominated adviser under the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company, any Director or to any other person. No representation, express or implied, is made by Canaccord as to, and no liability whatsoever is accepted by Canaccord in respect of, any of the contents of this document (without limiting the statutory rights of any person to whom this document is issued).

Shore Capital Stockbrokers Limited (“**Shore Capital**”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as broker to the Company and for no one else in connection with the matters described in this Circular and accordingly will not be responsible to any person other than the Company for providing the protections afforded to customers of Shore Capital, or for providing advice in relation to such matters and apart from the responsibilities and liabilities (if any) imposed on Shore Capital by FSMA, any liability therefor is expressly disclaimed.

**This document should be read as a whole.**

***Notice to overseas persons***

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

The New Shares have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, (the “**US Securities Act**”) and may not be offered, sold or delivered in, into or from the United States, or to, or for the account or benefit of U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. This document does not constitute an offer of Shares to any person with a registered address, or who is resident in, the United States, or who is otherwise a “U.S. person” as defined in Regulation S under the US Securities Act. There will be no public offer of New Shares in the United States. Outside of the United States, the New Shares are being offered in reliance on Regulation S promulgated under the US Securities Act. The New Shares have not been approved or disapproved by the US Securities and Exchange Commission, or any other securities commission or regulatory authority of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the New Shares nor have they approved this document or confirmed the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the US.

Accordingly, subject to certain exemptions, the New Shares may not be offered, sold, taken up, delivered or transferred in, into or from the United States, Canada, Japan or any other jurisdiction where to do so would constitute a breach of local securities laws or regulations (each a “**Restricted Jurisdiction**”) or to or for the account or benefit of any national, resident or citizen of a Restricted Jurisdiction. This document does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any Shares to any person in a Restricted Jurisdiction and is not for distribution in, into or from a Restricted Jurisdiction.

Additionally, the New Shares in South Africa will only be offered to persons who fall within the exemptions set out in section 96(1)(a) and/or (b) of the South African Companies Act, and to whom the offer will specifically be addressed, and by whom only the offer will be capable of acceptance.

### ***Forward-looking statements***

This document contains (or may contain) certain forward-looking statements with respect to certain of the Company's plans and its current goals and expectations relating to its future financial condition and performance and which involve a number of risks and uncertainties. The Company cautions readers that no forward-looking statement is a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statements. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements sometimes use words such as "aim", "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "predict" or other words of similar meaning. Examples of forward-looking statements include, amongst others, statements regarding or which make assumptions in respect of the planned use of the proceeds for the Fundraise, the Group's liquidity position, the Group's future performance and financial position, plans and objectives for future operations and any other statements that are not historical fact.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances, including, but not limited to, economic and business conditions, the effects of continued volatility in credit markets, market-related risks such as changes in interest rates and foreign exchanges rates, the policies and actions of governmental and regulatory authorities, changes in legislation, the further development of standards and interpretations under IFRS applicable to past, current and future periods, evolving practices with regard to the interpretation and application of standards under FRS, the outcome of pending and future litigation or regulatory investigations, the success of future acquisitions and other strategic transactions and the impact of competition. A number of these factors are beyond the Company's control. As a result, the Company's actual future results may differ materially from the plans, goals, and expectations set forth in the Company's forward-looking statements.

Any forward-looking statements made in this document by or on behalf of the Company speak only as of the date they are made and are not intended to give any assurance as to future results. Except as required by the FCA, the London Stock Exchange, the AIM Rules, the ASX Listing Rules, the rules of the JSE or applicable law, the Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this document to reflect any changes in the Company's expectations with regard thereto or any changes in events, conditions or circumstances on which any such statement is based.

## FUNDRAISE STATISTICS

Issue Price	£0.016 / R0.3023 per New Share
Number of New Shares	646,914,254
Gross proceeds of the Fundraise	US\$13,123,561
Number of Shares in issue at the date of this Circular	862,739,689
Number of Shares in issue at Admission immediately following the Fundraise	1,509,653,943
New Shares expressed as a percentage of the Enlarged Share Capital	43%

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<i>Event</i>	<i>Date</i>
Announcement of the Fundraise	13 June 2019
Record date to determine which Shareholders on the JSE are entitled to receive the Circular	21 June 2019
Publication of this Circular	28 June 2019
Latest time and date for receipt of Forms of Proxy	10.30am (UK time) / 11.30am (South African time) on 15 July 2019 or 5.30pm (Perth time) on 12 July 2019
Last day to trade on the JSE in order to be eligible to attend and vote at the Meeting	09 July 2019
Record date to determine which Shareholders on the JSE are entitled to attend and vote at the Meeting	12 July 2019
Time and date of the Meeting	10.30am (UK time) / 11.30am (South African time) / 5.30pm (Perth time) on 17 July 2019
Announcement of the results of the Meeting	on or around 17 July 2019
Allotment and issue of the New Shares	17 July 2019
Admission to trading on AIM of the New Shares	8.00 a.m. (London time) on 19 July 2019
Admission to trading on the JSE of the New Shares	9.00 a.m. (South African time) on 19 July 2019

*Notes:*

1. *Based on an exchange rate of GBP1: US\$1.2679 and US\$1:ZAR14.9036 being the spot rate at 5.00pm, 13 June 2019 (London time) as published by Bloomberg.*
2. *Certain of the events in the above timetable are conditional upon, amongst other things, the approval of Resolutions 1, 3 – 7 (inclusive) and 15 set out in the Notice of Meeting.*
3. *Each of the times and dates in the above expected timetable may be subject to change, in which event details of the new times and dates will be notified, where appropriate, by means of an announcement through a Regulatory Information Service.*
4. *All references to times in this Circular are to London times unless otherwise specified.*

# Letter from the Chairman of Kore Potash Plc

*Incorporated in England and Wales under the Companies Act 2006  
with registered number 10933682 (United Kingdom) and ARBN 621 843 614 (Australia)*

Registered office:  
25 Moorgate  
London EC2R 6AY  
United Kingdom

28 June 2019

## Proposed Fundraise and Notice of General Meeting

Dear Shareholder,

### Introduction

On 14 June 2019, Kore Potash Plc (the “**Company**”) announced the completion of a conditional fundraising, comprising a conditional placing to certain new and existing Shareholders of 381,098,890 new ordinary shares (the “**Placing Shares**”) at an issue price of £0.016 per Placing Share (the “**Placing**”) (the “**Issue Price**”) and the subscription by certain new eligible investors and existing shareholders in the Company for, in aggregate, 265,815,364 new ordinary shares (the “**Subscription Shares**”) at the Issue Price (the “**Subscriptions**”) (the Placing and the Subscriptions being together, the “**Fundraise**”). The aggregate gross proceeds of the Fundraise to the Company will be US\$13,123,561.

The allotment of the Placing Shares and the Subscription Shares (together, the “**New Shares**”) is conditional, inter alia, upon the Company obtaining approval of the Shareholders at a general meeting of the Company to grant the Directors the authority to allot the New Shares and to dis-apply the statutory pre-emption rights which would otherwise apply to the allotment of the New Shares. As a result of the Company’s ASX listing, the allotment of the New Shares also requires the separate approval by shareholders for the purposes of the ASX Listing Rules. The resolutions which are required to be passed by Shareholders (including for the purposes of the ASX Listing Rules) to enable the Fundraise to proceed (being Resolutions 1, 3 – 7 (inclusive) and 15 as set out in the Notice of Meeting) (the “**Fundraise Resolutions**”) will be proposed at a general meeting being convened for that purpose (the “**General Meeting**”).

As previously disclosed, one of the conditions of the Fundraise was that the allotment and issue of any of the New Shares to South African resident investors was subject to receipt of the requisite approval from the Financial Surveillance Department of the South African Reserve Bank. This approval has now been received by the Company.

Subject to the passing of the relevant resolutions at the General Meeting, it is anticipated that the New Shares will be admitted to trading on AIM at 8.00 a.m. (London time) on 19 July 2019 and to trading on the JSE at 9.00 a.m. (SA time) on 19 July 2019.

Additional resolutions will also be proposed at the General Meeting to authorise the potential allotment of new Ordinary Shares to the non-executive directors of the Company in lieu of cash for their services to the Company, and to also authorise the issue of Options to the Chief Executive Officer and to grant new Shares to certain employees, in each case as explained more fully in the Explanatory Statement to the Notice of Meeting.

The purpose of this Circular is to explain the background to, and reasons for, the Fundraise and the other matters to be considered at the General Meeting, to explain why the Board considers the Fundraise and such other matters to be in the best interests of the Company and its Shareholders, and why the Directors recommend that you vote in favour of all resolutions to be proposed at the

General Meeting. It also contains various regulatory disclosures which the Company is required to make in connection with the Fundraise. The Notice of Meeting is attached to this Circular.

### **Background to the Fundraise**

The Fundraise is an important step for the Company as it continues to progress the development of its globally significant potash deposits in the Republic of Congo.

On 29 January 2019, the Company announced the results of the Definitive Feasibility Study (“**DFS**”) for its flagship Kola Sylvinite deposit (the “**Kola Project**”) undertaken by a consortium of French engineering companies (“**FC**”). The DFS highlighted a long life, high quality asset with the potential to be the industry’s lowest cost supplier of potash to Brazil.

Following the receipt of the Engineering, Procurement and Construction (“**EPC**”) proposal for the Kola Project from the FC on 23 March 2019, the Company has engaged in discussions with the FC regarding their proposal. The Company intends to continue to improve and optimise the capital cost and construction schedule of the Kola Project.

On 29 April 2019, the Company released the Scoping Study results for a low capital cost, high cash margin potash project through solution mining at the Dougou Extension (“**DX**”) Sylvinite deposit. The DX solution mining project has the potential to provide a more rapid path to production and cash flow generation than the Kola Project. The DX project is also expected to have a positive impact on the cost and timeline associated with the development of the Kola Project. In the near term, the Company intends to conduct 2D seismic survey, infill drilling and a series of technical studies that will satisfy the requirements for a pre-feasibility study (“**PFS**”) of the DX project.

### **Use of Proceeds and Cash Position**

As at 31 March 2019, the Company had unaudited cash reserves of approximately US\$4 million. The Company will use the net proceeds from the Fundraise, together with the Company’s existing cash reserves as follows during the next 12 months:

- to progress the first phase of optimisation of the Kola Project through competitive pricing of bill of quantities;
- to conduct 2D seismic survey, 4-hole diamond drillhole programme and a series of technical studies that will satisfy the requirements for a pre-feasibility study of the DX project; and
- for general working capital purposes.

### **The Fundraise**

The Company has conditionally raised gross proceeds of US\$13,123,561 through the issue of 381,098,890 Placing Shares at the Issue Price through Canaccord and Shore Capital and the issue of 265,815,364 Subscription Shares at the Issue Price to, among others, Theseus (Guernsey) Limited as trustee of the Barland Trust (of which Mr David Hathorn, Chairman of the Company, is a beneficiary) and Mr Brad Sampson, the Chief Executive Officer of the Company. The New Shares will represent approximately 43% of the Enlarged Share Capital immediately after Admission.

The Placing and Subscriptions are conditional on the relevant resolutions being approved at the Meeting. Further details on the Placing and the Subscriptions are set out in Explanatory Statement forming part of the Notice of Meeting.

### **Related Party Transactions**

Each of SGRF and SQM are substantial shareholders of the Company, and each of Theseus (Guernsey) Limited as trustee of the Barland Trust (of which Mr David Hathorn, Chairman of the Company is a beneficiary) and Mr Brad Sampson, CEO of the Company, are associated with a director of the Company and a director of the Company, respectively, and, therefore, are regarded as related parties for the purposes of the AIM Rules. SQM’s participation in the Placing also includes the

allotment by the Company to SQM of 17,943,055 new Ordinary Shares in lieu of a payable outstanding to SQM from the Company of US\$364,000 under the Technical Services Agreement.

The participation of SGRF, SQM, the Chairman (through the Barland Trust) and Mr Sampson in the Fundraise is a related party transaction for each of them for the purposes of Rule 13 of the AIM Rules. The independent directors of the Company, being Jonathan Trollip, David Netherway and Leonard Math, having consulted with the Company's nominated adviser, Canaccord Genuity, consider that the terms of the aforementioned related party transactions are fair and reasonable insofar as Shareholders are concerned.

### **Meeting and recommendation**

The Meeting is to be held at The Shard, Level 8, 32 London Bridge Street, London SE1 9SG, on 17 July 2019 at 10.30am (UK time) / 11.30am (South African time) / 5.30pm (Perth time). The Notice of Meeting contains the resolutions on which Shareholders are asked to vote. It is important you read the entire document before deciding how to vote. The remaining parts of this Circular contain an Explanatory Statement which provides detailed information of the business to be conducted at the Meeting.

Further details and certain regulatory disclosures are set out in the Explanatory Statement forming part of this Notice of Meeting.

If the Fundraise Resolutions are not approved, the Company will be unable to complete the Fundraise and the Board will need to consider alternative sources of finance in the near term in order to continue the Company's operations and to implement its planned development programme. Such additional financing may be unavailable to the Company, or may be available only on terms which are unacceptable to the Company.

**The Directors unanimously recommend that Shareholders vote in favour of all resolutions, as they intend to do so in respect of all Shares which they hold and are entitled to exercise on the resolutions (as applicable).** Your vote is important regardless of the number of shares you own. I encourage you to vote by following the instructions contained herein. If you are in any doubt as to what actions you should take, please consult your professional advisor without delay.

Yours sincerely,

**David Hathorn**  
Chairman

## **KORE POTASH PLC (“Kore Potash” or the “Company”)**

*Incorporated in England and Wales under the Companies Act 2006  
with registered number 10933682 (United Kingdom) and ARBN 621 843 614 (Australia)*

### **Notice of General Meeting and Explanatory Statement**

Notice is hereby given that a general meeting of the Company will be held at The Shard, Level 8, 32 London Bridge Street, London SE1 9SG on 17 July 2019 at 10.30am (London time) / 11.30am (South African time) / 5.30pm (Perth time) for the purpose of considering, and if thought fit, passing the following resolutions. Resolutions 1 to 14 (inclusive) will be proposed as ordinary resolutions and Resolutions 15 and 16 will be proposed as a special resolution.

### **ORDINARY RESOLUTIONS**

#### **RESOLUTION 1 – AUTHORITY TO ALLOT SHARES IN CONNECTION WITH THE FUNDRAISE**

"That the Directors of the Company are generally and unconditionally authorised in accordance with section 551 of the Companies Act to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (“**relevant rights**”) up to an aggregate nominal amount of US\$646,914.254, such authorisation to expire at midnight (London time) on 28 September 2020 or if earlier, at the conclusion of the next Annual General Meeting of the Company, unless previously renewed, revoked or varied by the Company in general meeting, save that the Company may at any time before the expiry of this authorisation make an offer or agreement which would or might require shares to be allotted or relevant rights to be granted after the expiry of this authorisation and the Directors may allot shares or grant relevant rights in pursuance of any such offer or agreement as if the authorisation conferred hereby had not expired.”

#### **RESOLUTION 2 – AUTHORITY TO ALLOT SHARES**

"That, in addition to any existing authority granted at the Company's most recent annual general meeting, the Directors of the Company are generally and unconditionally authorised in accordance with section 551 of the Companies Act to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (“**relevant rights**”) up to an aggregate nominal amount of US\$158,716, such authorisation to expire at midnight (London time) on 28 September 2020 or if earlier, at the conclusion of the next Annual General Meeting of the Company, unless previously renewed, revoked or varied by the Company in general meeting, save that the Company may at any time before the expiry of this authorisation make an offer or agreement which would or might require shares to be allotted or relevant rights to be granted after the expiry of this authorisation and the Directors may allot shares or grant relevant rights in pursuance of any such offer or agreement as if the authorisation conferred hereby had not expired.”

#### **RESOLUTION 3 – APPROVAL OF SECURITIES ISSUE TO NON-AFFILIATED INVESTORS IN CONNECTION WITH THE FUNDRAISE**

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 338,135,960 New Shares to new and existing Shareholders (other than SQM, SGRF, Mr David Hathorn and Mr Brad Sampson) at an issue price of £0.016 / ZAR0.3023 per New Share, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.”

**Voting exclusion:** *The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:*

- 1 *any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or*
- 2 *an associate of that person (or those persons).*



However, the Company need not disregard a vote if:

- 3 *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- 4 *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

The Rand-equivalent issue price for the New Shares was calculated using the Bloomberg GBP/ZAR FX cross rate as at 17:00 UK time on 13 June 2019.

#### **RESOLUTION 4 – APPROVAL OF SECURITIES ISSUE TO SQM UNDER THE PLACING**

“That for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 146,107,737 Placing Shares to SQM at an issue price of £0.016 per Placing Share, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.”

**Voting exclusion:** *The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:*

- 1 *any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or*
- 2 *an associate of that person (or those persons).*

However, the Company need not disregard a vote if:

- 3 *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- 4 *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

#### **RESOLUTION 5 – APPROVAL OF SECURITIES ISSUE TO SGRF UNDER THE PLACING**

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 140,488,209 Placing Shares to SGRF at an issue price of £0.016 per Placing Share, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.”

**Voting exclusion:** *The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:*

- 1 *any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or*
- 2 *an associate of that person (or those persons).*

However, the Company need not disregard a vote if:

- 3 *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- 4 *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

#### **RESOLUTION 6 – APPROVAL OF SECURITIES ISSUE TO DIRECTOR UNDER THE SUBSCRIPTIONS – MR DAVID HATHORN**

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 19,717,643 Subscription Shares to Theseus (Guernsey) Limited as the trustee of the Barland Trust at an issue price of £0.016 per Subscription Share, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

**Voting exclusion:** *The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:*

- 1 *Theseus (Guernsey) Limited as the trustee of the Barland Trust; or*
- 2 *any of its associates.*

*However, the Company need not disregard a vote if:*

- 3 *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- 4 *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

#### **RESOLUTION 7 – APPROVAL OF SECURITIES ISSUE TO DIRECTOR UNDER THE SUBSCRIPTIONS – MR BRAD SAMPSON**

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 2,464,705 Subscription Shares to Mr Brad Sampson (or his nominee(s)) at an issue price of £0.016 per Subscription Share, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

**Voting exclusion:** *The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:*

- 1 *Mr Brad Sampson; or*
- 2 *any of his associates.*

*However, the Company need not disregard a vote if:*

- 3 *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- 4 *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

#### **RESOLUTION 8 – APPROVAL TO ISSUE OPTIONS TO BRAD SAMPSON**

“That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, Shareholders approve the grant of 26,900,000 Options to Mr Brad Sampson (or his nominee(s)) pursuant to the Directors and Executives 2018 Share Option Plan on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

**Voting exclusion:** *The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:*

- 1 *any director of the Company who is eligible to participate in the Directors and Executives 2018 Share Option Plan; or*
- 2 *an associate of that person (or those persons).*

*However, the Company need not disregard a vote if:*

- 3 *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- 4 *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

#### **RESOLUTION 9 – APPROVAL TO ISSUE SHARES TO EMPLOYEES**

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 1,325,000 Shares to certain employees of the Company, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

**Voting exclusion:** *The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:*

- 1 a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- 2 an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- 3 it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- 4 it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### **RESOLUTION 10 – APPROVAL TO ISSUE SHARES TO MR DAVID HATHORN IN LIEU OF CASH PAYMENTS FOR DIRECTOR FEES**

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of the equivalent of up to US\$156,000 in Shares to Mr David Hathorn, the Chairman of the Company, or his nominee(s) on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

**Voting exclusion:** The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- 1 Mr David Hathorn; or
- 2 any of his associates.

However, the Company need not disregard a vote if:

- 3 it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- 4 it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### **RESOLUTION 11 – APPROVAL TO ISSUE SHARES TO MR JONATHAN TROLLIP IN LIEU OF CASH PAYMENTS FOR DIRECTOR FEES**

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of the equivalent of up to US\$63,000 in Shares to Mr Jonathan Trollip, a Non-Executive Director of the Company, or his nominee(s) on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

**Voting exclusion:** The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- 1 Mr Jonathan Trollip; or
- 2 any of his associates.

However, the Company need not disregard a vote if:

- 3 it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- 4 it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### **RESOLUTION 12 – APPROVAL TO ISSUE SHARES TO MR TIMOTHY KEATING IN LIEU OF CASH PAYMENTS FOR DIRECTOR FEES**

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of the equivalent of up to US\$56,000 in Shares to Mr Timothy Keating, a Non-Executive

Director of the Company, or his nominee(s) on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

**Voting exclusion:** *The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:*

- 1 *Mr Timothy Keating; or*
- 2 *any of his associates.*

*However, the Company need not disregard a vote if:*

- 3 *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- 4 *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

### **RESOLUTION 13 – APPROVAL TO ISSUE SHARES TO MR DAVID NETHERWAY IN LIEU OF CASH PAYMENTS FOR DIRECTOR FEES**

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of the equivalent of up to US\$80,500 in Shares to Mr David Netherway, a Non-Executive Director of the Company, or his nominee(s) on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

**Voting exclusion:** *The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of:*

- 1 *Mr David Netherway; or*
- 2 *any of his associates.*

*However, the Company need not disregard a vote if:*

- 3 *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- 4 *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

### **RESOLUTION 14 – APPROVAL TO ISSUE SHARES TO MR JOSÉ ANTONIO MERINO IN LIEU OF CASH PAYMENTS FOR DIRECTOR FEES**

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of the equivalent of up to US\$56,000 in Shares to Mr José Antonio Merino, a Non-Executive Director of the Company, or his nominee(s) on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

**Voting exclusion:** *The Company will disregard any votes cast in favour of Resolution 14 by or on behalf of:*

- 1 *Mr José Antonio Merino; or*
- 2 *any of his associates.*

*However, the Company need not disregard a vote if:*

- 3 *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- 4 *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

## SPECIAL RESOLUTIONS

### **RESOLUTION 15 – DISAPPLICATION OF PRE-EMPTION RIGHTS IN CONNECTION WITH THE FUNDRAISE**

“That, subject to the passing of Resolution 1 and in accordance with section 570 of the Companies Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act) pursuant to the authority conferred by Resolution 1, as if section 561(1) of the Companies Act did not apply to any such allotment, provided that this power shall expire at midnight (London time) on 28 September 2020 or if earlier, at the conclusion of the next Annual General Meeting of the Company, unless previously renewed, revoked or varied by the Company in general meeting, save that the Company may at any time before the expiry of this authorisation make an offer or agreement which would or might require equity securities to be allotted after the expiry of this authorisation and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this Resolution had not expired.”

### **RESOLUTION 16 – DISAPPLICATION OF PRE-EMPTION RIGHTS**

“That, subject to the passing of Resolution 2 and in accordance with section 570 of the Companies Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act) pursuant to the authority conferred by Resolution 2, as if section 561(1) of the Companies Act did not apply to any such allotment, provided that this power shall expire at midnight (London time) on 28 September 2020 or if earlier, at the conclusion of the next Annual General Meeting of the Company, unless previously renewed, revoked or varied by the Company in general meeting, save that the Company may at any time before the expiry of this authorisation make an offer or agreement which would or might require equity securities to be allotted after the expiry of this authorisation and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this Resolution had not expired.”

Dated: 28 June 2019

By Order of the Board

*Henko Vos and St James's Corporate Services Limited*  
Joint Company Secretary

Registered Number: 10933682  
Registered Office: 25 Moorgate, London EC2R 6AY, United Kingdom

## KORE POTASH LISTINGS

Kore Potash has a primary listing on the ASX, a secondary listing on the JSE and is admitted to trading on the AIM.

## ENTITLEMENT TO ATTEND AND VOTE

1. Only holders of ordinary shares of US\$0.001 each in the capital of the Company and their proxies are entitled to attend and vote at the Meeting. Holders of CHES Depositary Interests ("**CDIs**") may also attend but are not entitled to vote personally at the Meeting. CHES Depositary Nominees Pty Ltd ("**CDN**") holds legal title in the Company's shares for and on behalf of CDI holders. As the holders of beneficial interest in the Company's shares held by CDN, CDI holders should direct CDN on how to vote with respect to the Resolutions described in the Notice of Meeting. CDN must exercise its rights to vote by proxy at the Meeting in accordance with the directions of CDI holders.
2. A member is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the Meeting. A proxy need not also be a member but must attend the Meeting in person. A member may appoint more than one proxy in relation to a Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him or her.
3. Forms of proxy are provided and to be valid must be completed and returned in accordance with the instructions shown on the form, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, so as to arrive at the offices of the Company's registrars, Computershare Investor Services plc at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, UK (shareholders on the UK register) or Computershare Investors Services (Pty) Limited at 15 Biermann Avenue, Rosebank, 2196, South Africa (PO Box 61051, Marshalltown, 2107) or email to proxy@computershare.co.za (shareholders on the JSE register) no later than at 10.30 am (London time) / 11.30 am (South African time) on 15 July 2019. The appointment of a proxy will not prevent a member attending the Meeting and voting in person if he or she wishes to do so. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services plc at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, UK (shareholders on the AIM register) or Computershare Investors Services (Pty) Limited at 15 Biermann Avenue, Rosebank, 2196, South Africa (PO Box 61051, Marshalltown, 2107) or email to proxy@computershare.co.za (shareholders on the JSE register).
4. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company at 5.30 pm (London time) / 6.30 pm (South African time) on 15 July 2019 (or in the event of any adjournment, at close of business 5.30 pm (London time) / 6.30 pm (South African time) on the date which is two working days before the time of the adjourned meeting). Changes to entries on the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the Meeting.
5. In the case of joint holders of ordinary shares the vote of the senior shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will 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.
6. 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 Limited'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 Computershare (ID 3RA50) not later than 10.30 am (London time) on 15 July 2019 (or in the event of an adjournment, not less than 48 hours before the time fixed for the adjourned meeting (excluding any part of a day that is not a working day)). 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 Computershare is able to retrieve the message by enquiry to CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages and normal system timings and limitations will apply in relation to the input of a CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. 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.

7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
8. Copies of the service contracts and letters of appointment of the directors of the Company will be available for inspection for at least 15 minutes prior to the meeting and during the meeting itself.

## Instructions for CDI holders in the Australian register only

CDI holders are able to attend the Meeting. However, as CDI holders will not appear on the Company's share register as the legal holders of Shares, they will not be entitled to vote at the Meeting unless one of the below steps is undertaken.

In order to vote at the Meeting, CDI holders have the following options:

- instructing CDN, as the legal owner of the Shares, to vote the Shares underlying their CDIs in a particular manner. A CDI voting instruction form is enclosed. The instruction form must be completed and returned (together with any power of attorney or other authority, if any, under which it is signed) to Computershare Investor Services Pty Limited at GPO Box 242, Melbourne VIC 3001, Australia so that it is received on or before 5.30 pm (Perth time) on 12 July 2019. You must be registered as the holder of CDIs as at 5.30 pm (Perth time) on 12 July 2019 for your instruction form to be valid.

Should the Meeting be adjourned then the deadline for revised voting instructions will be 3 business days before, and the record date for determining registered holders of CDIs will be 48 hours before the time that the adjourned Meeting recommences.

- instructing CDN to appoint themselves or another person as CDN's proxy for the purposes of attending and voting the Shares underlying their CDIs at the Meeting. You must complete Option B of the enclosed CDI voting instruction form and return (together with any power of attorney or other authority, if any, under which it is signed) the form to Computershare Investor Services Pty Limited at GPO Box 242, Melbourne VIC 3001, Australia so that it is received on or before 5.30 pm (Perth time) on 12 July 2019. You must be registered as the holder of CDIs as at 5.30 pm (Perth time) on 12 July 2019 for your instruction form to be valid; or
- converting their CDIs into a holding of Shares and voting these at the Meeting (however, if thereafter the former CDI holder wishes to sell their investment on the ASX it would be necessary to convert Shares back to CDIs). The conversion must be done so that you are registered as a holder of Shares prior to 5.30 pm (London time) on 12 July 2019. Contact Computershare Clearing Pty Ltd on 1300 731 056 or +61 3 9415 5361 or email at [gtuau@computershare.com.au](mailto:gtuau@computershare.com.au) for further information regarding the conversion process.

## Lodgement of CDI Voting Instruction Forms

CDI voting instruction forms may be lodged in one of the following ways:

- **Online:** at [www.investorvote.com.au](http://www.investorvote.com.au).
- **Mobile:** scan the QR Code on the CDI Voting Instruction Form and follow the prompts.
- **By mail:** complete and sign the CDI Voting Instruction Form and return to:  
Computershare Investor Services Pty Limited  
GPO Box 242, Melbourne VIC 3001 Australia.
- **By Fax:** complete and sign the CDI Voting Instruction Form and fax to:  
*Inside Australia:* 1800 783 447  
*Outside Australia:* +61 3 9473 2555.
- **Custodian voting:** For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

## Security arrangements

Please note that photo identification may be required to access the building where the Meeting is being held. If you are attending the Meeting, please ensure you have current photo identification with you.

## Webcast

The Company has previously provided a webcast facility for shareholder meetings. However, as no Shareholders have utilised that facility for any previous meetings, the Company intends to cease that practice.



## EXPLANATORY STATEMENT

### Overview of the Meeting

Set out below is the Explanatory Statement which has been prepared for the information of Shareholders in connection with the business to be conducted at the general meeting of the Company to be held at The Shard, Level 8, 32 London Bridge Street, London SE1 9SG on 17 July 2019 at 10.30am (London time) / 11.30am (South African time) / 5.30pm (Perth time) (the "**Meeting**").

This information is important. You should read the information relating to the Meeting carefully and, if necessary, seek your own independent advice.

The Chairman of the Board intends to vote undirected proxies in favour of each Resolution.

### Resolution 1 – Authority to allot Shares in connection with the Fundraise

This Resolution asks Shareholders to grant the Directors authority to allot new Shares which are proposed to be issued by the Company in connection with the Fundraise. The authority, if approved, will expire on the later of 28 September 2020 and the date of the 2020 annual general meeting. The authority will allow the Directors generally to allot new Shares, and grant rights to subscribe for, or convert other securities into Shares up to an aggregate nominal value of US\$646,914.254 which is equivalent to approximately 75% of the total issued ordinary share capital of the Company. The Directors intend to allot the New Shares pursuant to this authority.

### Resolution 2 – Authority to allot Shares

This Resolution asks Shareholders to grant the Directors further authority to allot new Shares in addition to the authority being sought from Shareholders at the 2019 Annual General Meeting. The authority, if approved, will expire on the later of 28 September 2020 and the date of the 2020 annual general meeting. The authority will allow the Directors generally to allot new Shares, and grant rights to subscribe for, or convert other securities into Shares up to an aggregate nominal value of US\$158,716. If passed, this authority will, together with the authority sought from Shareholders at the Company's 2019 Annual General Meeting (if granted), grant the Directors authority to allot new Shares, and grant rights to subscribe for, or convert other securities into new Shares, which is equivalent, in aggregate, to approximately 25% of the Enlarged Share Capital. The Directors consider it desirable to maintain the flexibility which this authority provides.

### Resolution 3 – Approval of securities issue to Non-Affiliated Investors under the Placing

As noted above in the Chairman's letter, on 14 June 2019, the Company announced a fundraising conducted by way of a placing to, and subscription by, certain new and existing Shareholders for New Shares at an issue price of £0.016 / R0.3023 per New Share.<sup>1</sup> These comprise the issue of:

- 338,135,960 New Shares to new and existing Shareholders (other than SQM, SGRF, Mr David Hathorn and Mr Brad Sampson) ("**Non-Affiliated Investors**"), subject to Shareholder approval pursuant to Resolution 2;
- 146,107,737 Placing Shares to SQM, subject to Shareholder approval pursuant to Resolution 4;
- 140,488,209 Placing Shares to SGRF, subject to Shareholder approval pursuant to Resolution 5;
- 19,717,643 Subscription Shares to Mr David Hathorn, subject to Shareholder approval pursuant to Resolution 6; and
- 2,464,705 Subscription Shares to Mr Brad Sampson, subject to Shareholder approval pursuant to Resolution 7.

ASX Listing Rule 7.1 provides that a company must not, without prior approval of shareholders and subject to specified exceptions, issue or agree to issue more equity securities (as that term is defined under the ASX Listing Rules) during any 12 month period than that amount which represents 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

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<sup>1</sup> The Rand-equivalent issue price for the New Shares was calculated using the Bloomberg GBP/ZAR FX cross rate as at 17:00 UK time on 13 June 2019.

The proposed issue of New Shares to the Non-Affiliated Investors pursuant to Resolution 3 will exceed the 15% limit and, therefore, requires the approval of Shareholders.

### ***Information required by the ASX Listing Rules***

In compliance with the information requirements of ASX Listing Rule 7.3, Shareholders are advised of the following information in relation to the Placing Shares the subject of Resolution 3:

1. *Maximum number of securities to be issued*

The Company intends to issue a total of 338,135,960 New Shares to the Non-Affiliated Investors.

2. *Date of issue*

The New Shares the subject of Resolution 3 will be issued and allotted by the Company as soon as reasonably practicable after the Meeting but, in any case, not later than 3 months after the date of Shareholder approval pursuant to Resolution 3 or such later date as approved by ASX. The Company intends to issue all of the New Shares pursuant to this resolution on the same date.

3. *Issue price*

The issue price will be £0.016 / R0.3023 per New Share.<sup>2</sup>

4. *The names of the persons to whom the entity will issue the securities or the basis on which those persons will be determined*

The New Shares the subject of Resolution 3 will be issued to the Non-Affiliated Investors, being certain sophisticated investors procured by Canaccord, Shore Capital and/or the Company (including certain existing Shareholders but excluding SQM, SGRF, Mr David Hathorn and Mr Brad Sampson).

5. *Terms of the securities*

The New Shares will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the existing Shares.

6. *Intended use of the funds raised*

The funds raised from the issue of the New Shares will be used for the first phase of the optimisation of the Kola Project, to conduct seismic surveys, to conduct a drilling programme and certain technical studies to progress the Dougou Extension project to PFS and for general working capital requirements.

7. *Voting exclusion statement*

A voting exclusion statement for Resolution 3 is included in the Notice of Meeting preceding this Explanatory Statement.

### ***Further information***

If Resolution 3 is not approved by Shareholders but Resolutions 4, 5, 6, and 7 are approved, the Company will have only raised US\$6.3 million. As the Placing and Subscriptions require US\$13 million of new funds to be raised, the Placing and Subscriptions will not proceed in the proposed form. In these circumstances the Board would need to consider alternative sources of finance in the near term to continue the Company's operations and to implement its development programme. Such additional financing may be unavailable to the Company, or may only be available on terms which are unacceptable to the Company.

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<sup>2</sup> The Rand-equivalent issue price for the New Shares was calculated using the Bloomberg GBP/ZAR FX cross rate as at 17:00 UK time on 13 June 2019.

### **Board recommendation**

The Board believes that the proposed issue is beneficial for the Company and unanimously recommends Shareholders vote in favour of Resolution 3. It will allow the Company to issue the New Shares the subject of Resolution 3 without counting toward the Company's 15% placement capacity provided for by ASX Listing Rule 7.1.

### **Resolution 4 – Approval of securities issue to SQM under the Placing**

As noted above in the Chairman's letter, on 14 June 2019, the Company announced a fundraising to be conducted by way of a placing to, and subscription by, certain new and existing Shareholders for New Shares at an issue price of £0.016 per New Share. This includes the issue of 146,107,737 Placing Shares to SQM, subject to Shareholder approval pursuant to Resolution 4. Of these Placing Shares, 17,943,055 new Ordinary Shares are proposed to be issued to SQM in lieu of a payable outstanding from the Company of US\$364,000 under the Technical Services Agreement ("**Technical Services Shares**").

Resolution 4 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 to issue 146,107,737 Placing Shares to SQM. An explanation of ASX Listing Rule 7.1 is included in the Explanatory Statement for Resolution 3.

### **Information required by the ASX Listing Rules**

In compliance with the information requirements of ASX Listing Rule 7.3, Shareholders are advised of the following information in relation to the Placing Shares the subject of Resolution 4:

1. Maximum number of securities to be issued

The Company intends to issue a total of 146,107,737 Placing Shares to SQM (including the 17,943,055 Technical Services Shares).

2. Date of issue

The Placing Shares the subject of Resolution 4 will be issued and allotted by the Company as soon as reasonably practicable after the Meeting but, in any case, not later than 3 months after the date of Shareholder approval pursuant to Resolution 4 or such later date as approved by ASX. The Company intends to issue all of the Placing Shares pursuant to this resolution on the same date.

3. Issue price

The issue price will be £0.016 per Placing Share.<sup>3</sup>

4. The names of the persons to whom the entity will issue the securities or the basis on which those persons will be determined

The Placing Shares the subject of Resolution 4 will be issued to SQM.

5. Terms of the securities

The Placing Shares will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the existing Shares.

6. Intended use of the funds raised

The funds raised from the issue of the Placing Shares will be used for the first phase of the optimisation of the Kola Project, to conduct seismic surveys, to conduct a drilling programme and certain technical studies to progress the Dougou Extension project to PFS and for

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<sup>3</sup> In the case of the Technical Services Shares, these Shares will be issued at a deemed issue price of £0.016 converted into US\$ based on an exchange rate of GBP1: US\$1.2679, being the spot rate at 5.00pm, 13 June 2019 (London time) as published by Bloomberg.

general working capital requirements.

In the case of the 17,943,055 Technical Services Shares, no funds will be raised from the issue of those Shares. However, the issue will satisfy a payable outstanding from the Company of US\$364,000 under the Technical Services Agreement.

7. Voting exclusion statement

A voting exclusion statement for Resolution 4 is included in the Notice of Meeting preceding this Explanatory Statement.

**Further information**

If Resolution 4 is not approved by Shareholders but Resolutions 3, 5, 6 and 7 are approved, the Company will have only raised US\$10.2 million. As the Placing and Subscriptions require US\$13 million of new funds to be raised, the Placing and Subscriptions will not proceed in the proposed form. In these circumstances the Board would need to consider alternative sources of finance in the near term to continue the Company's operations and to implement its development programme. Such additional financing may be unavailable to the Company, or may only be available on terms which are unacceptable to the Company.

**Board recommendation**

The Board believes that the proposed issue is beneficial for the Company and unanimously recommends Shareholders vote in favour of Resolution 4. It will allow the Company to issue the Placing Shares the subject of Resolution 4 without counting toward the Company's 15% placement capacity provided for by ASX Listing Rule 7.1.

**Resolution 5 – Approval of securities issue to SGRF under the Placing**

As noted above in the Chairman's letter, on 14 June 2019, the Company announced a fundraising conducted by way of concurrent placings to certain new and existing Shareholders at an issue price of £0.016 per Placing Share. This includes the issue of 140,488,209 Placing Shares to SGRF, subject to Shareholder approval pursuant to Resolution 5.

Resolution 5 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 to issue 140,488,209 Placing Shares to SGRF. An explanation of ASX Listing Rule 7.1 is included in the Explanatory Statement for Resolution 3.

**Information required by the ASX Listing Rules**

In compliance with the information requirements of ASX Listing Rule 7.3, Shareholders are advised of the following information in relation to the Placing Shares the subject of Resolution 5:

1. Maximum number of securities to be issued

The Company intends to issue a total of 140,488,209 Placing Shares to SGRF.

2. Date of issue

The Placing Shares the subject of Resolution 5 will be issued and allotted by the Company as soon as reasonably practicable after the Meeting but, in any case, not later than 3 months after the date of Shareholder approval pursuant to Resolution 5 or such later date as approved by ASX. The Company intends to issue all of the Placing Shares pursuant to this resolution on the same date.

3. Issue price

The issue price will be £0.016 per Placing Share.

4. The names of the persons to whom the entity will issue the securities or the basis on which those persons will be determined

The Placing Shares the subject of this Resolution 5 will be issued to SGRF.

5. Terms of the securities

The Placing Shares will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the existing Shares.

6. Intended use of the funds raised

The funds raised from the issue of the Placing Shares will be used for the first phase of the optimisation of the Kola Project, to conduct seismic surveys, to conduct a drilling programme and certain technical studies to progress the Dougou Extension project to PFS and for general working capital requirements.

7. Voting exclusion statement

A voting exclusion statement for Resolution 5 is included in the Notice of Meeting preceding this Explanatory Statement.

**Further information**

If Resolution 5 is not approved by Shareholders but Resolutions 3, 4, 6, and 7 are approved, the Company will have only raised US\$10.3 million. As the Placing and Subscriptions require US\$13 million of new funds to be raised, the Placing and Subscriptions will not proceed in the proposed form. In these circumstances the Board would need to consider alternative sources of finance in the near term to continue the Company's operations and to implement its development programme. Such additional financing may be unavailable to the Company, or may only be available on terms which are unacceptable to the Company.

**Board recommendation**

The Board believes that the proposed issue is beneficial for the Company and unanimously recommends Shareholders vote in favour of Resolution 5. It will allow the Company to issue the Placing Shares the subject of Resolution 4 without counting toward the Company's 15% placement capacity provided for by ASX Listing Rule 7.1.

**Resolution 6 – Approval of securities issue to Director under the Subscription – Mr David Hathorn**

Theseus (Guernsey) Limited as the trustee of the Barland Trust (**Barland Trust**) (of which Mr David Hathorn, Chairman of the Company, is a beneficiary) has committed to subscribe for 19,717,643 Subscription Shares at the Issue Price, for a total payable consideration to the Company of US\$400,000.<sup>4</sup>

In accordance with ASX Listing Rule 10.11, the Company must not issue securities to a related party of the Company unless it obtains prior Shareholder approval. Mr Hathorn is a related party of the Company for the purposes of the ASX Listing Rules by virtue of being a Director of the Company. Accordingly, Resolution 6 seeks Shareholder approval in accordance with ASX Listing Rule 10.11 for the issue of the Subscription Shares to the Barland Trust as part of the Subscription.

Pursuant to ASX Listing Rule 7.2, exception 14, the effect of passing Resolution 6 will be to allow the Company to issue 19,717,643 Subscription Shares to Mr Hathorn without using up the Company's 15% placement capacity under ASX Listing Rule 7.1 (an explanation of which is included in the Explanatory Statement for Resolution 2). If Shareholders do not approve Resolution 6, the Company will not issue any Subscription Shares to the Barland Trust. If Shareholders approve Resolution 6, no further approval is required under ASX Listing Rule 7.1 for the issue of the Subscription Shares to the Barland Trust. Resolution 6 is an ordinary resolution.

**Information required by the ASX Listing Rules**

In compliance with the requirements of ASX Listing Rule 10.13, information regarding the proposed issue of the Subscription Shares to the Barland Trust is provided as follows:

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<sup>4</sup> Based on an exchange rate of GBP1: US\$1.2679 being the spot rate at 5.00pm, 13 June 2019 (London time) as published by Bloomberg.

1. Name of the related party  
The Barland Trust. Mr David Hathorn, Chairman of the Company, is a beneficiary of the Barland Trust.
2. The maximum number of securities to be issued  
The Company intends to issue a total of 19,717,643 Subscription Shares to the Barland Trust.
3. The date by which the securities will be issued  
Subject to receiving Shareholder approval, the Company will issue the Subscription Shares no later than one month after the date of the General Meeting (or such longer period of time as ASX may in its discretion allow). The Company intends to issue all of the Subscription Shares pursuant to this resolution on the same date.
4. The issue price of the securities and a statement of the terms of issue  
The issue price is £0.016 per Subscription Share. The Subscription Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
5. Intended use of the funds raised  
The funds raised from the issue of the Placing Shares will be used for the first phase of the optimisation of the Kola Project, to conduct seismic surveys, to conduct a drilling programme and certain technical studies to progress the Dougou Extension project to PFS and for general working capital requirements.
6. Voting exclusion statement  
A voting exclusion statement for Resolution 6 is included in the Notice of Meeting preceding this Explanatory Statement.

### **Further information**

If Resolution 6 is not approved by Shareholders but Resolutions 3, 4, 5 and 7 are approved, the Company will have only raised US\$12.7 million. As the Placing and Subscriptions require US\$13 million of new funds to be raised, the Placing and Subscriptions will not proceed in the proposed form. In these circumstances the Board would need to consider alternative sources of finance in the near term to continue the Company's operations and to implement its development programme. Such additional financing may be unavailable to the Company, or may only be available on terms which are unacceptable to the Company.

### **Board recommendation**

The Board (other than Mr Hathorn given his interest in Resolution 6) believes that the proposed issue is beneficial for the Company and unanimously recommends Shareholders vote in favour of Resolution 6. It will allow the Company to issue the Subscription Shares the subject of Resolution 6 without counting toward the Company's 15% placement capacity provided for by ASX Listing Rule 7.1.

### **Resolution 7 – Approval of securities issue to Director under the Subscription – Mr Brad Sampson**

Mr Brad Sampson, a Director and the Company's Chief Executive Officer, has committed to subscribe for 2,464,705 Subscription Shares at the Issue Price, for a total payable consideration to the Company of US\$50,000.<sup>5</sup>

In accordance with ASX Listing Rule 10.11, the Company must not issue securities to a related party

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<sup>5</sup> Based on an exchange rate of GBP1: US\$1.2679 being the spot rate at 5.00pm, 13 June 2019 (London time) as published by Bloomberg.

of the Company unless it obtains Shareholder approval. Mr Sampson is a related party of the Company for the purposes of the ASX Listing Rules by virtue of being a Director of the Company. Accordingly, Resolution 7 seeks Shareholder approval in accordance with ASX Listing Rule 10.11 for the issue of the Subscription Shares to Mr Brad Sampson as part of the Subscription.

Pursuant to ASX Listing Rule 7.2, exception 14, the effect of passing Resolution 7 will be to allow the Company to issue 2,464,705 Subscription Shares to Mr Sampson without using up the Company's 15% placement capacity under ASX Listing Rule 7.1 (an explanation of which is included in the Explanatory Statement for Resolution 3). If Shareholders do not approve Resolution 7, the Company will not issue any Subscription Shares to Mr Sampson. If Shareholders approve Resolution 7, no further approval is required under ASX Listing Rule 7.1 for the issue of the Subscription Shares to Mr Sampson. Resolution 7 is an ordinary resolution.

### ***Information required by the ASX Listing Rules***

In compliance with the requirements of ASX Listing Rule 10.13, information regarding the proposed issue of the Subscription Shares to Mr Brad Sampson is provided as follows:

1. *Name of the related party*  
Mr Brad Sampson.
2. *The maximum number of securities to be issued*  
The Company intends to issue a total of 2,464,705 Subscription Shares to Mr Sampson.
3. *The date by which the securities will be issued*  
Subject to receiving Shareholder approval, the Company will issue the Subscription Shares no later than one month after the date of the General Meeting (or such longer period of time as ASX may in its discretion allow). The Company intends to issue all of the Subscription Shares pursuant to this resolution on the same date.
4. *The issue price of the securities and a statement of the terms of issue*  
The issue price is £0.016 per Subscription Share. The Subscription Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
5. *Intended use of the funds raised*  
The funds raised from the issue of the Placing Shares will be used for the first phase of the optimisation of the Kola Project, to conduct seismic surveys, to conduct a drilling programme and certain technical studies to progress the Dougou Extension project to PFS and for general working capital requirements.
6. *Voting exclusion statement*  
A voting exclusion statement for Resolution 7 is included in the Notice of Meeting preceding this Explanatory Statement.

### ***Further information***

If Resolution 7 is not approved by Shareholders but Resolutions 3, 4, 5 and 6 are approved, there will be no material impact on the Company's near term plans.

### ***Board recommendation***

The Board (other than Mr Sampson given his interest in Resolution 7) believes that the proposed issue is beneficial for the Company and unanimously recommends Shareholders vote in favour of Resolution 7. It will allow the Company to issue the Subscription Shares the subject of Resolution 7 without counting toward the Company's 15% placement capacity provided for by ASX Listing Rule 7.1.

### **Resolution 8 – Approval to issue Options to Brad Sampson**

Mr Brad Sampson was appointed as Chief Executive Officer and director of the Company on 4 June 2018. At the Company's 2018 annual general meeting, Shareholders approved the issue of the 17,200,000 Options to Mr Sampson (**2018 Options**). The 2018 Options formed part of Mr Sampson's remuneration package and:

- have an exercise price of £0.11 per Option and each Option entitles Mr Sampson, on exercise, to one Share;
- expire 10 years from the date of their issue (being 27 June 2018); and
- are exercisable for a period of three years from the date of their vesting, with the 2018 Options vesting according to specified milestones being achieved in relation to the Kola Project.

In May 2019, the Company engaged an independent remuneration consultant to provide the Company with advice on potential changes to Mr Sampson's remuneration arrangements. The remuneration consultant considered, amongst other things, developments at the Company and in respect of the Kola project since May 2018, the size and profile of the Company, and the scale of the Company's potential projects.

Following the receipt of the remuneration consultant's advice, the Board (other than Mr Sampson) determined that the Company should cancel the 2018 Options on the basis that they were no longer considered to be an appropriate incentive for Mr Sampson in light of the factors considered by the remuneration consultant. As at the date of the Notice of Meeting, the Company and Mr Sampson have agreed to the cancellation of the 2018 Options.

The Board (other than Mr Sampson) has determined, in line with the remuneration consultant's recommendation, to issue 26,900,000 Options to Mr Sampson (**2019 Options**), subject to Shareholder approval.

The Board (other than Mr Sampson) considers that the 2019 Options are an appropriate incentive for Mr Sampson in light of the Company's current business plan and key commercial objectives.

The 2019 Options will:

- have an exercise price of £0.022 each and each Option will entitle Mr Sampson, on exercise, to one Share;
- expire five years from the date of their issue; and
- be exercisable from the date of their vesting, with one-third of the 2019 Options vesting on each of the first, second and third anniversaries of the date of their issue on condition that Mr Sampson remains a full-time employee of the Company. If Mr Sampson ceases to be a full-time employee of the Company, any 2019 Options that have not vested will automatically lapse.

The terms of the 2019 Options reflect the recommendations provided to the Company by the remuneration consultant.

The 2019 Options will be issued under the Company's Directors and Executives 2018 Share Option Plan, the principal terms of which are attached to this Explanatory Statement as Annexure A.

The issue of the 2019 Options is not related to the agreement to cancel the 2018 Options (which will be cancelled irrespective of the outcome of Resolution 8).

### ***Regulatory requirements***

In accordance with ASX Listing Rule 10.14, the Company must not issue securities under an employee incentive scheme to a director of the Company unless it obtains Shareholder approval. The 2019 Options are proposed to be issued pursuant to the Company's Directors and Executives 2018 Share Option Plan. Accordingly, Resolution 8 seeks Shareholder approval in accordance with ASX Listing Rule 10.14 for the issue of the 2019 Options to Mr Sampson.

Pursuant to ASX Listing Rule 7.2, exception 14, the effect of passing Resolution 8 will be to allow the Company to issue the 2019 Options to Mr Sampson without using up the Company's 15% placement capacity under ASX Listing Rule 7.1 (an explanation of which is included in the Explanatory



Statement for Resolution 3).

If Shareholders do not approve Resolution 8, the Company will not issue the 2019 Options to Mr Sampson. However, as the agreement to issue the 2019 Options forms part of Mr Sampson's remuneration package, if Shareholders do not approve Resolution 8, the Company will consider other alternative forms of remuneration, including an alternative security issue or cash bonus to Mr Sampson reflecting a similar value to the proposed grant of the 2019 Options (subject at all times to applicable regulatory requirements and Shareholder approval where required).

If Shareholders approve Resolution 8, no further approval is required under ASX Listing Rule 7.1 for the issue of the 2019 Options to Mr Sampson. Resolution 8 is an ordinary resolution.

**Information required by the ASX Listing Rules**

In compliance with the requirements of ASX Listing Rule 10.15, information regarding the proposed issue of the 2019 Options to Mr Sampson is provided as follows:

1. The maximum number of securities to be issued  
The Company intends to issue up to 26,900,000 Options to Mr Sampson.
2. The price for each security to be issued  
The 2019 Options are being granted for nil cash consideration. The exercise price is £0.022 each. Any Shares issued on the exercise of any of the 2019 Options will be in the same class as, and will rank equally with, the Company's existing fully paid ordinary shares.
3. The names of all persons who received securities under the Directors and Executives 2018 Share Option Plan

Name	Number of options	Acquisition price
Mr David Hathorn	4,000,000	Nil
Mr Brad Sampson	17,200,000	Nil

4. The names of all persons entitled to participate in the Directors and Executives 2018 Share Option Plan  
Only directors and senior executives of a Group company are eligible to participate in the Directors and Executives 2018 Share Option Plan.
5. Voting exclusion statement  
A voting exclusion statement for Resolution 8 is included in the Notice of Meeting preceding this Explanatory Statement.
6. The date by which the securities will be issued  
Subject to receiving Shareholder approval, the Company will issue the 2019 Options no later than 12 months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow).

**Board recommendation**

The Board (other than Mr Sampson given his interest in Resolution 8) believes that the proposed issue of the 2019 Options is beneficial for the Company and unanimously recommends Shareholders vote in favour of Resolution 8.

**Resolution 9 – Approval of issue of Shares to employees**

The Company has resolved to issue up to 1,325,000 Shares to employees of the Company ("Employee Shares"). The Employee Shares will be issued to eligible employees who have met the

performance hurdles set by management for the 2018 financial year.

Resolution 9 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 to issue the Employee Shares. An explanation of ASX Listing Rule 7.1 is included in the Explanatory Statement for Resolution 3.

### ***Information required by the ASX Listing Rules***

In compliance with the information requirements of ASX Listing Rule 7.3, Shareholders are advised of the following information in relation to the Employee Shares the subject of Resolution 9:

1. *Maximum number of securities to be issued*

The Company intends to issue a total of up to 1,325,000 Shares.

2. *Date of issue*

The Employee Shares will be issued and allotted by the Company as soon as reasonably practicable after the General Meeting but, in any case, not later than 3 months after the date of Shareholder approval pursuant to Resolution 9 or such later date as approved by ASX. The Company intends to issue all of the Employee Shares on the same date.

3. *Issue price*

The Employee Shares will be issued for a cash payment of US\$0.001 per Employee Share, being the nominal value of each Employee Share.

4. *The names of the persons to whom the entity will issue the securities or the basis on which those persons will be determined*

The Employee Shares will be issued to eligible employees of the Company who have met the performance hurdles set by management for the 2018 financial year. None of the eligible employees are related parties of the Company for the purposes of the ASX Listing Rules.

5. *Terms of the securities*

The Employee Shares will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the existing Shares.

6. *Intended use of the funds raised*

No funds will be raised from the issue of the Employee Shares.

7. *Voting exclusion statement*

A voting exclusion statement for Resolution 8 is included in the Notice of Meeting preceding this Explanatory Statement.

### ***Board recommendation***

The Board believes that the proposed issue of the Employee Shares is beneficial for the Company and unanimously recommends Shareholders vote in favour of Resolution 9. It will allow the Company to issue the Employee Shares without counting toward the Company's 15% placement capacity provided for by ASX Listing Rule 7.1.

### **Resolutions 10, 11, 12, 13 and 14 – Approval to issue Shares to Directors in lieu of cash payments for Director fees**

The Board of the Company intends to initiate a range of cost reduction strategies designed to conserve the Company's existing cash reserves. As part of this program, Messrs Hathorn, Trollip, Keating, Netherway and Merino, being all of the Non-Executive Directors of the Company, have offered to be paid some or all of their respective director's fees (excluding superannuation entitlements) through the issue of Shares in lieu of cash payments ("**Remuneration Shares**"). The

portion of the directors' fees that will ultimately be satisfied through the issue of Remuneration Shares in lieu of cash will be determined by the Board.

It is proposed that the above remuneration arrangement apply in relation to directors' fees that accrue from 1 July 2019 to 30 June 2020 (the "**Term**"). In accordance with ASX Listing Rule 10.11, the Company must not issue securities to a related party of the Company unless it obtains Shareholder approval. Each of Messrs Hathorn, Trollip, Keating, Netherway and Merino is a related party of the Company for the purposes of the ASX Listing Rules by virtue of being a Director of the Company. Accordingly, Resolutions 10, 11, 12, 13 and 14 seek Shareholder approval in accordance with ASX Listing Rule 10.11 for the issue of the Remuneration Shares to Messrs Hathorn, Trollip, Keating, Netherway and Merino (respectively) as part of the above remuneration arrangement.

Pursuant to ASX Listing Rule 7.2, exception 14, the effect of passing Resolutions 10, 11, 12, 13 and 14 will be to allow the Company to issue the Remuneration Shares to Messrs Hathorn, Trollip, Keating, Netherway and Merino without using up the Company's 15% placement capacity under ASX Listing Rule 7.1 (an explanation of which is included in the Explanatory Statement for Resolution 3). If Shareholders do not approve Resolutions 10, 11, 12, 13 and 14, the Company will not issue the Remuneration Shares. If Shareholders approve Resolutions 10, 11, 12, 13 and 14, no further approval is required under ASX Listing Rule 7.1 for the issue of the Remuneration Shares to Messrs Hathorn, Trollip, Keating, Netherway and Merino. Resolutions 10, 11, 12, 13 and 14 are ordinary resolutions.

#### ***Information required by the ASX Listing Rules***

Under ASX Listing Rule 10.13, securities approved for issue under ASX Listing Rule 10.11 must be issued not more than one month after the date of shareholder approval and must be issued at a fixed price. The Company has applied for a waiver from ASX Listing Rules 10.13.3 and 10.13.5 to permit:

- the issue of the Remuneration Shares later than one month after the Shareholder approval for the issue but within 13 months of the date of that Shareholder approval; and
- the issue price of the Remuneration Shares to be based on the volume weighted average price (**VWAP**) of Shares traded on AIM for the seven trading days preceding the end of the applicable quarter during which the Director's fees accrue.

There is no guarantee that ASX will grant the Company a waiver from these ASX Listing Rules. If ASX does not grant a waiver on terms and conditions satisfactory to the Company, the Company will not issue any Remuneration Shares in lieu of directors' fees and the Company will continue to pay all of the directors' fees in cash in accordance with its contractual obligations.

In compliance with the requirements of ASX Listing Rule 10.13, information regarding the proposed issue of the Remuneration Shares is provided as follows:

1. *Name of the related parties*

Mr David Hathorn, Mr Jonathan Trollip, Mr Timothy Keating, Mr David Netherway and Mr José Antonio Merino.

2. *The maximum number of securities to be issued*

Subject to the receipt of the ASX waiver referred to above, the maximum value of Remuneration Shares proposed to be issued to each Non-Executive Director will be in accordance with this table:

<b>Director</b>	<b>Maximum portion of director's fee</b>	<b>Maximum value of Remuneration Shares to be issued on each issue date</b>	<b>Maximum value of Remuneration Shares to be issued during the Term</b>
Mr David Hathorn	100%	US\$39,000	US\$156,000
Mr Jonathan Trollip	100%	US\$15,750	US\$63,000

Mr Timothy Keating	100%	US\$14,000	US\$56,000
Mr David Netherway	100%	US\$20,125	US\$80,500
Mr José Antonio Merino	100%	US\$14,000	US\$56,000
<b>Total</b>	-	<b>US\$102,875</b>	<b>US\$411,500</b>

For the purpose of determining the number of Remuneration Shares to be issued, the Director fees will be converted from US\$ into £ using the spot rate at 5.00pm (London time) on the last trading day of the applicable quarter during which the Director's fees accrue, as published by Bloomberg.

The number of Remuneration Shares to be issued to each Director on each issue date will then be calculated by dividing the amount of the Director's fees to be satisfied through the issue of Remuneration Shares by the VWAP of Shares traded on AIM for the seven trading days preceding the end of the relevant quarter.

The number of Remuneration Shares that will ultimately be issued will depend on:

- the portion of directors' fees that the Board determines will be satisfied through the issue of Remuneration Shares in lieu of cash, as converted from US\$ into £ at the prevailing £:US\$ exchange rate on the last trading day of the applicable quarter; and
- the deemed issue price of the Remuneration Shares, which in turn depends on the VWAP of Shares traded on AIM for the seven trading days preceding the end of the applicable quarter.

It is therefore not possible to specify in this Explanatory Statement the maximum number of Remuneration Shares that may be issued. However, the following table is provided by way of example to show the potential dilution that may occur as a result of the issue of the Remuneration Shares at three different assumed issue prices.

<b>Assumed issue price<sup>6</sup></b>	<b>Total number of Remuneration Shares to be issued to the Non-Executive Directors<sup>7</sup></b>	<b>Total number of Remuneration Shares to be issued as a percentage of the Company's existing share capital<sup>8</sup></b>
£0.0134	24,148,245	2.80%
£0.0168	19,318,596	2.24%
£0.0202	16,098,830	1.87%

### 3. The date by which the securities will be issued

Subject to the receipt of the ASX waiver referred to above, the Remuneration Shares are proposed to be issued to the Non-Executive Directors in four equal tranches within 15 business days of the following days:

<sup>6</sup> The assumed issue price of £0.0168 is the closing price of Shares on AIM on 20 June 2019, with the other assumed issue prices of £0.0134 and £0.0202 being 20% above and 20% below that price, respectively.

<sup>7</sup> Assuming all of the directors' fees that accrue during the Term (being US\$411,500) are satisfied through the issue of Remuneration Shares in lieu of cash, being converted from US\$ into £ at an assumed exchange rate of £1:US\$1.2679 (being the spot rate at 5.00pm, 13 June 2019 (London time) as published by Bloomberg).

<sup>8</sup> Based on the Company's existing share capital of 862,739,689 as at 20 June 2019.

- 30 September 2019;
- 31 December 2019;
- 31 March 2020; and
- 30 June 2020.

This reflects the fact that the Non-Executive Directors' fees accrue and are payable on a quarterly basis.

4. The issue price of the securities and a statement of the terms of issue

Subject to the receipt of the ASX waiver referred to above, the Remuneration Shares will be issued at the VWAP on AIM for the seven trading days preceding the end of the applicable quarter during which the Director's fees accrue.

The Remuneration Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.

5. Intended use of the funds raised

No funds will be raised from the issue of the Remuneration Shares to each Director because the issue forms part of the Directors' fees.

6. Current interests in securities of the Company

Director	Number of Shares / CDIs		Number of Options / Performance Rights	
	Direct	Indirect	Direct	Indirect
Mr David Hathorn	Nil	23,186,355 Shares	1,500,000 Performance Rights 4,000,000 Options	2,049,416 Options 250,000 Warrants
Mr Jonathan Trollip	Nil	791,714 Shares	750,000 Performance Rights	57,091 Options
Mr Timothy Keating	Nil	Nil	750,000 Performance Rights	Nil
Mr David Netherway	350,000 Shares	Nil	750,000 Performance Rights	Nil
Mr José Antonio Merino	Nil	Nil	Nil	Nil

7. Fees and emoluments from the Company to the Directors

Director	Financial year ended 31 December 2018	Proposed fees for financial year ending 31 December 2019 (including the value of the Remuneration Shares)

Mr David Hathorn	US\$117,000	US\$156,000
Mr Jonathan Trollip	US\$69,770	US\$68,250
Mr Timothy Keating	US\$53,818	US\$56,000
Mr David Netherway	US\$62,330	US\$71,750
Mr José Antonio Merino	US\$32,662	US\$56,000

8. No opportunities or benefits foregone

There are no significant opportunity costs to the Company or benefits foregone by the Company in issuing the Remuneration Shares upon the terms proposed. While the issue of the Remuneration Shares in lieu of cash payments to Directors for their directors' fees may result in some minor dilution for Shareholders (refer to the table under item 2 above for an illustrative example), it will conserve the cash of the Company.

9. Primary purpose of issue of Remuneration Shares

The primary purpose of the issue of the Remuneration Shares is not to raise capital, but to substitute part of the Non-Executive Directors' remuneration package with Shares in lieu of cash.

10. Voting exclusion statement

A voting exclusion statement for each of Resolution 10, 11, 12, 13 and 14 is included in the Notice of Meeting preceding this Explanatory Statement.

**Board recommendation**

Each Director abstains from providing a recommendation in respect of the Resolution that proposes to issue Remuneration Shares to him. This is because of the potential for there to be a perceived interest that he may have in the outcome of that Resolution.

For the reasons set out above (including the fact that each of Resolutions 10, 11, 12, 13 and 14 are designed to conserve the Company's existing cash reserves and represent a modification of agreed existing directors' fees), each remaining Director recommends Shareholders approve the issue of Remuneration Shares to the named Director.

**Resolution 15 – Disapplication of pre-emption rights in connection with the Fundraise**

This Resolution, which is proposed as a special resolution, will, if passed, disapply the statutory pre-emption provisions that otherwise restrict directors from allotting new shares for cash under the authority granted under Resolution 1 in certain circumstances without first offering them to existing Shareholders. The Directors intend to rely on this authority for the disapplication of the statutory pre-emption provisions that would otherwise restrict the directors from allotting the New Shares pursuant to the authority granted under Resolution 1.

**Resolution 16 – Disapplication of pre-emption rights**

This Resolution, which is proposed as a special resolution, will, if passed, disapply the statutory pre-emption provisions that otherwise restrict directors from allotting new shares for cash under the authority granted under Resolution 2 in certain circumstances without first offering them to existing Shareholders. The relaxation of the statutory restriction proposed in this resolution would, together with the similar disapplication authority sought from Shareholders at the Company's 2019 Annual General Meeting (if passed), apply to, in aggregate, approximately 25% of the Enlarged Share Capital.

## **FURTHER INFORMATION**

### **New Shares**

The New Shares will, when issued, be subject to the Company's articles of association, be credited as fully paid and will rank pari passu in all respects with the Existing Shares including the right to receive all dividends and other distributions declared, made or paid after the date of issue of the New Shares. The New Shares will be issued free of any encumbrance, lien or other security interest.

### **Other information**

Canaccord has given and not withdrawn its written consent to the publication of this document and the inclusion of its name in the form and context in which it is included.

Copies of the following documents will be available for inspection on the investor section of the Company's website at <http://korepotash.com>:

- a. this Circular and the Form of Proxy; and
- b. the consent letter from Canaccord referred to above.

### **Issued shares and total voting rights**

As at 25 June 2019 (being the latest practicable date prior to publication of this document) the Company's issued share capital consists of 862,739,689 Ordinary Shares, all carrying one vote each. The Company does not hold any shares in treasury. Accordingly, the total voting rights in the Company are 862,739,689 Ordinary Shares.

## DEFINITIONS

The following definitions apply throughout this Circular, the Notice of General Meeting and the Form of Proxy unless the context otherwise requires:

<b>Admission</b>	Admission of the New Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules.
<b>AIM</b>	The market of that name operated by the London Stock Exchange plc.
<b>AIM Rules</b>	The AIM Rules for Companies issued by the London Stock Exchange plc governing admission to and the operation of AIM, as amended or re-issued from time to time.
<b>Article</b>	An article of the Articles of Association.
<b>Articles of Association</b>	The Company's governing articles of association.
<b>ASX</b>	ASX Limited ACN 008 624 691 or, as the context requires, the financial market operated by it.
<b>ASX Listing Rules</b>	The official listing rules of the ASX.
<b>ASX Settlement</b>	ASX Settlement Pty Ltd ACN 008 504 532.
<b>Board</b>	The board of directors of the Company.
<b>Canaccord</b>	Canaccord Genuity Limited, a company registered in England and Wales with registered number 01774003.
<b>CDI</b>	A CHESS depositary interest, being a unit of beneficial ownership in shares of a foreign company which are quoted on ASX and registered in the name of CDN.
<b>CDN</b>	CHESS Depositary Nominees Pty Ltd ACN 071 346 506.
<b>Chairman</b>	The chairman of the Meeting.
<b>CHESS</b>	The clearing house electronic subregister system of share transfers operated by ASX Settlement.
<b>Circular</b>	This document.
<b>Companies Act</b>	<i>Companies Act 2006</i> (UK).
<b>Company or Kore Potash</b>	Kore Potash plc, a company incorporated in England and Wales under the Companies Act with registered number 10933682.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth)
<b>Director</b>	A director of the Company.
<b>Directors and Executives 2018 Share Option Plan</b>	The Company's directors and executives 2018 share option plan, a summary of which is contained in the Company's 2018 notice of annual general meeting dated 1 June 2018.
<b>Enlarged Share Capital</b>	The issued share capital of the Company, being 1,509,653,937 Shares, as enlarged by the Fundraise immediately following Admission.
<b>Existing Shares</b>	The Shares in issue as at the date of this Circular.
<b>Explanatory Statement</b>	This document.



<b>Form of Proxy</b>	The form of proxy for use by Shareholders in connection with the Meeting.
<b>Fundraise</b>	The Placing and the Subscriptions.
<b>Group</b>	The Company and its related bodies corporate.
<b>Issue Price</b>	£0.016 / R0.3023 per New Share.
<b>JSE</b>	JSE Limited, a company incorporated under the laws of South Africa under registration number: 2005/022939/06, licensed as an exchange under the South African Financial Markets Act.
<b>Meeting or General Meeting</b>	The general meeting of the Company convened by the Notice of Meeting.
<b>New Shares</b>	The Placing Shares and the Subscription Shares.
<b>Notice of Meeting</b>	The notice of meeting to which this Explanatory Statement is annexed.
<b>Option</b>	An option to acquire a Share.
<b>Placees</b>	A person who has agreed to acquire Placing Shares at the Issue Price pursuant to the Placing.
<b>Placing</b>	The placing of the Placing Shares by Canaccord and Shore Capital as described more fully this Circular.
<b>Placing Shares</b>	The 381,098,890 new Shares to be allotted and issued by the Company pursuant to the Placing.
<b>Related body corporate</b>	Has the meaning given to that term in the Corporations Act.
<b>Resolution</b>	A resolution contained in the Notice of Meeting.
<b>SGRF</b>	State General Reserve Fund, Sultanate of Oman.
<b>Share</b>	An ordinary share of US\$0.001 in the capital of the Company
<b>Shareholder</b>	The holder of a Share.
<b>Shore Capital</b>	Shore Capital Stockbrokers Limited, a company registered in England and Wales with registered number 01850105.
<b>South African Companies Act</b>	The Companies Act, 2008 (Act No. 71 of 2008), as amended.
<b>South African Financial Markets Act</b>	The South African Financial Markets Act, 19 of 2012, as amended.
<b>SQM</b>	Sociedad Quimica y Minera de Chile.
<b>Subscriptions</b>	The subscriptions for Subscription Shares
<b>Subscription Shares</b>	The 265,815,364 new Shares to be allotted and issued by the Company pursuant to the Subscriptions.
<b>Technical Services Agreement</b>	The technical services agreement between the Company and SQM dated 18 May 2018.

## ANNEXURE A – DIRECTORS AND EXECUTIVES 2018 SHARE OPTION PLAN

(a) Plan administration

The Board may administer the Directors and Executives 2018 Share Option Plan (“**DESOP**”) in accordance with the DESOP rules and otherwise as it determines from time to time in its absolute discretion. The Board may delegate its powers under the DESOP.

(b) Eligibility

Directors (including the Chairman) and senior executives of a Group company are eligible to participate in the DESOP through the grant to them of options over shares in the Company (“**Options**”) under the DESOP.

(c) Grant of Options

Options may be exercised only following a Vesting Event, as described at (e) below. Options shall have a maximum lifespan of 10 years from the date of grant.

Options shall not confer on the holder the right to participate in new issues of shares, including by way of bonus issue, rights issue or otherwise. Options will also not give any right to participate in dividends or any voting rights until shares are issued or transferred pursuant to the exercise of the Option.

Participants will not be required to pay anything for the grant of Options, which will not be listed for quotation on any stock exchange.

(d) Nominee

The participants may nominate a nominee to be granted Options or to receive the shares on exercise. The Board has the discretion to disallow that nominee, without providing a reason.

(e) Exercise of Options

Options will in general become exercisable in full only if a condition specified by the remuneration committee of the Board is achieved, or a change of control occurs in the Company (in either case, a “**Vesting Event**”) within the period provided.

The holder will be required to pay the aggregate exercise price and any taxes for which the participant’s employing company is required to account to any taxing authority on the holder’s behalf.

(f) Capital events

If there are certain variations of the share capital of the Company including a capitalisation or rights issue, subdivision, consolidation or reduction of share capital, a demerger or other distribution in specie, the Board may make such adjustments as it considers appropriate to ensure that the value of the Option is preserved.

For so long as the Company is listed on ASX, if at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the ASX Listing Rules at the time of reconstruction.

(g) Lapse of Option

If the holder ceases to hold any office or employment within the Group due to death, disability or ill-health, Options shall remain in effect despite the cessation and may be exercised following the occurrence of a Vesting Event. Options will lapse if the holder ceases to hold such office or employment for any other reason, unless the Board at its discretion otherwise provides.

Options will lapse if no Vesting Event has occurred within the period originally specified at the date of grant, although the terms may provide a power for the Board to extend the period by no more than 12 months.