

Company Number: 009753V

THE ISLE OF MAN COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
NOTICE OF EXTRAORDINARY GENERAL MEETING
of
PANTHER METALS PLC
(the “Company”)

Notice is hereby given that an extraordinary general meeting of the Company will be held on 11 May 2018 at 10am at Peterhouse Corporate Finance Limited, third floor, New Liverpool House, 15 Eldon Street, EC2M 7LD, for the purpose of considering and, if thought fit, passing the following resolutions which are being proposed as special resolutions:

SPECIAL BUSINESS

Special Resolutions

1. That the articles of association of the Company (“**Articles**”) be amended by the inclusion of the following new article 4 in substitution for and to the exclusion of the existing article 4:

“4 The Company is authorised to issue an unlimited number of Ordinary Shares.”

2. That the directors of the Company be authorised and empowered to allot and issue ordinary shares of no par value in the Company (“**Ordinary Shares**”) and rights to subscribe for Ordinary Shares (together “**equity securities**”) for cash in accordance with Article 5.1 of the Articles in respect of 1,000,000,000 (One Billion) new equity securities as if the restrictions on the allotment and issue of equity securities in Article 5.2 of the Articles did not apply to any such allotment and issue, such power to expire on the date occurring 15 months from the date of this special resolution or (if earlier) the conclusion of the annual general meeting of the Company to be held in 2019, provided that the Company may, before the expiry of this power, make an offer or agreement which would or might require equity securities to be allotted and issued after the expiry of this power and the directors may allot and issue equity securities in pursuance of such an offer or agreement as if the power had not expired.

By Order of the Board

Mitchell Smith (Director)

Director

Dated 20 April 2018

Registered Office:

34 North Quay
Douglas
Isle of Man
IM1 4LB

PANTHER METALS PLC

(a company incorporated in the Isle of Man and registered with number 009753V)

EXTRAORDINARY GENERAL MEETING

11 May 2018 at 10am UK time at Peterhouse Corporate Finance Limited, third floor, New Liverpool House, 15 Eldon Street, EC2M 7LD

FORM OF PROXY

To: Panther Metals PLC (the “Company”)

I/We (INSERT FULL NAME)

of

.....(INSERT ADDRESS)

being (a) member/members of the Company, hereby appoint as my/our proxy, to attend and, on a poll, vote on my/our behalf at the Extraordinary General Meeting of the Company to be held on 11 May 2018 at 10am UK time at Peterhouse Corporate Finance Limited, third floor, New Liverpool House, 15 Eldon Street, EC2M 7LD and at any adjournment thereof (the "Extraordinary General Meeting"), the duly appointed Chairman of the Extraordinary General Meeting or (see Note 1):

.....

My/our proxy is to vote as indicated by an "X" below in respect of the resolution set out in the notice of the Extraordinary General Meeting. If no specific direction to voting is given, the proxy will vote or abstain at his discretion.

Please tick here if this proxy appointment is one of multiple appointments being made

If this proxy appointment is one of multiple appointments being made, please state the number of Ordinary Shares in relation to which the above named proxy is authorised to act (see Note 3):

..... Ordinary Shares

| ORDINARY RESOLUTIONS | FOR | AGAINST | WITHHELD |
|---|-----|---------|----------|
| <p>Resolution 1</p> <p>That the articles of association of the Company (“Articles”) be amended by the inclusion of the following new article 4 in substitution for and to the exclusion of the existing article 4:</p> | | | |

| ORDINARY RESOLUTIONS | FOR | AGAINST | WITHHELD |
|--|-----|---------|----------|
| <p>“4 The Company is authorised to issue an unlimited number of Ordinary Shares.”</p> | | | |
| <p>Resolution 2</p> <p>That the directors of the Company be authorised and empowered to allot and issue ordinary shares of no par value in the Company (“Ordinary Shares”) and rights to subscribe for Ordinary Shares (together “equity securities”) for cash in accordance with Article 5.1 of the Articles in respect of 1,000,000,000 (One Billion) new equity securities as if the restrictions on the allotment and issue of equity securities in Article 5.2 of the Articles did not apply to any such allotment and issue, such power to expire on the date occurring 15 months from the date of this special resolution or (if earlier) the conclusion of the annual general meeting of the Company to be held in 2019, provided that the Company may, before the expiry of this power, make an offer or agreement which would or might require equity securities to be allotted and issued after the expiry of this power and the directors may allot and issue equity securities in pursuance of such an offer or agreement as if the power had not expired.</p> | | | |

Notes:

1. A member entitled to attend and vote at the above meeting convened by the above notice shall be entitled to appoint a proxy (or proxies) to attend and vote in his place. Such proxy need not be a member of the Company.
2. A Form of Proxy is enclosed. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting in person, in which case any votes cast by the proxy will be excluded.
3. A member is entitled to appoint one or more persons as proxies to exercise all or any of his rights to attend, speak and vote at the meeting.
4. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, you will need to complete a separate Form of Proxy in relation to each appointment. Additional Forms of Proxy may be obtained by photocopying the enclosed Form of Proxy. Where more than one proxy is appointed, you will need to state clearly on each Form of Proxy the number of Ordinary Shares in relation to which each proxy is appointed. A failure to specify the number of Ordinary Shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid. You can only appoint a proxy using the procedures set out in these notes and the notes of the Form of Proxy. Where only one proxy is appointed, such proxy will be deemed to represent you in respect of your entire holding of Ordinary shares.
5. To be valid, the Form of Proxy must be completed in accordance with the instructions set out on the form and (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority) deposited at, or posted to the Company at Peterhouse Corporate Finance Limited, third floor, New Liverpool House, 15 Eldon Street, London, EC2M 7LD, to be received not later than 10am on 7 May 2018. Completion and return of the Form of Proxy will not preclude shareholders from attending or voting at the meeting in person.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. In the case of a corporation, the Form of Proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
8. As provided in Regulation 22 of the Uncertificated Securities Regulations 2006 (as amended), only those members registered in the register of members of the Company 48 hours before the time set for the meeting shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the relevant register of securities after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

9. Documents for Inspection - The following information, which is available for inspection during normal business hours at the registered office of the Company on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice until the date of the Extraordinary General Meeting, will also be available for inspection at the place of the Extraordinary General Meeting for a period of 15 minutes prior to the meeting and until the conclusion of the meeting:
- Memorandum and Articles of Association of the Company.