

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, you should consult an independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the UK, or, if not, another appropriately authorised independent financial adviser who specialises in advising on the acquisition of shares and other securities.

If you have sold or otherwise transferred all of your shares in Panther metals PLC, you should immediately send this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold part only of your holding of ordinary shares in Panther Metals PLC, please immediately contact your stockbroker, bank or other agent through whom the sale or transfer was effected.

PANTHER METALS PLC

(the “Company”)

(Incorporated in the Isle of Man under the Companies Act 2006 with company number 009753V)

NOTICE OF ANNUAL GENERAL MEETING

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

| | |
|--|---------------------------------|
| Despatch of this Document | 15 th May 2019 |
| Latest time and date for receipt of Forms of Proxy | 11am 12 th June 2019 |
| Annual General Meeting | 11am 14 th June 2019 |

DIRECTORS, PROPOSED DIRECTORS, SECRETARY AND ADVISERS

| | |
|--|--|
| Directors | Kerim Sener (Non-Executive Chairman) Darren Hazelwood (<i>Chief Executive Officer</i>) Mitchell Patrick Smith (<i>Chief Operating Officer</i>) Nicholas John O'Reilly (<i>Non-Executive Director</i>) Kate Asling (Non-Executive Director) Simon Rothchild (Non-Executive Director) |
| Secretary | Cavendish Secretaries Limited |
| Registered Agent | Cavendish Trust Company Limited 31-37 North Quay Douglas Isle of Man IM1 4LB |
| Registered Office | 34 North Quay Douglas Isle of Man IM1 4LB |
| NEX Exchange Corporate Adviser | Peterhouse Capital Limited New Liverpool House 3 rd Floor 15-17 Eldon Street EC2M 7LD |
| Auditors | UHY Hacker Young LLP Quadrant House 4 Thomas More Square London E1W 1YW |
| Registrars/CREST Service Provider | Computershare Investor Services (IOM) Limited Millennium House 46 Athol Street Douglas Isle of Man IM1 1JB |
| New website (if Change of Name is approved) | www.panthermetalsplc.co.uk |
| NEX Exchange Growth Market symbol | PALM |

(TIDM)

PANTHER METALS PLC
(the “Company”)

(Incorporated in the Isle of Man under the Companies Act 2006 with company number 009753V)

Directors:

Kerim Sener
Darren Hazelwood
Mitchell Patrick Smith
Nicholas John O’Reilly
Kate Asling
Simon Rothchild

Registered Office:

34 North Quay
Douglas
Isle of Man
IM1 4LB

15th May 2019

Company Number: *009753V*

THE ISLE OF MAN COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
NOTICE OF ANNUAL GENERAL MEETING

of

PANTHER METALS PLC
(the “Company”)

Notice is hereby given that the 2019 Annual General Meeting of the Company will be held on 14th June 2019 at 11am at 162 Clontarf Road, Dublin, DO3 F6T0, Ireland for the purpose of considering and, if thought fit, passing the following Resolutions, of which Resolutions 1 to 3 are being proposed as ordinary resolutions and Resolution 4 is being proposed as a special resolution.

ROUTINE BUSINESS

Ordinary Resolutions

1. To receive and adopt the Company’s financial accounts for the period ending 31 December 2018 together with the directors’ report and auditor’s report on those accounts.

2. It is proposed by the Directors that UHY Hacker Young LLP of Quadrant House, 4 Thomas More Square, London E1W 1YW be retained as Auditors of the Company.
3. To authorise the Directors to fix the remuneration of the auditors.

SPECIAL BUSINESS

Special Resolutions

4. That the directors of the Company be authorised and empowered to allot 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 600,000,000 (Six Hundred million) new ordinary shares in the capital of the Company as if the restrictions on the issue of equity securities in Article 5.2 of the Articles did not apply to any such allotment, such power shall 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 after the expiry of this power and the directors may allot equity securities in pursuance of such an offer or agreement as if the power had not expired.

By Order of the Board
Darren Hazelwood
Director

Dated 15th May 2019

Registered Office:

34 North Quay
Douglas
Isle of Man
IM1 4LB

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 New Liverpool House, 15 Eldon Street, London, EC2M 7LD to be received not later than 11am 12th June 2019. 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 Annual General Meeting, will also be available for inspection at the place of the Annual 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; and
 - Copies of the service contracts of each of the directors of the Company.

PANTHER METALS PLC

(a company incorporated in the Isle of Man and registered with number 0097531)

ANNUAL GENERAL MEETING

11am 14th June 2019 at 162 Clontarf Road, Dublin, D03 F6Y0, Ireland
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 Annual General Meeting of the Company to be held on 14th June 2019 at 11am at 162 Clontarf Road, Dublin, D03 F6Y0, Ireland and at any adjournment thereof (the "Annual General Meeting"), the duly appointed Chairman of the Annual 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 Annual 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 |
|--|-----|---------|----------|
| Resolution 1 To receive and adopt the Company’s financial accounts for the period ending 31 December 2018. | | | |

| ORDINARY RESOLUTIONS | FOR | AGAINST | WITHHELD |
|---|------------|----------------|-----------------|
| Resolution 2 To approve the retention of UHY Hacker Young LLP of Quadrant House, 4 Thomas More Square, London E1W 1YW as Auditors of the Company. | | | |
| Resolution 3 To authorise the directors to fix the remuneration of the auditors. | | | |
| SPECIAL RESOLUTIONS | FOR | AGAINST | WITHHELD |
| Resolution 4 To disapply the pre-emption rights in respect of 6,000,000,000 (Six hundred million) new ordinary shares in the capital of the Company | | | |

Signature(s) or Common Seal

.....

Date

Notes

- 1 A proxy need not be a member of the Company. Completion and return of this Form of Proxy does not preclude a member from subsequently attending and voting at the meeting. If you wish to appoint a proxy other than the Chairman of the Meeting, please cross out the words "the Chairman of the Meeting or" and write the full name and address of your proxy in the space provided. The change should be initialed.
- 2 If you do not indicate how you wish your proxy to vote on the specified resolution or on any matters (including any amendments to the resolutions), the proxy will exercise his/her discretion as to how he/she votes and as to whether or not he/she abstains from voting. A 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against the resolution.
- 3 To appoint more than one proxy you may photocopy this Form of Proxy. Where more than one proxy is appointed, please tick the box provided above and indicate the number of Ordinary Shares in relation to which each proxy is authorised to act (which, in aggregate, should not exceed the number of Ordinary Shares held by you). All Forms of Proxy must be signed and should be returned together in the same envelope.

- 4 This Form of Proxy must be signed and dated by the shareholder or his/her attorney duly authorised in writing. In the case of a corporation this Form of Proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing.
- 5 To be effective, this Form of Proxy together with any power of attorney or other authority under which it is executed or a duly notarially certified copy thereof must be:
 - completed and signed;
 - deposited at or posted to the Company by 11am on 12th June too New Liverpool House, 15 Eldon Street, London, EC2M 7LD

In the case of joint holders, the signature of any one of them will suffice but the names of all joint holders should be stated. 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 the other holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.

- 6 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.
- 7 Any alteration to this form must be initialed.