

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in doubt as to what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you sell, or have sold or transferred all of your registered holdings of ordinary shares of 1p each in the capital of Trident Resources PLC (the “**Ordinary Shares**”), please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

## **TRIDENT RESOURCES PLC**

(a company incorporated in England and Wales under Companies Act 2006,  
as amended, with registered no. 11328666)

### **Notice of Annual General Meeting**

**Notice of the Annual General Meeting of Trident Resources plc (the “Company”) to be held at the offices of Bryan Cave Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA on 12 September 2019 at 12 noon is set out at pages 3 to 8 of this document and the recommendation of the Directors is set out on page 2.**

Shareholders will find enclosed a Form of Proxy for use at the Annual General Meeting. The Form of Proxy should be completed and returned to the Company’s registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD accordance with the instructions printed on it as soon as possible and, in any event, so as to be received no later than 12 noon on 10 September 2019, being 48 hours before the time appointed for holding the meeting or, in circumstances where the AGM is adjourned, 48 hours before the time of the adjourned meeting (excluding any UK non-working days). If you hold your Ordinary Shares in uncertificated form (i.e. in CREST) you may appoint a proxy by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the registrar (under CREST Participant ID 7RA11) by no later than 12 noon on 10 September 2019, being 48 hours before the time appointed for holding the meeting or, in circumstances where the AGM is adjourned, 48 hours before the time of the adjourned meeting (excluding any UK non-working days). The time of receipt will be taken to be the time from which the registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

The action to be taken in respect of the Annual General Meeting is set out in the Chairman’s letter.

# Letter from the Chairman of the Company

(Incorporated and registered in England and Wales with registered no. 11328666)

## Directors

James Kelly (Non-Executive Chairman)  
San Quinn (Non-Executive Director)  
Carmichael Olowoyo (Non-Executive Director)

## Registered Office

2 Stone Buildings,  
Lincoln's Inn,  
London, England,  
WC2A 3TH

7 August 2019

Dear Shareholder

I am pleased to invite you to the 2019 Annual General Meeting (the "AGM") of the Company.

## Annual General Meeting

Notice of the AGM (the "Notice") is given on pages 5 to 8. The Notice sets out the resolutions that shareholders are being asked to consider. Resolutions 1 to 7 set out in the Notice detail the ordinary resolutions and resolutions 8 and 9 detail the special resolutions.

## Resolution 1 – Annual Report and Accounts

Resolution 1 proposes the receipt of the audited accounts and financial statements of the Company for the year ended 31 March 2019, together with the Directors' Report and Auditor's Report thereon (the "Annual Report and Accounts").

The Annual Report and Accounts are available on the Company's website [www.tridentresources.co.uk](http://www.tridentresources.co.uk).

## Resolution 2 – Directors' Remuneration Report

Resolution 2 seeks approval by shareholders of the directors' remuneration report for the year ended 30 April 2019 (the "Directors' Remuneration Report"). The Directors' Remuneration Report is set out on pages 11 and 12 of the Company's Annual Report and Accounts.

## Resolution 3 – Remuneration Policy

The Company is seeking approval to adopt a remuneration policy (the "Remuneration Policy"), which is appended to the Notice. The Remuneration Policy sets out the Company's forward-looking policy on Directors' remuneration and is subject to a binding shareholder vote.

## Resolutions 4 – Re-election of Director

Article 75 of the Company's Articles of Association provide that any Director that is appointed by the Board shall retire as a Director at the next annual general meeting of the Company. As Carmichael Olowoyo was appointed by the Board he retires as a Director and offers himself for re-election in accordance with the Articles. The Board support his re-election.

## Resolutions 5 and 6 – Re-appointment and remuneration of Auditor

The appointment of PKF Littlejohn LLP ("PKF") as auditor of the Company terminates at the conclusion of the AGM. PKF have indicated their willingness to stand for re-appointment as auditor of the Company until the conclusion of the annual general meeting in 2020. The Directors recommend PKF's re-appointment and seek authority to fix their remuneration.

Resolution 5 proposes the re-appointment of PKF Littlejohn LLP as the Company's auditor and resolution 6 authorises the Directors to fix the auditor's remuneration.

## Resolution 7 – Directors' authority to allot shares

The existing power granted to the Directors to allot shares expires at the conclusion of the AGM. Accordingly, resolution 16 is proposed to renew the Directors' authority to allot shares of up to a maximum nominal value of £270,000.00 to such persons and upon such conditions as the Directors may determine.

The authority sought in resolution 7 at the AGM will expire on 12 December 2020 or, if earlier, the conclusion of the next annual general meeting of the Company.

## Resolution 8 – Disapplication of pre-emption rights

Under section 561(1) of the Companies Act 2006 (the "Act"), if the Directors wish to allot any shares or grant rights over shares (other than pursuant to an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors need the flexibility to finance business opportunities by the issue of shares for cash without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights.

Resolution 8 authorises the dis-application of pre-emption rights on up to an aggregate nominal value of £270,000

The authority sought in resolution 8 at the AGM will expire on 12 December 2020 or, if earlier, the conclusion of the next annual general meeting of the Company.

**Resolution 9 – Notice period for general meetings**

By virtue of the admission of the Ordinary Shares to the main market of the London Stock Exchange, the Company is subject to the Companies (Shareholders' Rights) Regulations 2009 which increases the notice period for general meetings of a company to 21 clear days unless shareholders approve a shorter period, which cannot be less than 14 clear days.

Resolution 20 seeks the approval of shareholders to renew the authority to be able to call general meetings (other than an annual general meeting) on 14 clear days' notice.

The shorter notice period would not be used as a matter of routine for general meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. If the proposals at a given meeting are not time sensitive, the Company will not normally use the shorter notice period. The approval will be effective until the Company's next annual general meeting, when it is expected that a similar resolution will be proposed. It should also be noted that the changes to the Act mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

**Action to be taken**

Shareholders will find enclosed a Form of Proxy for use at the AGM. Whether or not shareholders intend to be present at the meeting, shareholders are requested to complete and return the Form of Proxy in accordance with the instructions printed on the form, to the Company's registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD, as soon as possible and in any event so as to be received either by post or by hand (during normal business hours only) or electronically at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) not later than 12 noon on 10 September 2019, being 48 hours before the time appointed for holding the meeting or, in circumstances where the AGM is adjourned, 48 hours before the time of the adjourned meeting (excluding any UK non-working days). If you hold your Ordinary Shares in uncertificated form (i.e. in CREST) you may appoint a proxy by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the registrar (under CREST Participant ID 7RA11) by no later than 12 noon on 10 September 2019, being 48 hours before the time appointed for holding the meeting or, in circumstances where the AGM is adjourned, 48 hours before the time of the adjourned meeting (excluding any UK non-working days). Unless the Form of Proxy or the CREST Proxy Instruction is received by the date and time specified above, it will be invalid.

Completion and return of the Form of Proxy or completing and transmitting a CREST Proxy Instruction will not prevent shareholders from attending and voting at the AGM should they so wish. Should you attend the meeting on your own behalf or on behalf of a registered holder of shares you must bring photographic proof of identity and, where attending on behalf of a registered holder, evidence of your appointment to represent that shareholder (this includes people appointed as proxies, corporate representatives and those with power of attorney).

If your shareholding is held through a broker or nominee, as the registered shareholder they will be required to submit your vote by completing the Form of Proxy or voting through CREST. Should you wish to attend the AGM, your broker or nominee may appoint you as their proxy or as a corporate representative. A proxy may only be appointed by using the procedures set out in the notes contained in the Notice and the notes to the Form of Proxy or, if shares are held in uncertificated form by using the CREST electronic proxy appointment service as detailed in the notes contained in the Notice.

**Recommendation**

The Board believes that the resolutions to be put to the AGM are in the best interests of the Company and shareholders as a whole and, accordingly, recommends that shareholders vote in favour of the resolutions.

**Yours faithfully**



**James Kelly**  
Non-Executive Chairman  
7 August 2019

# Trident Resources Plc Notice of Annual General Meeting

Company Number: 11328666

Notice is hereby given that the Annual General Meeting (**Meeting**) of Trident Resources Plc (**Company**) will be held at 12 noon on 12 September 2019 at Adelaide House, London Bridge, London EC4R 9HA. (London time) for the transaction of the following business.

Resolutions 1 to 7 will be proposed as ordinary resolutions and resolutions 8 and 9 will be proposed as a special resolutions.

**1. Receipt of annual accounts for the year ended 30 April 2019**

That the audited accounts and financial statements of the Company for the year ended 30 April 2019, together with the directors' report and auditor's report thereon ("**Annual Report and Accounts**"), be received.

**2. Directors' Remuneration Report**

To approve the Directors' Remuneration Report (other than the Directors' Remuneration Policy) for the year ended 30 April 2019 set out on pages 11 to 12 of the Company's Annual Report and Accounts.

**3. Directors' Remuneration Policy**

That the Directors' Remuneration Policy, as set out on pages 12 to 13 of the Company's Annual Report and Account and reproduced in the Appendix to this Notice, be approved.

**4. Re-appointment of directors**

To re-elect Carmichael Olowoyo as a Director of the Company.

**5. Re-appointment of auditor**

To re-appoint PKF Littlejohn LLP as the Company's auditor ("**Auditor**") to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.

**6. Auditors' remuneration**

To authorise the Directors to agree the Auditors' remuneration.

**7. Authority to allot**

THAT in accordance with Section 551 of the Companies Act 2006 (the "**Act**"), the directors of the Company (the "**Directors**") be generally and unconditionally authorised to allot ordinary shares in the Company or grant rights to subscribe for or to convert any security into ordinary shares in the Company up to an aggregate nominal amount of £270,000.00 provided that this authority shall expire on 12 December 2020 or, if earlier, the conclusion of the next annual general meeting of the Company but, in each case, so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.

**8. Disapplication of pre-emption rights**

THAT subject to and conditional on the passing of resolution number 7, the Directors be authorised, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution number 7 and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act, such authority to be limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £270,000.00.

such authority to expire on 12 December 2020 or, if earlier, the conclusion of the next annual general meeting of the Company but, in each case, before such expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) pursuant to such offer or agreement as if this authority had not expired.

#### **9. Notice of General Meetings**

That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board



Sam Quinn  
Company Secretary

**Trident Resources Plc**  
2 Stone Buildings  
Lincoln's Inn  
London  
WC2A 3TH

Dated: 7 August 2019

# Notes to the Notice of Annual General Meeting

## Entitlement to vote

1. To be entitled to attend and vote at the Meeting whether in person or by proxy, shareholders must be registered in the register of members of the Company at 6.00 p.m. on 10 September 2019 (or, if the Meeting is adjourned, at 6.00 p.m. on the date that is two days prior to the adjourned Meeting (excluding the non-working days)). Changes to entries on the register of members after 6.00 p.m. on 10 September 2019 shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the Meeting or adjourned Meeting.

During the meeting there will be an opportunity for shareholders, proxies or corporate representatives to ask questions relevant to the business of the meeting.

## Appointment of proxies

2. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, please photocopy the proxy form and list the details for each proxy on a separate photocopied form (each form requires signing). You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
4. Shareholders can appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post or via CREST (see note 6) or electronically (see note 7).
5. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

## Appointment of proxy by post

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution.

To appoint a proxy using the proxy form, the form must be:

- a. completed and signed;
- b. sent or delivered to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD; and

received by Neville Registrars Limited no later than 12 noon on 10 September 2019.

In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Neville Registrars Limited on (+44) 121 585 1131 or by email at [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk).

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment thereof by using the procedures described in the CREST manual. CREST personal members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with CRESTCO's specifications and must contain the information required for such instructions, as described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by Neville Registrars Limited (ID: 7RA11) no later than 12 noon on 10 September 2019. Normal system timings and limitations will apply in relation to the input of CREST Proxy Instructions. It is therefore 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. In this connection, CREST members and, where applicable their CREST sponsor(s) or voting service provider(s) are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 as amended.

#### **Appointment of proxies electronically**

- 8 As an alternative to completing the hard copy form of proxy, you can appoint a proxy electronically online at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) and completing the authentication requirements as set out on the form of proxy. For an electronic proxy appointment to be valid, your appointment must be received by Neville Registrars Limited no later than 12 noon on 10 September 2019.

#### **Appointment of proxy by joint members**

- 9 In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

#### **Nominated persons**

- 10 Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a Proxy for the AGM. If a Nominated Person has no such Proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statements of the rights of shareholders in relation to the appointment of proxies in this notice do not apply to a Nominated Person. The rights of shareholders in relation to the appointment of proxies can only be exercised by registered shareholders of the Company. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.

#### **Changing proxy instructions**

- 11 Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars Limited on (+44) 121 585 1131 or by email at [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk).

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### **Termination of proxy appointment**

- 12 A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by:

sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company no later than 48 hours before the time of the meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

### **Corporate representatives**

- 13 A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

### **Publication of shareholder statements**

- 14 Shareholders satisfying the thresholds in Section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the shareholders propose to raise at the Meeting. The Company cannot require the shareholders requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required to publish on its website.

### **Shareholder questions**

- 15 Any shareholder attending the Meeting has a right to ask questions. The Company must answer any question relating to the business being dealt with at the Meeting which you ask, except: (i) if to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; or (ii) if the answer has already been given on a website in the form of an answer to a question; or (iii) if it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

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

- 16 As at 6 August 2019, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 22,000,000 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6 August 2019 is 22,000,000.

### **Website**

- 17 The following information is available on the Company's website ([www.tridentresources.co.uk](http://www.tridentresources.co.uk)) : (i) the contents of this notice of the Meeting; (ii) the 2019 Annual Report and Accounts; (iii) details of the total number of shares in respect of which shareholders are entitled to exercise voting rights at the Meeting. If applicable, any members' resolutions or members' matters of business received by the Company after the date of this notice will also be made available on the Company's website.

### **Admission**



- 18 Shareholders and participants attending the Meeting may be asked to provide proof of identity. If you have been appointed as a shareholders' proxy please make this fact known to the Company on entrance.

#### **Communication**

- 19 Except as provided above, shareholders who have general queries about the meeting should contact Neville Registrars Limited on (+44) 121 585 1131.

You may not use any electronic address provided either in this notice of general meeting or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

#### **Publication of website statement**

- 20 It is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Act, the Company may be required to publish on its website a statement setting out any matter relating to the audit of the Company's Annual Report and Accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM or any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual Accounts and Reports were laid. The Company may not require the shareholders requesting such website publication to pay its expenses in complying with sections 527 or 528 of the Act and it must forward the statement to the Company's Auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on its website. A copy of this Notice, and other information required by section 311A of the Act, can be found on the Company's website [www.tridentresources.co.uk](http://www.tridentresources.co.uk)

# APPENDIX

## Directors' Remuneration Policy

Pursuant to the Directors' letter of appointment, as described in the Annual Report and Accounts, each of Mr Quinn and Mr Olowoyo are entitled to receive Director's fees of £12,000 per annum and Mr Kelly is entitled to receive Director's fees of £18,000 per annum (payable monthly in arrears) from the date of Admission. If there is a Change of Control, Mr Kelly will be entitled to 200% of his annual fee as a lump sum payment if the Company terminates his employment, or if Mr Kelly chooses to terminate his appointment within 12 months following a change of control. The date of Admission was 1 October 2018.

There is currently no bonus or long-term incentive plan in operation for the Directors.

It is not intended that any changes will be made to Directors' remuneration prior to completion of an Acquisition.

Based on the foregoing, the future remuneration policy of the Company can be summarised as follows:

How the element supports our strategic objectives	Operation of the element	Maximum potential payout and payment at threshold	Performance measures used, weighting and time period applicable
<b>Base Pay</b>			
Recognises the role and the responsibility for the delivery of strategy and results	Paid in 12 monthly instalments	Contractual sum	None
<b>Pensions</b>			
None	n/a	n/a	n/a
<b>Short term incentives</b>			
None	n/a	n/a	n/a