

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

*If you are in doubt about the action you should take, you are recommended to immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional financial adviser who, if you are taking advice in Ireland, is authorised or exempted pursuant to the European Union (Markets in Financial Instruments) Regulation 2017 of Ireland (as amended) or the Investment Intermediaries Act, 1995 of Ireland (as amended), or, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act, 2000 (as amended) of the United Kingdom, or from another appropriately authorised independent professional financial advisor if you are taking advice in a territory outside Ireland or the United Kingdom.*

*If you have sold or otherwise transferred all your entire holding of ordinary shares in Minco Exploration plc, please send this document and 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 delivery to the purchaser or transferee.*

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# Minco Exploration plc

## Notice of 2021 Annual General Meeting

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The 2021 Annual General Meeting (“AGM”) of Minco Exploration plc will be held at the registered office of the Company, 17 Pembroke Street Upper, Dublin 2, D02 AT22, Ireland on Wednesday, 18 August 2021 at 12:00 Noon. The formal Notice of Annual Meeting is set out on page 2 of this document and explanatory notes on the special business to be conducted at the AGM are provided on page 3.

Due to the continuation of COVID-19 guidance in relation to social distancing and public gatherings, and to prioritise health and safety, the AGM will be held by teleconference only. The AGM will be conducted as efficiently as possible and in a functional format. The Board is requesting that shareholders do not physically attend the AGM and instead submit a proxy to ensure they can vote and be represented at the AGM without attending in person. As the situation is evolving and the Government guidance may change, shareholders are encouraged to check the Company's website, [www.MincoExploration.com](http://www.MincoExploration.com), for any further updates regarding the AGM.

As the AGM will be held by teleconference, shareholders may join the call but will not be able to use this facility to vote, ask questions or table Resolutions. To join the teleconference facility and receive dial-in access numbers and participant passcodes, please visit the Company's website at [www.MincoExploration.com](http://www.MincoExploration.com). Shareholders will be able to submit questions in advance of the AGM by sending an email to the Company at [investors@MincoExploration.com](mailto:investors@MincoExploration.com). All questions should include sufficient information to identify the shareholder on the Register of Members so that the questions may be addressed by the Chairman at the AGM, where possible and appropriate.

A Form of Proxy for use at the AGM is attached. The Proxy should be returned by post to the Company's office at Minco Exploration - Coolfore Road QME, Ardracran, Navan, Co. Meath, Ireland, C15 KXY3 to be received no later than 12:00 Noon on 16 August 2021. Instructions on completion of the Proxy are provided on page 4.

All Resolutions at the AGM will be decided on a poll, and the results will be published on the Company's website, [www.MincoExploration.com](http://www.MincoExploration.com) as soon as possible after the AGM.

The Board believes that the Resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders. Accordingly, the Directors unanimously recommend that you vote in favour of all the proposed Resolutions as they intend to do in respect of all the ordinary shares which can be voted by them.

Yours sincerely,

*John Kearney* \_\_\_\_\_

**John Kearney**  
Chairman  
21 July 2021

**Notice of Annual General Meeting**  
**of**  
**MINCO EXPLORATION PLC**

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**NOTICE IS HEREBY GIVEN** that the Annual General Meeting ("**AGM**") of Minco Exploration plc ("**Minco**" or the "**Company**") will be held at the registered office of the Company, 17 Pembroke Street Upper, Dublin 2, D02 AT22, Ireland on Wednesday, 18 August 2021 at 12:00 Noon for the following purposes:

**Ordinary Business:**

1. To receive and consider the Company's Financial Statements for the year ended 31 December 2020 and the reports of the Directors and Auditor thereon.
2. To re-elect John Clifford as a Director, who retires in accordance with Regulation 96(b) of the Articles of Association and being eligible, offers himself for re-election in accordance with Regulation 96(b).
3. To re-elect Garth Earls as a Director, who retires in accordance with Regulation 96(b) of the Articles of Association and being eligible, offers himself for re-election in accordance with Regulation 96(b).
4. To re-elect Terence McKillen as a Director, who retires by rotation in accordance with Regulation 92 of the Articles of Association and being eligible, offers himself for re-election in accordance with the Regulation 93
5. To re-elect Peter McParland as a Director, who retires by rotation in accordance with Regulation 92 of the Articles of Association and being eligible, offers himself for re-election in accordance with the Regulation 93.
6. To re-elect Danesh Varma as a Director, who retires by rotation in accordance with Regulation 92 of the Articles of Association and being eligible, offers himself for re-election in accordance with the Regulation 93; and,
7. To re-appoint UHY Farrelly Dawe White Limited as the Auditor and to authorise the Directors to fix the remuneration of the Auditor for the year ending 31 December 2021.

**Special Business:**

***Ordinary Resolution***

8. That the authorised share capital of the Company be and is hereby increased (with immediate effect from the passing of this Resolution) from €1,000,000 divided into 100,000,000 Ordinary Shares of €0.01 each to €5,000,000 divided into 500,000,000 Ordinary Shares of €0.01 each by the creation of 400,000,000 Ordinary Shares of €0.01 each, such shares to rank pari-passu in all respects with the existing Ordinary Shares in the capital of the Company.

***Special Resolution***

9. That the Memorandum of Association be amended by the deletion of Clause 5 in its entirety and replaced with the following Clause 5,  

"The share capital of the Company is €5,000,000 divided into 500,000,000 Ordinary Shares of €0.01 each, with the power to increase or decrease the share capital. The capital may be divided into different classes of shares with any preferential, deferred or special rights or privileges attached thereto, and from time to time the Company's regulations may be varied so far as may be necessary to give effect to any such preference, restrictions or other terms."

***Ordinary Resolution***

10. The Directors be and are hereby generally and unconditionally authorised pursuant to Section 1021 of the Companies Act 2014 ("**2014 Act**"), in substitution for all existing such authorities, to exercise all powers of the Company to allot relevant securities (within the meaning of Section 1021 of the 2014 Act) provided that such power shall be limited to the allotment of relevant securities up to a maximum aggregate nominal value equal to the nominal value of the authorised but unissued ordinary share capital of the Company from time to time. The authority hereby conferred shall expire on 18 August 2026, unless previously revoked, renewed or varied by the Company, save that the Company may before such expiry date make an offer or agreement which would or might require relevant securities to be allotted after such authority has expired and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

***Special Resolutions***

11. Subject to the passing of Resolution 10 above that the Directors be and are hereby empowered pursuant to Section 1022 and Section 1023(3) of the Companies Act 2014 ("**2014 Act**"), in substitution for all existing such authorities, to allot equity securities (within the meaning of Section 1023 of the 2014 Act) for cash pursuant to the authority conferred by Resolution 7 above as if Section 1022(1) of the 2014 Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities (including, without limitation, any shares purchased by the Company pursuant to the provisions of the 2014 Act and held as treasury shares) up to an amount equal to the aggregate nominal value of the authorised but unissued ordinary share capital of the Company from time to time. The authority hereby conferred shall expire 18 August 2026, save that the Company may before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such authority has expired and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the power hereby conferred had not expired. The authority hereby conferred may be renewed, revoked or varied by special resolution of the Company.
12. That the Articles of Association of the Company, which have been signed by the Chairman of this AGM for identification purposes and which have been available for inspection since the date of the Notice of this AGM, be approved and adopted as the new Articles of Association of the Company on and with effect from the conclusion of the AGM and to the exclusion of the existing Articles of Association of the Company.

By order of the Board of Directors,

"Danesh Varma"

**Danesh K. Varma**

Secretary

21 July 2021

**Notice of Annual General Meeting  
of  
MINCO EXPLORATION PLC**

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**Explanatory Notes to the Special Business of the AGM**

**Resolutions No. 8 and 9 Increase in Authorised Share Capital**

To maintain flexibility for the potential requirement to raise financing by the issue of new shares for ongoing exploration, acquisition of new mineral ventures, other activities and working capital, the Company is seeking approval for an increase in the Company's authorised share capital by creation of 400,000,000 new Ordinary Shares of €0.01 each, such shares to rank pari-passu in all respects with the existing Ordinary Shares in the capital of the Company.

**Resolution No. 10 Authority to Allot Relevant Securities**

By Resolution 10, the Directors will, at the AGM, seek a general authority under Section 1021 of the Companies Act, 2014 to allot shares up to a maximum aggregate nominal value equal to the nominal value of the authorised but unissued ordinary share capital of the Company from time to time. The authority will, expire five years from the date of the AGM.

**Resolution No. 11 Authority to Disapply Statutory Pre-emption Rights**

Shareholders are being asked to renew for a period of five years, the Directors' authority to allot shares for cash pursuant to the authority conferred by Resolution 10 above as if Section 1022(1) of the 2014 Act did not apply to any such allotment, that is otherwise than in accordance with statutory pre-emption provisions in the event of a rights issue or in respect of any other issue of equity securities for cash up to a maximum aggregate nominal value equal to the nominal value of the authorised but unissued ordinary share capital of the Company from time to time. The Directors will exercise this authority only if they consider this to be in the best interests of shareholders generally at that time.

**Resolution No.12 Approval and Adoption of New Articles of Association of the Company**

Resolution 12 is being proposed as a Special Resolution for the purposes of the 2014 Act (to be approved by 75% or more of votes cast, in person or by proxy) as the Company seeks to adopt new Articles of Association. The purpose of adopting new Articles of Association is to make provision for the use of an authorized securities settlement system operated by a central securities depository ("**CSDs**") and to provide for the rights of the owners who hold their shares indirectly through such system or depository (including Euroclear Bank and Euroclear Nominees), and the conditions attaching to such indirect rights.

For trading in the shares of listed companies to be settled electronically (a requirement of the stock exchanges in Ireland and London, including AIM), the shares must be in "uncertificated" or "dematerialized" form. Access to electronic settlement of trades in the Company's Shares is necessary to meet the eligibility criteria for admission to trading on Euronext Dublin and/or AIM. EU law requires that CSDs who operate securities settlement systems for EU securities (which includes the Company's Shares) are authorized under the EU Central Securities Depositories Regulation (Regulation (EU) No. 909/2014) ("**CSDR**").

Uncertificated shares in Irish-incorporated companies, (whether they are listed and/or admitted to trading in Ireland and/or London) were previously held and transferred electronically via the CREST System, which is a London-based central securities settlement system operated by Euroclear UK & Ireland Limited ("**EUI**"). The EUI/CREST System is no longer a recognized CSD as a result of the United Kingdom's withdrawal from the EU ("**Brexit**"). As a result, shares in Irish-incorporated companies must now be traded via the CSD system operated by Euroclear Bank SA/NV, an international CSD incorporated in Belgium (the "**Euroclear System**").

The Euroclear System is an 'intermediated' or 'indirect' system, under which the rights of participants in the Euroclear System are governed by Belgian law. Title to all Shares which are admitted to/deposited in the Euroclear System will be held by a single nominee shareholder - Euroclear Nominees Limited ("**Euroclear Nominees**"), who will then be recorded on the register of members of the Company as the holder of the legal title to those Shares. The new Articles of Association also include provisions which are intended to facilitate the exercise in appropriate circumstances of certain Shareholder rights which would otherwise not be exercisable directly by participants in the Euroclear or other securities settlement system.

The proposed changes to the Articles of Association, will not impact the on-going business operations of the Company. The Company will remain headquartered, incorporated and resident for tax purposes in Ireland. No other material changes from the existing Articles are proposed in the proposed new Articles of Association (other than the increase on authorised capital contemplated in Resolution 8 above).

A copy of the new Articles of Association in the form proposed by Resolution 12 is available on the Company's website, [www.MincoExploration.com](http://www.MincoExploration.com), (and will be so available until the conclusion of the AGM), and at its registered office and will also be available for inspection for at least fifteen minutes before, and for the duration of, the AGM.

**Notice of Annual General Meeting  
of  
MINCO EXPLORATION PLC**

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**Notes to the Notice of Annual General Meeting**

**Proxy Voting**

Any member entitled to attend, speak, ask questions and vote at the AGM may exercise his or her right to vote by appointing one or more proxies. In the exceptional circumstances of the current COVID-19 pandemic, the Board of Directors strongly encourages members to appoint the Chairman of the AGM as their proxy.

If you appoint someone other than the Chairman of the AGM to be your proxy, that person may not be able to attend the AGM if the prevailing COVID-19 guidance in relation to social distancing and public gatherings require the Company to conduct the AGM as a closed meeting.

**Deadlines for Receipt by the Company of Proxy Voting Instructions**

You will find a Form of Proxy accompanying this document for use in connection with the AGM. For shareholders whose name appears on the Register of Members of the Company (being those who hold their Ordinary Shares in certificated (i.e. physical paper format), the Proxy (together with any power of attorney or other authority under which it is executed, or a duly certified copy thereof) should be completed and returned as soon as possible by post to the Company's office at Minco Exploration - Coolfore Road QME, Ardracran, Navan, Co. Meath, Ireland, C15 KXY3 and in any event, in order to be valid, so as to arrive not later than 12:00 Noon on 16 August 2021, (or, in the case of any adjournment, no later than 48 hours before the time fixed for holding the adjourned AGM).

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 the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the Register of Members.

Persons who hold their interest in Ordinary Shares of the Company indirectly through a nominee or custodian should consult such nominee or custodian, or their stockbroker or other intermediary at the earliest opportunity for further information on the process and timeline for submitting proxy voting instructions for the AGM through such nominee, custodian or intermediary.

**Register of Members**

Pursuant to Section 1105 of the 2014 Act, the Company specifies that only those shareholders registered in the Register of Members of the Company as at close of business on 14 August 2021 shall be entitled to attend and vote at the AGM in respect of the number of Ordinary Shares registered in their names at the time. Changes to entries in the Register after that time will be disregarded in determining the right of any person to attend and/or vote at the AGM.

**Poll**

All Resolutions at the AGM will be put to a poll. Pursuant to Section 190(b) of the 2014 Act, where a poll is taken at the AGM, a Shareholder, present in person or by proxy, holding more than one share need not cast all his/her votes in the same way.

**Documentation**

Copies of all documents to be tabled before or considered at the AGM are available on the Company's website [www.MincoExploration.com](http://www.MincoExploration.com). Should you not receive a Form of Proxy, or should you wish to be sent copies of these documents, you may request this by emailing the Secretary of the Company at [investors@MincoExploration.com](mailto:investors@MincoExploration.com) or by writing to the Company at its registered office.