



Tri-Star Resources Plc

(Incorporated in England with registered number 04863813)

Notice of Annual General Meeting
to be held on 12 June 2018

18 May 2018

Notice of Annual General Meeting

Notice is given that the annual general meeting of the members of Tri-Star Resources Plc (the "Company") will be held at the Queen Victoria Suite, Second Floor, 107 Cheapside, London EC2V 6DN, England at 11 am (BST) on 12 June 2018 for the purpose of considering, in accordance with section 656 of the Companies Act 2006, whether any, and if so what, steps should be taken to deal with the situation that the net assets of the Company are less than half its called-up share capital. In addition, the meeting will consider and, if thought fit, pass the following resolutions.

Resolutions 1 to 6 and resolution 9 will be proposed as ordinary resolutions and resolutions 7 and 8 will be proposed as special resolutions.

Ordinary resolutions

1. To receive the accounts and reports for the financial year ended 31 December 2017.
2. To re-elect Mark Wellesley-Wood, who is retiring by rotation, as a director.
3. To elect Karen O'Mahony, who is retiring having been appointed by the directors of the Company since the last annual general meeting of the Company and who being eligible offers herself for election as a director of the Company.
4. To elect David Fletcher, who is retiring having been appointed by the directors of the Company since the last annual general meeting of the Company and who being eligible offers himself for election as a director of the Company.
5. To reappoint Grant Thornton UK LLP as auditors of the Company and to authorise the directors to determine their remuneration.
6. That the directors of the Company be, and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("CA 2006") to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company:
 - (a) up to an aggregate nominal amount of £1,094,956.50; and
 - (b) comprising equity securities (as defined in CA 2006) up to a further aggregate nominal amount of £1,064,173 (in connection with an offer by way of rights issue) and

provided that this authority shall expire at the conclusion of the annual general meeting of the Company in 2019 or at the close of business on 31 December 2019, whichever is earlier, save that, in each case, 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 in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

All authorities vested in the directors of the Company on the date of the Notice of this meeting to allot shares or to grant rights that remain unexercised at the commencement of this meeting are revoked but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Notice of Annual General Meeting

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Special resolutions

7. That, subject to the passing of Resolution 6 above, the directors of the Company are hereby authorised pursuant to section 570 CA 2006, to allot equity securities (within the meaning of section 560 CA 2006) wholly for cash:
 - (a) pursuant to the authority given by paragraph (a) of resolution 6:
 - (i) in connection with a pre-emptive offer; and
 - (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal value of £319,251, representing 10% of the existing issued share capital as if section 561(1) CA 2006 did not apply; and
 - (b) pursuant to the authority given by paragraph (b) of Resolution 6 in connection with a rights issue, as if section 561(1) CA 2006 did not apply.

The power granted by this resolution shall expire when the authority conferred on the directors by Resolution 6 above expires (unless such authority is renewed, varied or revoked by the Company prior to or on such date), save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred had not expired.

8. That, subject to the passing of Resolution 6 above the directors of the Company are hereby authorised pursuant to section 571 CA 2006, to allot equity securities (within the meaning of section 560 CA 2006) wholly for cash provided that this authority shall be limited to the allotment of ordinary shares up to an aggregate nominal amount of £133,333.34 pursuant to any share option scheme adopted from time to time by the Company for the benefit of its employees and directors. The power granted by this resolution shall expire when the authority conferred on the directors by Resolution 6 above expires (unless such authority is renewed, varied or revoked by the Company prior to or on such date), save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred had not expired.

Special business

9. That, every 1,000 ordinary shares of 0.005 pence each in the capital of the Company in issue at close of business on the date of the Annual General Meeting be consolidated into 1 ordinary share of 5 pence ("Consolidated Share"), provided that, where such consolidation results in any shareholder being entitled to a fraction of a Consolidated Share, such fraction shall be disregarded.

By order of the Board

St James's Corporate Services Limited

Company Secretary

Registered Office:
Suite 31, Second Floor
107 Cheapside
London EC2V 6DN

Date: 18 May 2018

Notice of Annual General Meeting

continued

Notes to the notice of Annual General Meeting

Appointment of proxies

1. As a member of the Company, you are entitled to appoint a proxy 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. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact Link Asset Services, PXS1, 34 Beckenham Road, Kent, BR3 4ZF, England. If you fail to specify the number of shares to which each proxy relates or specify a number of shares greater than that held by you on the record date, your proxy appointments will be invalid.
4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.

Appointment of proxy using hard copy proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, it must be:
 - 5.1 completed and signed;
 - 5.2 sent or delivered to the Company's registrars at Link Asset Services, PXS1, 34 Beckenham Road, Kent BR3 4ZF, England; and
 - 5.3 received by Link Asset Services no later than 11am on 8 June 2018.
6. In the case of a member 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.
7. 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.
8. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001 (SI 2001/3755), specifies that only those ordinary shareholders registered in the register of members at close of business on 8 June 2018 or, in the event the meeting is adjourned, in the register of members at close of business on the day two days before the date of any adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of ordinary shares in the capital of the Company registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

Notice of Annual General Meeting

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Appointment of proxies through CREST

9. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST 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.
10. 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 ("EUI") 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 the issuer's agent (ID: RAI0) by 11am on 8 June 2018. 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as are 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 sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
12. 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 (SI 2001/3755).

Appointment of proxy by joint members

13. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

Changing proxy instructions

14. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut off time for receipt of proxy appointments specified in those paragraphs also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
15. 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 Link Asset Services. 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.

Notice of Annual General Meeting

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Termination of proxy appointments

16. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Asset Services. In the case of a member 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.
17. The revocation notice must be received by the Company no later than 11am on 8 June 2018.
18. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 19 below, your proxy appointment will remain valid.
19. 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

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

Documents available for inspection

21. The following documents will be available for inspection at the registered office of the Company on any weekday (except Saturdays, Sundays and Bank Holidays) during normal business hours from the date of this notice until the date of the meeting and at the place of the meeting for 15 minutes prior to and until the conclusion of the meeting: statement of transactions of Directors (and of their family interests) in the share capital of the Company and any of its subsidiaries; copies of the Directors service agreements and letters of appointment with the Company; the register of Directors interests in the share capital of the Company (maintained under section 809 of the CA 2006); and the articles of association of the Company.

Total voting rights

22. As at close of business on 16th May 2018 (being the last business day prior to the publication of this notice), the Company's issued share capital comprised 63,850,388,257 ordinary shares of 0.005p each, 1,363,925,475 deferred shares of 0.1p each and 856,547,275 B deferred shares of 0.095p 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 close of business on 16th May 2018 is 63,850,388,257.

Communication

23. Except as provided above, members who have general queries about the meeting should contact the Company's registrar, Link Asset Services, PXS1, 34 Beckenham Road, Kent BR3 4ZF, England.

Notice of Annual General Meeting

continued

Explanatory notes to the notice of Annual General Meeting

1. Directors' report and accounts (Resolution 1)

This resolution will be proposed as an ordinary resolution. The directors of the Company (the "directors") are required by the Act to present to the meeting the directors' and auditors' reports and the audited accounts for the year ended 31 December 2017. The report of the directors and the audited accounts have been approved by the directors, and the report of the auditors has been approved by the auditors, and a copy of each of these documents may be found in the annual report and accounts of the Company.

The value of the Company's net assets is less than half of its called-up share capital. In such circumstances, the Directors are required under section 656 of the Act to convene a general meeting of the Company for the purpose of considering whether any, and if so what, steps should be taken to deal with the situation. Accordingly, this matter will be discussed at the annual general meeting.

2. Director re-election (Resolution 2)

This resolution will be proposed as an ordinary resolution. Article 20.1 of the Company's articles of association states that at each annual general meeting one-third of the directors (or, if their number is not a multiple of three, the number of directors nearest to but not greater than one-third) must retire from office at the annual general meeting in every year. Accordingly, Mr M Wellesley-Wood is retiring and offers himself for re-election under this provision.

3. Director reappointments (Resolutions 3 and 4)

These resolutions will be proposed as ordinary resolutions. Article 20.7 of the Company's articles of association states that any director appointed by the board holds office only until the conclusion of the next following Annual General Meeting and is eligible for reappointment at that meeting. Accordingly, Ms K O'Mahony and Mr D Fletcher are offering themselves for reappointment under this provision.

Biographical details of all of the directors are set out on page 12 of the annual report and accounts of the Company.

4. Appointment and remuneration of auditors (Resolution 5)

This resolution will be proposed as an ordinary resolution. This resolution proposes the appointment of Grant Thornton UK LLP as the auditors of the Company and, in accordance with standard practice, gives authority to the directors to determine their remuneration.

5. Authority to allot shares (Resolution 6)

This resolution will be proposed as an ordinary resolution. Resolution 6 enables the directors to allot Relevant Securities (including new ordinary shares). The maximum nominal amount of securities which the Board will have authority to allot pursuant to this resolution is £2,159,129.50. This amount is in line with the ABI Guidelines which recommend that the directors' authority to allot share capital be limited to a sum equal to two-thirds of the issued ordinary share capital plus the amount required in order to satisfy outstanding share options and warrants on condition that £1,064,173 (representing one-third of the Company's issued ordinary share capital) can only be allotted pursuant to a rights issue. Resolution 6 will, if passed, renew the similar authority to allot given to the directors at last year's Annual General Meeting.

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6. Disapplication of pre-emption rights (Resolution 7)

Resolution 7 will be proposed as a special resolution. Resolution 7 is required to authorise the directors to allot securities for cash subject to statutory pre-emption rights in favour of shareholders and to disapply statutory pre-emption rights on the allotment of a limited number of equity securities (including new ordinary shares). In light of the ABI Guidelines described in relation to resolution 6 above, this authority will permit the directors to allot:

- (a) shares up to approximately two-thirds of the Company's issued ordinary share capital on an offer to existing shareholders on a pre-emptive basis. However, unless the shares are allotted pursuant to a rights issue (rather than an open offer), the directors may only allot shares up to approximately one-third of the Company's issued ordinary share capital; and
- (b) shares up to a maximum nominal amount of £319,251, such amount equating to 10 per cent. of the aggregate nominal value of the issued ordinary share capital of the Company at the date of this notice.

The authority sought under resolution 7 will expire at the earlier of the conclusion of the annual general meeting of the Company in 2019.

Resolution 8 will also be proposed as a special resolution. The directors are seeking authority to grant options over up to 2,666,666,667 ordinary shares of 0.005p each, such options to be granted to both current and future directors and employees of the Company.

7. Proposed capital reorganisation (Resolution 9)

The Company's issued ordinary share capital currently consists of 63,850,388,257 ordinary shares of 0.005 pence each ("Existing Ordinary Shares"). The number of shares in issue is considerably higher than the majority of companies on AIM and the Board believes that this, combined with the current share price of 0.04p per share (as at 16 May 2018) affects investor perception of the Company. Accordingly, the primary objective of the capital reorganisation is to reduce the number of Existing Ordinary Shares in issue to a level which is more in line with other comparable AIM-traded companies with the intention of also creating a higher share price per ordinary share in the capital of the Company. The Directors also believe that the capital reorganisation should improve the marketability of the ordinary shares.

Under the capital reorganisation every 1,000 Existing Ordinary Shares will be consolidated into one ordinary share of 5 pence each ("New Ordinary Shares"). However, where such consolidation results in any shareholder being entitled to a fraction of a Consolidated Share, as the maximum amount of such fraction would be less than 40p payable to any one shareholder and further that the aggregate gross proceeds of the total fractions payable would not be expected to be more than £100.00, such fraction shall be disregarded.

Resolution 9 will be proposed as an ordinary resolution and if the resolution is passed, the capital reorganisation will become effective immediately following close of business on 12 June 2018 (being the date of the AGM).

In anticipation of the Resolution being passed by members, the Company will, immediately prior to the Annual General Meeting, issue such number of additional Existing Ordinary Shares as will result in the total number of Existing Ordinary Shares in issue being exactly divisible by 1,000. Assuming no other Existing Ordinary Shares are issued between the date of this notice and immediately before the Annual General Meeting, this will result in 743 Existing Ordinary Shares being issued and will create 63,850,389 New Ordinary Shares (subject to the revision to the Company's issued share capital between the date of this document and close of business on the date of the AGM).

Fractional Entitlements

The Consolidation will give rise to fractional entitlements to a New Ordinary Share where any holding is not precisely divisible by 1,000. No certificates regarding fractional entitlements will be issued. Instead any New Ordinary Shares in respect of which there are fractional entitlements will be disregarded.

Tri-Star Resources Plc

(Incorporated in England with registered number 04863813)
(the "Company")

Form of Proxy

I/We _____ (PRINT NAME)

of _____ (PRINT ADDRESS)

Before completing this form, please read the explanatory notes overleaf.

I/We being a member of the Company appoint the chairman of the meeting or (see note 3 below).

as my/our proxy to attend, speak and vote on my/our behalf at the annual general meeting of the Company to be held at the Queen Victoria Suite, Second Floor, 107 Cheapside, London EC2V 6DN, England at 11 am (BST) on 12 June 2018 and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an "X". If no indication is given, my/our proxy will vote or abstain from voting at his discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he thinks fit in relation to any other matter which is properly put before the meeting.

Ordinary resolutions	FOR	AGAINST	WITHHELD
1. To receive the reports and accounts for the financial year ended 31 December 2017.			
2. To re-elect Mark Wellesley-Wood as a director.			
3. To elect Karen O'Mahony as a director.			
4. To elect David Fletcher as a director.			
5. To reappoint Grant Thornton UK LLP as auditors.			
6. To authorise the directors to allot relevant securities.			
Special resolutions			
7. To disapply statutory pre-emption rights relating to the allotment of equity securities.			
8. To authorise the directors to allot shares pursuant to any Company share option scheme.			
Ordinary resolution			
9. To consolidate every 1,000 ordinary shares of 0.005 pence each into 1 ordinary share of 5 pence.			

Signature: _____ Date: _____ 2018

**PLEASE INSERT INTO REPLY-PAID ENVELOPE SUPPLIED
 SEE NOTES OVERLEAF**

Notes to the Form of Proxy

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. 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.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrars, Link Asset Services, at the address specified below. If you fail to specify the number of shares to which each proxy relates or specify a number of shares greater than that held by you on the record date, your proxy appointments will be invalid.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his/her discretion. Your proxy will vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is put before the meeting. To abstain from voting on a resolution, select the relevant "Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution.
6. To appoint a proxy using this form, the form must be:
 - 6.1 completed and signed;
 - 6.2 sent or delivered to the Company's registrars, Link Asset Services, PXS1, 34 Beckenham Road, Kent BR3 4ZF, England; and
 - 6.3 received by the Company's registrars no later than 11 am (BST) on 8 June 2018.
7. In the case of a member which is a company, this 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.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.
10. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent (ID: RA10) by 11 am (BST) on 8 June 2018. See the notes to the notice of meeting for further information on proxy appointment through CREST.
11. All shareholders who wish to attend and vote at the meeting must be entered on the Company's register of members no later than 11 am (BST) on 8 June 2018. Changes to entries on the Company's register of members after this time will be disregarded in determining the rights of any person to attend or vote at the meeting.
12. 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.
13. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
14. Please complete and return to: Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, England.