

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

If you have sold or otherwise transferred all your shares in the Company, please send this document, together with the accompanying documents, as soon as possible 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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## **BEZANT RESOURCES PLC CHAIRMAN'S LETTER AND NOTICE OF ANNUAL GENERAL MEETING**

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This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 2 to 4 of this document and which recommends you vote in favour of the resolutions to be proposed at the Annual General Meeting.

Your attention is drawn to a notice convening an Annual General Meeting of the Company to be held at Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG on Monday 25 October 2021 at 11:00 a.m. is set out at the end of this document.

You will not receive a hard copy form of proxy for the 2021 AGM in the post. Instead, you will be able to vote electronically using the link [www.signalshares.com](http://www.signalshares.com). You will need to log into your Signal Shares account, or register if you have not previously done so. To register you will need your Investor Code, this is detailed on your share certificate or available from our Registrar, Link Group. You may request a hard copy form of proxy directly from the Registrars, Link Group, Tel 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Alternatively, you may request a hard copy form of proxy directly from the Registrars, by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk).

**Proxies** (whether submitted electronically or a hard copy submitted by post) must be received by Link Group in accordance with instructions provided for the relevant method of submitting a proxy by no later than 11:00 a.m. on Friday 22 October 2021.

### **COVID-19 – IMPORTANT – PLEASE READ**

The Board has been closely monitoring public health guidance and legislation issued by the UK governments relating to the COVID-19 pandemic. The safety of our employees, shareholders and other stakeholders is of paramount importance to us and we will be taking measures to reduce the risks associated with COVID-19. We strongly encourage and request shareholders to appoint the chairman of the annual general meeting as their proxy or rather than attend in person due to the COVID-19 associated risks.

If your preference is to attend the annual general meeting in person, please note that, whilst we currently anticipate this will be possible, we are committed to following government guidelines in place as at the date of the annual general meeting and will also be asking all attendees to adhere to the safety measures of the venue. If you plan to attend in person, we would appreciate proper confirmation by email to [info@bezantresources.com](mailto:info@bezantresources.com) to allow us to plan appropriately as numbers may be restricted.

Whilst it remains difficult to predict if government restrictions or guidance may change, we will ensure any changes to the Annual General Meeting arrangements are published on our website and/ or via regulatory information service. Please also check the latest Government guidance before you consider traveling to the venue.

## LETTER FROM THE CHAIRMAN OF BEZANT RESOURCES PLC

(Incorporated and registered in England and Wales under company registration number 02918391)

### Directors

Colin Bird (Executive Chairman)  
Raju Samtani (Finance Director)  
Edward Slowey (Technical Director)  
Evan Kirby (Non-executive Director)  
Ronnie Siapno (Non-executive Director)

Registered Office  
Quadrant House Floor 6  
4 Thomas More Square  
London E1W 1YN

1 October 2021

To the Shareholders (and, for information only, to the holders of options and warrants to subscribe for Ordinary Shares)

Dear Shareholder

**Introduction:** This circular contains the formal notice of the Company's 2021 Annual General Meeting (AGM) to be held at will be held at Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG on Monday 25 October 2021 at 11:00 a.m.

**COVID-19 IMPACT ON AGM:** The AGM is an important event in the Company's corporate calendar and provides an opportunity for the Company's directors to engage with shareholders. We remain committed, where possible, to ensuring that shareholders can exercise their right to vote and ask questions at the upcoming AGM. However, the health and well-being of our colleagues, shareholders and the wider community in which we operate is and will continue to be of paramount importance to us. We strongly encourage and request shareholders to appoint the chairman of the annual general meeting as their proxy rather than attend in person due to the COVID-19 associated risks.

If your preference is to attend the AGM in person, please note that, whilst we currently anticipate this will be possible, we are committed to following Government guidelines in place as at the date of the annual general meeting and will also be asking all attendees to adhere to the safety measures of the venue. If you plan to attend in person, we would appreciate proper confirmation by email to [info@bezantresources.com](mailto:info@bezantresources.com) to allow us to plan appropriately as numbers may be restricted.

**Changes to the AGM arrangements:** The Company is closely monitoring the legal and regulatory developments relating to COVID-19, including potential further measures imposed by the UK Government and advice given by the UK Government. As a result, it might be necessary to alter the arrangements for the AGM, in which case shareholders will be notified promptly via RNS and the Company's website.

### Resolutions

The Notice of Meeting is on pages 5 to 9 of this document details the items of business for the AGM, with your Directors seeking renewal of the standard authorities granted at previous AGMs. The resolutions to be proposed at the AGM are as follows:

#### *Directors' report and accounts 2019 (Resolution 1)*

This resolution will be proposed as an ordinary resolution. The report of the directors and the audited accounts for 2019 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 on the Company's website.

#### *Directors' report and accounts 2020 (Resolution 2)*

This resolution will be proposed as an ordinary resolution. The report of the directors and the audited accounts for 2020 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 on the Company's website.

#### *Director re-election (Resolution 3)*

This resolution will be proposed as an ordinary resolution. Article 99 of the Articles 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, unless their number is fewer than three, in which case one director) shall retire from office by rotation. Accordingly, Mr Ronnie Bongon Siapno is retiring by rotation and offers himself for re-election.

*Director appointment (Resolution 4)*

This resolution will be proposed as an ordinary resolution. Article 93 of the Articles states that where the Company has appointed a director they shall hold office until the next annual general meeting and shall then be eligible for re-election. Accordingly, Mr Raju Samtani who was appointed after the 2020 AGM is offering himself for re-appointment

*Director appointment (Resolution 5)*

This resolution will be proposed as an ordinary resolution. Article 93 of the Articles states that where the Company has appointed a director they shall hold office until the next annual general meeting and shall then be eligible for re-election. Accordingly, Mr Edward Patrick Slowey who was appointed after the 2020 AGM is offering himself for re-appointment

*Appointment and remuneration of auditors (Resolution 6)*

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

*Remuneration: Incentive Schemes (Resolution 7)*

This resolution will be proposed as an ordinary resolution. The Company intends to put in place new incentive schemes to more closely align the interest of directors, officers, employees and consultants with those of shareholders by providing for the payment of short-term, annual and transaction incentive awards in cash or Company shares (the “**Proposed Incentive Schemes**”). Awards under the Proposed Incentive Schemes are not intended to replace the Company’s share option scheme arrangements and the Proposed Incentive Schemes, if approved, shall continue in place until the Board of the Company have put an alternative incentive scheme to the Company’s shareholders which the Company’s shareholders have approved. The principal terms of the Proposed Incentive Schemes are summarised in the Appendix to the Notice of AGM. No awards have been made or proposed to date pursuant to the Proposed Incentive Schemes and should they be approved by shareholders at the AGM, then any awards will comply at such time with all applicable AIM Rules including as appropriate AIM Rule 13 in respect of related party transactions.

*Authority to allot shares (Resolution 8)*

This resolution will be proposed as an ordinary resolution. Resolution 8 enables the directors to allot equity securities (including new ordinary shares). The maximum nominal amount of securities which the board will have authority to allot pursuant to this resolution is £100,000. Resolution 8 will, if passed, renew the authority to allot given to the directors at last year’s Annual General Meeting.

*Disapplication of pre-emption rights General (Resolution 9)*

This resolution will be proposed as a special resolution. Resolution 9 is required to authorise the directors to allot equity securities for cash as if the statutory pre-emption rights in favour of shareholders did not apply, subject to the limitations set out in Resolution 9 and is subject also to the maximum number of shares the directors are authorised to allot in accordance with Resolution 8. The maximum nominal amount of securities which the board will have authority to allot pursuant to this resolution is £100,000.

The authority sought under Resolutions 8 and 9 will expire at the earlier of the conclusion of the next annual general meeting of the Company or fifteen months from the date of the 2021 AGM.

**Voting Electronically:** You will be able to vote electronically at [www.signalshares.com](http://www.signalshares.com). You will need to log into your Signal Shares account, or register if you have not previously done so. To register you will need your Investor Code, this is detailed on your share certificate or available from our Registrar, Link Group.

**COVID-19 IMPACT ON AGM:** The AGM is an important event in the Company’s corporate calendar and provides an opportunity for the Company’s directors to engage with shareholders. We remain committed, where possible, to ensuring that shareholders can exercise their right to vote and ask questions at the upcoming AGM. However, the health and well-being of our colleagues, shareholders and the wider community is and will continue to be of paramount importance to us. We strongly encourage and request shareholders to appoint the chairman of the annual general meeting as their proxy rather than attend in person due to the COVID-19 associated risks.

If your preference is to attend the annual general meeting in person, please note that, whilst we currently anticipate this will be possible, we are committed to following government guidelines in place as at the date of the annual general meeting and will also be asking all attendees to adhere to the safety measures of the venue. If you plan to

attend in person, we would appreciate proper confirmation by email to [info@bezantresources.com](mailto:info@bezantresources.com) to allow us to plan appropriately as numbers may be restricted.

You will not receive a hard copy form of proxy for the 2021 AGM in the post. Instead, you will be able to vote electronically using the link [www.signalshares.com](http://www.signalshares.com). You will need to log into your Signal Shares account, or register if you have not previously done so. To register you will need your Investor Code, this is detailed on your share certificate or available from our Registrar, Link Group. You may request a hard copy form of proxy directly from the registrars, Link Group on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Alternatively you may request a hard copy form of proxy directly from the Registrars, by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk).

**Recommendation:** The Board considers that each of the resolutions to be put to the Annual General Meeting is in the best interests of the Company and its shareholders as a whole. Accordingly, the Board unanimously recommends that shareholders vote in favour of each of the resolutions to be put to the Annual General Meeting, as the directors intend to do in respect of their own shareholdings in the Company.

Yours faithfully,

Colin Bird  
Chairman

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 Annual General Meeting of Bezant Resources Plc (Company) will be held at Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG on Monday 25 October 2021 at 11:00 a.m.

Members will be asked to consider and, if thought fit, pass the resolutions set out below. Resolutions 1 to 8 will be proposed as ordinary resolutions and Resolution 9 will be proposed as a special resolution. The business to be transacted under Resolutions 1 to 8 is deemed to be ordinary business under the Company's Articles of Association and the business under Resolution 9 is deemed to be special business under the Company's Articles of Association.

### ORDINARY RESOLUTIONS

1. To receive and adopt the directors' report and financial statements of the Company for the year ended 31 December 2020, together with the auditors' report thereon.
2. To receive and adopt the directors' report and financial statements of the Company for the year ended 31 December 2020, together with the auditors' report thereon.
3. To approve the re-appointment of Mr. Ronnie Bongon Siapno as a Director of the Company, having been made a director previously and being eligible for re-election.
4. To ratify the appointment of Mr. Raju Samtani as a Director of the Company as he was appointed Finance Director subsequent to the 2020 AGM.
5. To ratify the appointment of Mr. Edward Patrick Slowey Samtani as a Director of the Company as he was appointed Technical Director subsequent to the 2020 AGM.
6. To approve the re-appointment of as auditors of the Company and to authorise the directors to fix their remuneration. "To re-appoint UHY Hacker Young LLP as auditor to the Company, to hold office until the earlier of (i) the next annual general meeting of the Company or (ii) their resignation as agreed with the Company upon the identification by the Directors of a replacement auditor at the end of the proposed tender process for the Company's auditor, at a fee to be agreed by the Directors."
7. To approve and adopt the Proposed Incentive Schemes the principal terms of which are set out in the Appendix to the Notice of AGM. Awards under the Proposed Incentive Schemes are not intended to replace the Company's share option scheme and the Proposed Incentive Schemes, if approved, shall continue in place until the Board of the Company have put an alternative incentive scheme to the Company's shareholders which the Company's shareholders have approved.
8. **THAT**, for the purposes of section 551 of the Companies Act 2006 (the "**Act**"):
  - (a) the directors of the Company be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company (the "**Rights**") up to an aggregate maximum nominal amount of £100,000 to such persons and at such times and on such terms and conditions as the Directors think proper, such authority, unless previously revoked or varied by the Company in a General Meeting, to expire at the conclusion of the next Annual General Meeting of the Company following the date on which this resolution is passed or, if earlier, fifteen months from the date of this resolution; and
  - (b) the Company be and is hereby authorised prior to the expiry of such period referred to in sub paragraph (a) above to make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may

allot shares or grant Rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired,

so that all previous and existing authorities conferred on the Directors in respect of the allotment of shares or grant of Rights pursuant to the said section 551 of the Act be and they are hereby revoked provided that this resolution shall not affect the right of the Directors to allot shares or grant Rights in pursuance of any offer or agreement entered into prior to the date hereof.

### **SPECIAL RESOLUTION**

9. **THAT**, subject to and conditional upon the passing of the resolution numbered 8 above, the Directors be and are hereby empowered, in accordance with section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act), wholly for cash, under the authority conferred on them by resolution number 8 above as if section 561(1) of the Act did not apply to such allotment, provided that the power conferred by this resolution shall:
- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £100,000;
  - (b) be limited to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities pursuant to the exercise of any share options issued pursuant to the Executive Share Option Scheme (as approved at the Annual General Meeting held on 22 June 2018) representing up to 10 per cent of the issued ordinary share capital of the Company from time to time; and
  - (c) expire at the conclusion of the next Annual General Meeting of the Company following the date on which this resolution is passed or, if earlier, fifteen months from the date of passing this resolution (unless renewed, varied or revoked by the Company prior to or on that 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired. This authority shall replace all existing authorities conferred on the Directors in respect of the allotment of equity securities to the extent that the same have not previously been utilised.

By Order of the Board

**York Place Company Secretaries Limited**

*Company Secretary*

**Registered Office:**  
Floor 6, Quadrant House  
4 Thomas More Square  
London E1W 1YW

**Dated: 1 October 2021**

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING (“AGM”):

### Entitlement to attend the AGM

1. The holding of the meeting will be kept under review in line with Public Health England guidance. However, based on current measures implemented by the Government in the United Kingdom attendance at the meeting is permitted.

### Entitlement to vote by proxy

2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members on the Company’s register of members at:
  - close of business on 22 October 2021; or
  - in the event that this AGM is adjourned, at close of business on the day two days prior to the adjourned meeting, shall be entitled to attend, speak and vote at the AGM in respect of the number of ordinary shares registered in their name at that time.

Changes to the register of members after close of business on 22 October 2021 shall be disregarded in determining the rights of any person to attend, speak and vote at the AGM.

### Appointment of proxies

3. If you are a member of the Company at the time set out in note 2 above, you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the AGM 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 in the notes to the proxy form.
4. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this “Appointment of proxies” section. Please contact the Company’s Registrars, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL for further information.
5. A proxy does not need to be a member of the Company but must attend the AGM to represent you. Details of how to appoint the Chairman of the AGM 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 AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
6. 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.
7. 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 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 AGM.

### Appointment of proxy

8. Shareholders may appoint a proxy, and vote, either:
  - a) by visiting [www.signalshares.com](http://www.signalshares.com), and following the instructions;
  - b) by requesting a hard copy form of proxy directly from the registrars, Link Group, by telephone on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am and 5.30pm Monday to Friday excluding public holidays in England and Wales; or
  - c) in the case of CREST members, by utilizing the CREST electronic proxy appointment service in accordance with the procedures set out below.

You can only appoint a proxy using the procedures set out in these Notes and in the notes to the proxy form.

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, the form must be:

- completed and signed;
- sent or delivered to the Company’s Registrars, Link Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL; and
- received by Link Group no later than 11.00 a.m. on 22 October 2021.

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.

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, together with a duly completed certificate of non-revocation of such power or authority.

### Electronic proxies

9. You may register your proxy appointment and instructions on-line by visiting Signal Shares, [www.signalshares.com](http://www.signalshares.com), selecting BEZANT RESOURCES PLC and following the instructions. In order to register your vote on-line you will need to enter your

Investor Code which appears on the bottom right-hand side of your share certificate.

#### **Appointment of proxies through CREST**

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by utilising 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.

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 **Link Market Services (CREST Participant ID Number RA10)**) by 11.00 a.m. on 22 October 2021. 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.

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/her CREST sponsor or voting service provider(s) take(s)) 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 sponsors 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.

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

11. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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).

#### **Changing proxy instructions**

12. 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 (see above) 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 the Company's Registrars, Link Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL. 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 appointments**

13. 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 Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL. 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.

The revocation notice must be received by Link Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL no later than 48 hours before the date and time of the meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

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

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

14. As at 6.00 p.m. on 30 September 2021, the Company's issued share capital comprised 3,939,951,615 ordinary shares of £0.00002 per share. Each ordinary share carries the right to one vote at a general meeting of the Company. Therefore, the total number of voting rights in the Company as at 6.00 p.m. on 30 September 2021 is 3,939,951,615.

#### **Communication**

15. Except as provided above, members who have general queries about the AGM should communicate via telephonic means or in writing to the registered address of the Company (no other methods of communication will be accepted):

Colin Bird  
Chairman, Bezant Resources Plc  
Tel +44 (0) 20 3416 3695

You may not use any electronic address to communicate with the Company for any purposes in connection with this Notice of AGM.

## APPENDIX to Notice of Bezant Resources Plc 2021 AGM Notice of Meeting

Summary of the principal terms of the Bezant Resources Plc Proposed Incentive Schemes (the “**Proposed Incentive Schemes**”)

**Overview:** The Proposed Incentive Schemes are intended to put in place new short-term, annual and transaction incentive awards payable in cash and/or Company shares to align the interest of directors, officers, employees and consultants with those of shareholders. These awards are not intended to replace the Company’s share option scheme and shall continue until the Board of the Company have put an alternative incentive scheme to the Company’s shareholders which the Company’s shareholders have approved.

**Eligibility:** Directors, officers, employees and consultants of the Bezant Resources Plc group (“**Eligible Participants**”). Eligible Participants, who are good leavers, may continue to be eligible for awards for up to 12 months from their resignation or retirement.

**Operation and purpose:** The remuneration committee of the Company will make awards to Eligible Participants to reward, retain and recruit Eligible Participants and reward performances against performance measures determined by the remuneration committee. A member of the remuneration committee will not participate in the determining of their own award. The remuneration committee will in determining awards relative to annual salary have regard to median salaries of AIM company executives in the annual KPMG or similar type comparative survey of the remuneration of AIM company executives of companies with comparable projects at a similar stage of development to Bezant (“**Comparable Median Annual Salary**”). The remuneration committee will in making awards determine appropriate key performance indicators for the Eligible Participant to meet (“**Award Triggers**”).

**Short Term Incentive Awards:** Eligible Participants with direct involvement in meeting short term operational targets for example production or exploration targets will be eligible for incentive awards determined by the remuneration committee. The maximum award shall be capped at two (2) times the Eligible Participants’ Comparable Median Annual Salary. Awards may be paid in cash and /or Company shares and if in Company shares based on the 30-day VWAP following announcement of the Company’s interim and final results. Awards of Company shares to Directors and PDMRs may be subject to a minimum holding period of up to 3 months to be determined.

**Annual Incentive Awards:** These will be awarded to Eligible Participants with approximately 25% of their awards being related to Company performance and approximately 75% related to individual key performance indicators determined by the remuneration committee. The maximum award shall be capped at three (3) times the Eligible Participants’ Comparable Median Annual Salary. Awards may be paid in cash and / or Company shares and if in Company shares based on the 30-day VWAP following announcement of Company’s interim and final results. Awards of Company shares to Directors and PDMRs may be subject to a minimum holding period of up to 3 months to be determined. An Eligible Participant who has been awarded a Short Term Incentive Award is eligible for an Annual Incentive Award but their Annual Incentive Award will be reduced by the amount due to them under their Short Term Incentive Award.

**Transaction Incentive Awards:** These will be awarded to Eligible Participants and the Award Triggers will be based on the Company completing a successful acquisition or disposal transaction (the “**Transaction**”) based on criteria determined by the remuneration committee. The maximum award payable in relation to a transaction will be in the range 1% to 2% of the Transaction value and be allocated amongst the Eligible Participants by the remuneration committee. Awards may be paid in cash and / or Company shares and if in Company shares based on the 30-day VWAP following the date the Company announces the Transaction.

**Corporate Event:** In the event of a takeover or merger, general offer being made to shareholders, scheme of arrangement, member’s voluntary winding up, change of control or other similar corporate event (a “**Corporate Event**”), the Eligible Participant will be deemed to have met their Annual Incentive Award and / or Award Trigger unless determined otherwise by the Remuneration committee taking into account the Eligible Participants Annual Trigger and / or Award Trigger.