

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.

BEZANT RESOURCES PLC CHAIRMAN'S LETTER AND NOTICE OF GENERAL MEETING

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 General Meeting.

Your attention is drawn to a notice convening a General Meeting of the Company ("**GM**") to be held at Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG on Wednesday 29 December 2021 at 09:30 a.m. is set out at the end of this document.

You will not receive a hard copy form of proxy for the GM in the post. Instead, you will be able to vote electronically using the link 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 enquiries@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 09:30 a.m. on Thursday 23 December 2021.

COVID-19 – IMPORTANT – PLEASE READ

The Board has been closely monitoring public health guidance and legislation issued by the UK government 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 General Meeting as their proxy rather than attend in person due to the COVID-19 associated risks.

If your preference is to attend the 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 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 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 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

9 December 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 General Meeting (GM) to be held at Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG on Wednesday 29 December 2021 at 09:30 a.m.

COVID-19 IMPACT ON GM: The GM 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 GM. 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 general meeting as their proxy rather than attend in person due to the COVID-19 associated risks.

If your preference is to attend the GM 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 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 to allow us to plan appropriately as numbers may be restricted.

Purpose of General Meeting

On 21 October 2021 the Company announced a placing of ordinary shares of 0.002p each ("**Ordinary Shares**") at a price of 0.13 pence per Ordinary Share to raise £1,200,000 (the "**Placing**"). As part of the consideration for that Placing, places were also issued warrants (the "**Warrants**") over 461,538,462 Ordinary Shares at an exercise price of 0.25p per Ordinary Share for a period of three years from the date of admission of the 923,076,923 Ordinary Shares issued as a result of the Placing ("**Placing Shares**") on 4 November 2021.

Whilst the directors had sufficient authority to allot and issue the Placing Shares, they did not have sufficient authority to issue Ordinary Shares upon exercise of the Warrants and accordingly a resolution is proposed to authorise the issue of those Ordinary Shares in the event of the exercise of the Warrants.

In addition, outstanding remuneration is owed to a director of the Company, Colin Bird, amounting to £80,000 and fees of £50,000 to Quantum Capital & Consulting Limited, a personal service company of Michael Allardice who is a person discharging managerial responsibilities on behalf of the Company (collectively, the "**Accrued Fees**"). It is proposed that the Accrued Fees be satisfied by the issue of new Ordinary Shares upon the same terms as the Placing. Accordingly it is proposed that the Accrued Fees will be satisfied by the issue of Ordinary Shares at a price of 0.13 pence per Ordinary Shares (being the price at which Ordinary Shares were issued at the Placing) and Warrants equivalent to one half of the number of Ordinary Shares to be issued exercisable at a price of 0.25p per Ordinary Shares.

Although the directors have authority pursuant to resolution no. 8 which was passed at the Company's annual general meeting held on 25 October 2021 ("**AGM**") to allot the relevant Ordinary Shares in satisfaction of the Accrued Fees, as a matter of corporate governance, the Company is seeking the authority of shareholders to issue Ordinary Shares and Warrants to satisfy the Accrued Fees in order to preserve the Company's cash resources and to continue the implementation of the Company's strategy. The number of Ordinary Shares

and Warrants to be issued are shown in the table below:

Person	Period of Accrued Fees	Accrued Fees	Ordinary Shares	Warrants
Colin Bird	Aug 19 – Sep 21	£80,000	61,538,462	30,769,231
Quantum Capital and Consulting Ltd (Michael Allardice)	Dec 19 – June 20	£50,000	38,461,538	19,230,769

The Company's closing share price on 7 December 2021 the last practical date prior to the issue of this notice was 0.135 pence per Ordinary Share.

If Shareholder approval is not obtained to authorise the issue of these Ordinary Shares and Warrants, the Accrued Fees will still be due and will be paid in cash to the director and consultant to whom the Accrued Fees are due.

Resolutions

The Notice of Meeting on pages 5 to 8 of this document details the items of business for the GM, in order to implement the proposals referred to above. The resolutions to be proposed at the GM are as follows:

Authority to Allot Shares re Warrants (Resolution 1)

This Resolution will be proposed as an ordinary resolution. Resolution 1 enables the directors to allot equity securities (including new Ordinary Shares) for the purposes of the issue of up to 461,538,462 Ordinary Shares pursuant to the exercise of the Warrants issued under the Placing. Resolution 1 will, if passed, supplement the authority to allot equity securities given to the directors at the AGM.

Authority to Allot Shares re Accrued Fees (Resolution 2)

This Resolution will be proposed as an ordinary resolution. Resolution 2 enables the directors to allot equity securities (including new Ordinary Shares) for the purposes of (a) the issue of 100,000,000 Ordinary Shares in satisfaction of the Accrued Fees at a price of 0.13p per Ordinary Share and (b) the issue of up to 50,000,000 Ordinary Shares pursuant to the exercise of Warrants at a price of 0.25p per Ordinary Share.

Disapplication of pre-emption rights General (Resolution 3)

This resolution will be proposed as a special resolution. Resolution 3 is required to authorise the directors to allot equity securities for cash and as otherwise discharged, as if the statutory pre-emption rights in favour of shareholders did not apply, subject to the limitations set out in Resolution 3 and is subject also to the maximum number of shares the directors are authorised to allot in accordance with Resolution 1 and Resolution 2.

Voting Electronically: You will be able to vote electronically at 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 GM: We remain committed, where possible, to ensuring that shareholders can exercise their right to vote and ask questions at the upcoming GM. 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 general meeting as their proxy rather than attend in person due to the COVID-19 associated risks.

If your preference is to attend the 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 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 to allow us to plan appropriately as numbers may be restricted.

You will not receive a hard copy form of proxy for the GM in the post. Instead, you will be able to vote electronically using the link 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 enquiries@linkgroup.co.uk.

Recommendation: The Board considers that each of the resolutions to be put to the 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 General Meeting, as the directors intend to do in respect of their own shareholdings in the Company.

Yours faithfully,

Colin Bird
Chairman

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Bezant Resources Plc (Company) will be held at Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG on Wednesday 29 December 2021 at 9:30 a.m.

Members will be asked to consider and, if thought fit, pass the resolutions set out below. Resolutions 1 and 2 will be proposed as ordinary resolutions and Resolution 3 will be proposed as a special resolution. The business to be transacted under Resolution 3 is deemed to be special business under the Company's Articles of Association.

ORDINARY RESOLUTIONS

1. **THAT** for the purposes of section 551 of the Companies Act 2006 (the "**Act**") 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 £9,230,769.24 for the purpose of the allotment and issue of up to 461,538,462 ordinary shares of 0.002p each (the "**Ordinary Shares**") at an exercise price of 0.25p per Ordinary Share pursuant to the exercise of warrants issued to investors in connection with a placing of Ordinary Shares by the Company on 21 October 2021 (the "**Warrants**") so that such authorities conferred on the Directors in respect of the allotment of shares pursuant to the said section 551 of the Act shall be supplemental to all previous and existing authorities conferred on the Directors prior to the date hereof.
2. **THAT** for the purposes of section 551 of the Companies Act 2006 (the "**Act**") 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 £3,000 for the following purposes:
 - a. the allotment and issue of 61,538,462 Ordinary Shares to Colin Bird, a director of the Company, and up to 30,769,231 Ordinary Shares pursuant to the exercise of Warrants to be issued to Mr Bird in settlement of outstanding directors fees due to him amounting to £80,000 in aggregate; and
 - b. the allotment and issue of 38,461,538 Ordinary Shares to Quantum Capital & Consulting Limited, a personal service company of Michael Allardice, who is a person discharging managerial responsibilities on behalf of the Company, and up to 19,230,769 Ordinary Shares pursuant to the exercise of Warrants to be issued to Quantum Capital & Consulting Limited in settlement of outstanding fees amounting to £50,000 in aggregate.

so that such authorities conferred on the Directors in respect of the allotment of shares pursuant to the said section 551 of the Act shall be supplemental to all previous and existing authorities conferred on the Directors prior to the date hereof.

SPECIAL RESOLUTION

3. **THAT**, subject to and conditional upon the passing of the resolution numbered 1 and/ or the resolution numbered 2 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 and as otherwise referred to in the resolution numbered 1 and the resolution numbered 2 above under the authority conferred on them by resolution number 1 and resolution number 2 above as if section 561(1) of the Act did not apply to such allotment.

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: 9 December 2021

NOTES TO THE NOTICE OF GENERAL MEETING (“GM”):

Entitlement to attend the GM

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 23 December 2021; or
- in the event that this GM 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 GM 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 23 December 2021 shall be disregarded in determining the rights of any person to attend, speak and vote at the GM.

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 GM 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 GM to represent you. Details of how to appoint the Chairman of the GM 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 GM 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 GM.

Appointment of proxy

8. Shareholders may appoint a proxy, and vote, either:
 - a) by visiting 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 completing the form of proxy enclosed; 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 , Central Square, 29 Wellington Street, Leeds LS1 4DL; and
- received by Link Group no later than 09.30 a.m. on 23 December 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, 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 GM 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 09.30 a.m. on 23 December 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, 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, 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, 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 GM and voting in person. If you have appointed a proxy and attend the GM in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

14. As at 6.00 p.m. on 8 December 2021, the Company's issued share capital comprised 4,913,028,538 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 8 December 2021 is 4,913,028,538.

Communication

15. Except as provided above, members who have general queries about the GM 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 General Meeting other than to email info@bezantresources.com to advise that you intended to attend the General Meeting.