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If you have sold or transferred all of your registered holding in the Ordinary Shares in Aminex PLC, please forward this document and the Form of Proxy to the agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

AMINEX PLC
(Registered in Ireland Number 72399)



Directors

B.A. Hall (Chairman)
J. Bhattacharjee
O.Fjeld
A.N.J. Hay
T.A. Mackay
K.J. Phair
M.V. Williams

Registered Office:
6 Northbrook Road
Dublin 6

27 April 2017

To: The holders of Ordinary Shares and the holders of Warrants

Dear Shareholder/Warrantholder,

Notice of 2017 Annual General Meeting

The Annual General Meeting ("AGM") of Aminex PLC ("the Company") is to be held at 2.00 pm on Friday 19 May 2017 at The Stephen's Green Hibernian Club, 9 St Stephen's Green, Dublin 2, Ireland. The Notice of the Annual General Meeting is set out on pages 3 to 7.

Business of the Annual General Meeting

In addition to the Ordinary Business to be transacted at the Annual General Meeting (as set out in Resolutions 1 to 5), the Board also proposes as Special Business the Resolutions numbered 6 to 9, as explained below.

Resolution 6, which is an ordinary resolution, seeks a new authority to enable the Directors to allot relevant securities up to a maximum amount equal to the aggregate nominal value of the authorised but unissued share capital of the Company from time to time. This authority will remain in place until the earlier of the end of the next AGM or 15 months from the passing of this Resolution (provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred under this resolution has expired).

Resolution 7, which is a special resolution, seeks a new authority to disapply statutory pre-emption rights in relation to the allotment of equity securities. The authority will be limited to (i) the allotment of the equity securities in connection with any rights issue or any open offer to shareholders or otherwise in favour of shareholders holding Ordinary Shares and/or any persons having a right to subscribe for or convert securities into Ordinary Shares in the capital of the Company (including, without limitation, any holders of warrants and/or holders of options under the Company's share option scheme for the time being), and, in addition, (ii) the allotment of equity securities for cash up to an aggregate nominal value equal to €347,589, representing 10 per cent of the Company's issued ordinary share capital (excluding deferred share capital) as at 27 April 2017. The authority will remain in place until the earlier of the end of the next AGM or 15 months from the passing of this Resolution.

Resolution 8, which is a special resolution, maintains the existing authority that allows the Company to convene a general meeting (other than an annual general meeting or a general meeting called for the passing of a special resolution) on 14 days' notice.

Resolution 9, which is a special resolution, deals with the capital reorganisation of the Company. The resolution comprises:

- (i) the consolidation of the share capital of the Company by the consolidation of every 20 Ordinary Shares of €0.001 each into 1 Ordinary Share of €0.02. Further information is given below.

- (ii) the reduction of the share capital of the Company through the cancelling and extinguishing of the Deferred Shares of €0.059 each in the capital of the Company. The Deferred Shares were created on the renominalisation of the Ordinary Shares following shareholder approval at an extraordinary general meeting held on 24 February 2014. The Deferred Shares have no value and no voting rights and the Board consider it in the Company's interest to cancel and thereby simplify the share capital of the Company.
- (iii) amendments to the Company's Memorandum and Articles of Association arising from the proposed changes to the share capital.

Additional information on the consolidation of Ordinary Shares

The Share Consolidation is being proposed as the Board considers that it is desirable to consolidate Aminex's share capital in order to reduce share price volatility and to narrow bid/offer spreads. Further, the Board considers that a consolidation positions the share price alongside other companies of similar size following the recent increased confidence in the Company following drilling success in Tanzania.

The effect of the proposed consolidation will be to reduce the number of Ordinary Shares in issue by a multiple of approximately 20 and, accordingly, assuming normal market conditions, to increase the price at which the New Ordinary Shares will trade to approximately 20 times the value at which the existing Ordinary Shares currently trade.

Fractional Entitlements

The proposed consolidation would give rise to fractions of consolidated shares where a Shareholder's total holding of Ordinary Shares is less than 20 or is not exactly divisible by 20. The number of consolidated shares in Aminex held by Shareholders after the proposed consolidation will be rounded down to the nearest whole number.

Fractions of consolidated shares which arise under the proposed consolidation would be aggregated and Aminex's brokers will then exercise their reasonable endeavours to sell or procure the sale of such shares on the best terms reasonably obtainable at the time of sale. If the respective Shareholder's entitlement to net cash proceeds of such sales is less than €2.50, as provided in the Articles of Association, such net proceeds would not be returned to that Shareholder. Instead, under the proposed consolidation the net proceeds of such sales shall belong to and be vested in the Company. The Company will donate the aggregate net proceeds of the amounts less than €2.50 realised from the sale to charity. This will require no action on the part of the Shareholder.

If Resolution 9 is passed by Shareholders at the AGM, the Board intends to seek the High Court's confirmation of the Capital Reduction and to progress with the consolidation as soon as possible thereafter.

Subject to normal market conditions, the Capital Reorganisation should not affect the total market capitalisation of the Company.

Recommendation

The Directors believe that the Resolutions are in the best interest of the Company and its shareholders as a whole and recommend you vote in favour of the Resolutions as set out in the Notice of AGM as they intend to do themselves in respect of their own beneficial holdings of Ordinary Shares.

Yours faithfully,

B.A. Hall
Chairman

Notice of Meeting

NOTICE IS HEREBY GIVEN that the thirty-sixth Annual General Meeting of the Company will be held at The Stephen's Green Hibernian Club, 9 St Stephen's Green, Dublin 2, Ireland on 19 May 2017 at 2.00 pm for the purpose of considering and, if thought fit, passing the following Resolutions of which Resolutions numbered 1 to 6 (inclusive) will be proposed as Ordinary Resolutions and Resolutions numbered 7 to 9 will be proposed as Special Resolutions.

Ordinary Business

1. To receive and consider the Statement of Accounts for the year ended 31 December 2016 and the reports of the Directors and Auditor thereon.
2. To re-elect Mr. Bhattacharjee as a Director who retires in accordance with Article 102 of the Articles of Association.
3. To re-elect Mr. Mackay as a Director who retires in accordance with Article 102 of the Articles of Association.
4. To elect Mr. Fjeld as a Director who retires in accordance with Article 108 of the Articles of Association.
5. To authorise the Directors to fix the remuneration of the Auditor.

Special Business

6. That, in substitution for all existing authorities of the Directors pursuant to Section 1021 of the Companies Act 2014 (but without prejudice to the exercise of any such authority prior to the date hereof), the Directors be and are hereby generally and unconditionally authorised pursuant to Section 1021 of the Companies Act 2014 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 1021 of the Act) up to a maximum amount equal to the aggregate nominal value of the authorised but unissued share capital of the Company from time to time. The authority hereby conferred shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution or, if earlier, the date which is 15 months from the passing of this resolution, provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired.
7. That, in substitution for any existing authority of the Directors pursuant to Section 1023 of the Companies Act 2014 (but without prejudice to the exercise of any such authority prior to the date hereof), the Directors be and are hereby empowered pursuant to Section 1023 of the Companies Act 2014 to allot equity securities (as defined by Section 1023 of the Companies Act 2014 for cash as if sub-Section (1) of the said Section 1022 of the said Act did not apply to any such allotment provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with any offer of securities open for any period fixed by the Directors by way of rights, open offer or otherwise in favour of shareholders holding Ordinary Shares and/or any persons having a right to subscribe for or convert securities into Ordinary Shares in the capital of the Company (including, without limitation, any holders of warrants and/or holders of options under the Company's share option scheme for the time being) and subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems under the laws of, or the requirements of, any recognised body or stock exchange in any territory; and
 - (b) in addition and without prejudice to the authority conferred by paragraph (a) of this Resolution, the allotment of equity securities up to a maximum aggregate nominal value of €347,589.

The power hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company following the passing of this Resolution, or, if earlier, the date which is 15 months from the passing of this Resolution, 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 offer or agreement as if the power conferred hereby had not expired.

8. That, in accordance with Section 1102 of the Companies Act 2014, the period of notice for the convening of a general meeting of the Company (other than an annual general meeting or a general meeting called for the passing of a special resolution) be and is hereby reduced to at least 14 days' notice in writing (whether in electronic form or otherwise).
9. That:
 - (a) with effect from such time and date as the Directors may determine and publish on the Company's website after the reduction of capital described in paragraph (b) of this Resolution 9 has become effective, the issued, and authorised but unissued, share capital of the Company be altered by the consolidation of every 20 Ordinary Shares of €0.001 each into 1 Ordinary Share of €0.02;
 - (b) subject to the confirmation of the High Court in accordance with sections 84 and 85 of the Companies Act 2014, the share capital of the Company be reduced by cancelling and extinguishing all of the Deferred Shares of €0.059 each in the capital of the Company;

- (c) subject to the reduction of the share capital of the Company described in paragraph (b) of this resolution becoming effective, the Company's memorandum of association be amended by the insertion of new clause 5 in place of the existing clause 5 as follows:

"5. The share capital of the Company is €5,000,000 divided into 250,000,000 Ordinary Shares of €0.02 each."

- (d) subject to the reduction of the share capital of the Company described in paragraph (b) of this resolution becoming effective, the articles of association of the Company be amended accordingly by:

(i) deleting the definition of "Deferred Shares" in Article 2(a):

(ii) deleting Article 3 and inserting a new Article 3 as follows:

"The share capital of the Company is €5,000,000 divided into 250,000,000 Ordinary Shares of €0.02 each."; and

(iii) deleting Articles 5 and 6 in their entirety and re-numbering the remaining Articles accordingly.

Dated this 27th day of **April 2017**

BY ORDER OF THE BOARD

Max V. Williams
Secretary

Registered Office:
6 Northbrook Road, Dublin 6.

Notes:

Entitlement to Attend and Vote

- (a) Only those members registered in the 'Register of Members' of the Company 48 hours before the time appointed for the meeting, or if the meeting is adjourned at 6.00 pm on the day which is two days before the time appointed for the adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the relevant time. Changes to entries in the register after the relevant time will be disregarded in determining the right of any person to attend and/or vote at the meeting. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and for this purpose, seniority will be accepted to order in which the names stand in the 'Register of Members' in respect of a joint holding.

Website Giving Information Regarding the Meeting

- (b) Information regarding the meeting, including information required by section 1103 of the Companies Act 2014, is available from www.aminex-plc.com.

Attending in Person

- (c) The meeting will be held at 2.00 pm on 19 May 2017 at The Stephen's Green Hibernian Club, 9 St Stephen's Green, Dublin 2, Ireland. If you wish to attend the meeting in person, you are recommended to attend at least 15 minutes before the time appointed for holding of the meeting to allow time for registration. Please bring the attendance card attached to your Form of Proxy and present it at the registration desk before the commencement of the meeting. The Stephen's Green Hibernian Club is a private members club and shareholders are respectfully asked to dress appropriately for a business meeting.

Appointment of Proxies

- (d) A member entitled to attend, speak and vote at the meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A member may appoint more than one proxy to attend and vote at the meeting in respect of shares held in different securities accounts. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that member. A proxy need not be a member of the Company.
- (e) A Form of Proxy for use by members is enclosed with this Notice of Annual General Meeting (or is otherwise being delivered to members). Completion of a Form of Proxy (or submission of proxy instructions electronically) will not prevent a member from attending the Annual General Meeting and voting in person should they wish to do so.
- (f) To be effective, the completed Form of Proxy together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Registrar of the Company, Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland not less than 48 hours before the time appointed for the meeting or any adjournment of the meeting.
- (g) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof 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.
- (h) 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 and Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by Computershare Investor Services (Ireland) Limited (ID 3RA50) not less than 48 hours before the time appointed for the meeting or any adjournment of the meeting. 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. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee by other means.
- (i) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK and Ireland Limited 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 their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by 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.

- (j) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996.
- (k) In the case of a corporation, the instrument appointing a proxy shall be either under its common seal or under the hand of an officer or attorney duly authorised in that behalf.
- (l) If a proxy is executed under a power of attorney, such power of attorney must be deposited with the Company with the Form of Proxy.

Action To Be Taken

- (m) As a member, you have several ways to exercise your right to vote:
 - by attending the meeting in person;
 - by appointing the Chairman or another person as a proxy to vote on your behalf;
 - by appointing a proxy via the CREST System if you hold your shares in CREST.
- (n) Electronic proxy appointment is available for the meeting. This facility enables a member to lodge his/her proxy appointment by electronic means by logging on to the website of the Registrars, www.eproxyappointment.com. To appoint a proxy electronically members will require the Meeting Control Number, their Shareholder Reference Number (SRN) and PIN number as printed on the accompanying Form of Proxy. Full details of the procedures, including voting instructions are given on the website. Alternatively, for those who hold Ordinary Shares in CREST, a member may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Computershare (CREST participant ID 3RA50). In each case the proxy appointment must be received by no later than 2.00 pm on 17 May 2017.
- (o) Should you not receive a Form of Proxy you may request this by telephoning the Company's registrar on 01 2475697 (from Ireland)/0870 707 1535 (from the UK) or by writing to the Company Secretary at the address set out above.

Questions at the Annual General Meeting

- (p) Pursuant to section 1107 of the Companies Act 2014, any member attending the meeting has the right to ask questions, subject to any reasonable measures the Company may take to ensure identification of the member. The Company must cause to be answered any such question relating to business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on the Company's website in the form of an answer to a question, or (c) it appears to the Chairman of the meeting that it is undesirable in the interests of good order of the meeting that the question be answered.

Members' right to table draft resolutions and put items on the agenda

- (q) A shareholder or a group of shareholders holding 3% of the issued share capital, representing at least 3% of the total voting rights of all shareholders who have a right to vote at the meeting, have a right to table a draft resolution for an item on the agenda of the meeting subject to any contrary provisions in company law. In the case of the 2017 Annual General Meeting, the latest date for submission of such requests was 6 April 2017 (being 42 days prior to the date of the meeting). The request:
 - may be in hard copy form or in electronic form;
 - must set out in writing details of the draft resolution in full or, if supporting a draft resolution sent by another shareholder, clearly identify the draft resolution which is being supported;
 - must be authenticated by the person or persons making it (by identifying the shareholder or shareholders meeting the qualification criteria and, if in hard copy, by being signed by the shareholder or shareholders); and
 - must be received by the Company not later than 42 days before the meeting to which the request relates.

In addition to the above, the request must be made in accordance with one of the following ways:

- a hard copy request which is signed by the shareholder(s), states the full name and address of the shareholder(s) and is sent to the Company Secretary, Aminex plc, 6 Northbrook Road, Dublin 6, Ireland; or
- a request which states the full name and address of the shareholder(s) and the Shareholder Investor Code (IVC) (as printed on the accompanying Form of Proxy) and is sent to company.secretary@aminex-plc.com.

A draft resolution must not be such as would be incapable of being passed or otherwise be ineffective (whether by reason of inconsistency with any enactment or the Company's Memorandum and Articles of Association or otherwise). Any draft resolution must not be defamatory of any person.

Issued shares and total voting rights

- (r) The total number of issued shares on the date of this notice of Annual General Meeting is 3,475,897,030. On a vote by show of hands every member who is present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every member shall have one vote for every share carrying voting rights of which he is the holder.
- (s) The ordinary resolutions require a simple majority of members voting in person or by proxy to be passed. The special resolutions require a majority of not less than 75 per cent of those who vote either in person or by proxy to be passed.

Miscellaneous

- (t) A copy of this Notice, the 2016 Annual Report and copies of any other documentation relating to the 2017 Annual General Meeting, including proxy forms, are available on the Company's website, www.aminex-plc.com.
- (u) During the meeting, shareholders (or their duly appointed proxies) may not use cameras, smart phones or other audio, video or electronic recording devices, unless expressly authorised by the Chairman of the meeting. This prohibition shall not apply to equipment being used by the Company for the purpose of projecting the meeting onto screens during the meeting or to photographs taken by accredited press photographers admitted to the meeting.

