

Notice of General Meeting

Vast Resources plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 05414325)

Notice is hereby given that a General Meeting of Vast Resources plc (the "Company") will be held at the Company's registered office, 6th Floor, 60 Gracechurch Street, London EC3V 0HR at 2.00 p.m. on Thursday 31 January 2019 for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1, 3 and 5 will be proposed as ordinary resolutions and resolutions 2, 4 and 6 will be proposed as special resolutions.

1. That the Directors be and they are hereby generally and unconditionally authorised pursuant to the Companies Act 2006 (the "**Act**"), in addition to all previous authorities granted to them or granted to them under resolutions 3 and 5 below, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £2,000,000, provided that such authority shall be used in connection with the exploration for and mining of diamonds in Zimbabwe, and such authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2019 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted after such expiry and the Directors may allot relevant shares or grant Rights to any such offer or agreement as if the authority conferred hereby had not expired.
2. That, subject to, and conditional on, the passing of Resolution 1, the Directors be and they are hereby empowered in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred upon them by Resolution 1 as if section 561(1) of the Act did not apply to any such allotment provided that this authority shall be used in connection with the exploration for and mining of diamonds in Zimbabwe, and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the conclusion of the Annual General Meeting of the Company to be held in 2019, 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 of the Company may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.
3. That the Directors be and they are hereby generally and unconditionally authorised pursuant to the Act, in addition to all previous authorities granted to them or granted to them under resolutions 1 above and 5 below, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £1,000,000, provided that such authority shall be used in connection with conversion rights under the \$3,000,000 bridge facility with the Bergen Global Opportunity Fund, LP, and such authority shall, unless previously revoked or varied by the Company in general meeting, expire on 14 February 2020 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted after such expiry and the Directors may allot relevant shares or grant Rights to any such offer or agreement as if the authority conferred hereby had not expired.
4. That, subject to, and conditional on, the passing of Resolution 3, the Directors be and they are hereby empowered in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred upon them by Resolution 3 as if section 561(1) of the Act did not apply to any such allotment provided that this authority shall be used in connection with conversion rights under the \$3,000,000 bridge facility with the Bergen Global Opportunity Fund, LP, and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 14 February 2020, 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 of the Company may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.

5. That the Directors be and they are hereby generally and unconditionally authorised pursuant to the Act, in addition to all previous authorities granted to them or granted to them under resolutions 1 and 3 above, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company (“Rights”) up to an aggregate nominal amount of £800,000, provided that such authority shall be used in connection with the Baita Plai polymetallic mine in Romania, and for general working capital, and such authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2019 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted after such expiry and the Directors may allot relevant shares or grant Rights to any such offer or agreement as if the authority conferred hereby had not expired.
6. That, subject to, and conditional on, the passing of Resolution 5, the Directors be and they are hereby empowered in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred upon them by Resolution 1 as if section 561(1) of the Act did not apply to any such allotment provided that this authority shall be used in connection with the Baita Plai polymetallic mine in Romania, and for general working capital, and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the conclusion of the Annual General Meeting of the Company to be held in 2019, 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 of the Company may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.

By Order of the Board

Ben Harber
Company Secretary

Registered Office:
6th Floor
60 Gracechurch Street
London
United Kingdom
EC3V 0HR

15 January 2019

NOTES

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy you may photocopy the form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, **Link Asset Services, 34 Beckenham Road, Beckenham, BR3 4TU** by hand, or sent by post, so as to be received not less than 48 hours before the time fixed for the holding of the meeting (excluding any day which is not a business day) or any adjournment thereof (as the case may be).
2. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". 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 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 meeting.
3. The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so. If you attend the meeting in person, your proxy appointment will automatically be terminated.
4. The Company has specified that only those members entered on the register of members at close of business on 29 January 2019 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares held in their name at that time. Changes to the register after close of business on 29 January 2019 shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. In the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below and in each case must be received by the Company not less than 48 hours before the time of the meeting (excluding any day which is not a business day).
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment 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.

7. In order for a proxy appointment, or instruction, 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 regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA 10) by the latest time(s) for receipt of proxy appointments specified in the Notice of 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. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. 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 therefore 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 or 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

You may submit your proxy electronically using The Share Portal service at www.signalshares.com

EXPLANATORY NOTES TO THE NOTICE OF GENERAL MEETING

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1, 3 and 5 are proposed as ordinary resolutions, which means that for each of the resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 2, 4 and 6 are proposed as special resolutions, which means that for each of the resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: Authority to allot shares: Zimbabwe Diamonds

An ordinary resolution (Resolution 1) is being proposed in order to grant authority in accordance with section 551 of the Act to the Directors to allot Relevant Securities up to an aggregate nominal value of £2,000,000 provided that such authority shall be used in connection with the exploration for and the mining of diamonds in Zimbabwe. The section 551 authority granted therein will expire at the conclusion of the 2019 Annual General Meeting of the Company.

Resolution 2: Disapplication of statutory pre-emption rights: Zimbabwe Diamonds

The provisions of section 561(1) of the Act, to the extent that they are not disapplied, confer on shareholders rights of pre-emption in respect of the allotment of equity securities. Accordingly a special resolution (Resolution 2) is being proposed to disapply statutory pre-emption provisions in connection with the authority in connection with the exploration for and mining of diamonds in Zimbabwe sought under Resolution 1 up to an aggregate nominal value of £2,000,000. The authority granted therein will expire at the conclusion of the 2019 Annual General Meeting of the Company.

Resolution 3: Authority to allot shares: Bergen

An ordinary resolution (Resolution 3) is being proposed in order to grant authority in accordance with section 551 of the Act to the Directors to allot Relevant Securities up to an aggregate nominal value of £1,000,000 provided that such authority shall be used in connection with conversion rights under the \$3 million bridge facility with Bergen Global Opportunity Fund LP. The section 551 authority granted therein will expire on 14 February 2020.

Resolution 4: Disapplication of statutory pre-emption rights: Bergen

The provisions of section 561(1) of the Act, to the extent that they are not disapplied, confer on shareholders rights of pre-emption in respect of the allotment of equity securities. Accordingly a special resolution (Resolution 4) is being proposed to disapply statutory pre-emption provisions in connection with the authority in connection with \$3 million bridge facility with Bergen Global Opportunity Fund LP sought under Resolution 3 up to an aggregate nominal value of £1,000,000. The authority granted therein will expire on 14 February 2020.

Resolution 5: Authority to allot shares: Baita Plai and general

An ordinary resolution (Resolution 5) is being proposed in order to grant authority in accordance with section 551 of the Act to the Directors to allot Relevant Securities up to an aggregate nominal value of £800,000 provided that such authority shall be used in connection with the Baita Plai Polymetallic Mine in Romania and for general working capital. The section 551 authority granted therein will expire at the conclusion of the 2019 Annual General Meeting of the Company.

Resolution 6: Disapplication of statutory pre-emption rights: Baita Plai and general

The provisions of section 561(1) of the Act, to the extent that they are not disapplied, confer on shareholders rights of pre-emption in respect of the allotment of equity securities. Accordingly a special resolution (Resolution 6) is being proposed to disapply statutory pre-emption provisions in connection with the authority in connection with the Baita Plai Polymetallic Mine and general working capital sought under Resolution 5 up to an aggregate nominal value of £800,000. The authority granted therein will expire at the conclusion of the 2019 Annual General Meeting of the Company.

