

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or what action you should take, you should consult your stockbroker, bank manager, solicitor or other appropriate independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Existing Ordinary Shares in the Company, please send this Circular and the accompanying Form of Proxy at once to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected, for onward delivery to the purchaser or transferee. However, these documents should not be forwarded or sent in, into or from the United States, Canada, Australia, New Zealand, Japan, the Republic of Ireland or South Africa or any other state or jurisdiction in which release, publication or distribution would be unlawful and therefore persons into whose possession this Circular and any accompanying documents come should inform themselves about and observe any applicable requirements. Any failure to comply with these restrictions may constitute a violation of the securities laws or regulations of any such jurisdiction. If you have sold or transferred only part of your holding of Existing Ordinary Shares you should retain this Circular and the accompanying Form of Proxy and contact the stockbroker, bank or other agent through or by whom the sale or transfer was effected immediately.

This Circular does not constitute an offer to buy, acquire or subscribe for, or the solicitation of an offer to buy, acquire or subscribe for, New Ordinary Shares or Warrants or an invitation to buy, acquire or subscribe for New Ordinary Shares or Warrants (or any other securities) in any jurisdiction. This Circular has not been examined or approved by the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority.

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. On the assumption that, *inter alia*, the Resolutions are passed, it is expected that Admission will become effective and that dealings in the New Ordinary Shares will commence on or around 4 April 2018.

Landore Resources Limited

(registered in Guernsey, Channel Islands with registered number 42821)

**Fundraising of 196,000,000 Placing Shares
and 14,000,000 Subscription Shares
at 1.5 pence per share and 210,000,000 Warrants
to raise £3.15 million (gross)**

and

Notice of Extraordinary General Meeting

This Circular should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which recommends that you vote in favour of the Resolutions.

Notice of an Extraordinary General Meeting of the Company to be held at La Tonnelle House, Les Banques, St Sampson, Guernsey, GY1 3HS at 11 a.m. on 3 April 2018 is set out at the end of this Circular. Whether or not you intend to be present at the Extraordinary General Meeting you are urged to complete and return the enclosed Form of Proxy, in accordance with the instructions printed thereon, so as to be received by the Company's Registrar Agents, Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible and in any event by no later than close of business on 28 March 2018. Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the Extraordinary General Meeting in person should they so wish.

Strand Hanson Limited (“**Strand Hanson**”), which is authorised and regulated in the United Kingdom by the FCA and is a member of the London Stock Exchange, is acting as nominated adviser to the Company for the purposes of the AIM Rules and Cenkos Securities plc (“Cenkos”), which is authorised and regulated in the United Kingdom by the FCA and is a member of the London Stock Exchange, is acting as broker to the Company in both cases in connection with the proposed Fundraising. Strand Hanson and Cenkos are acting exclusively for the Company and neither is acting for any other person and will not otherwise be responsible to any person for providing the protections afforded to customers of Strand Hanson or Cenkos, or for advising any other person in respect of the proposed Fundraising. Strand Hanson’s responsibilities as the Company’s nominated adviser under the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of the Fundraising or any acquisition of Ordinary Shares or Warrants. No representation or warranty, express or implied, is made by Strand Hanson or Cenkos as to any of the contents of this Circular (without limiting the statutory rights of any person to whom this Circular is issued). Neither Strand Hanson nor Cenkos has approved the contents of, or any part of, this Circular for any purpose and no liability whatsoever is accepted by Strand Hanson or Cenkos for the accuracy of any information or opinions contained in this Circular or for the omission of any information.

Apart from the responsibilities and liabilities, if any, which may be imposed on Strand Hanson or Cenkos by the FCA, neither Strand Hanson nor Cenkos accepts any responsibility whatsoever or makes any representation or warranty, expressed or implied, for or in respect of the contents of this Circular, including its accuracy, completeness or verification, or for any other statement made or purported to be made by them or on their behalf, in connection with the Fundraising. Nothing in this Circular is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or future. Strand Hanson and Cenkos accordingly disclaim all and any liability (whether arising in tort, contract or otherwise) which they might otherwise have in respect of this Circular or such statement.

The distribution of this Circular and/or the accompanying Form of Proxy in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this Circular and/or the accompanying Form of Proxy comes should inform themselves and observe such restrictions. Shareholders who are in any doubt regarding such matters should consult an appropriate independent adviser in the relevant jurisdiction without delay. Any failure to comply with such restrictions may constitute a violation of the securities laws or regulations of any such jurisdiction.

In accordance with the AIM Rules, this document will be available on the Company’s website (www.landore.com) from the date of this document, free of charge. Neither the content of the Company’s website nor any website accessible by hyperlinks to or on the Company’s website is incorporated in, or forms part of, this document.

FORWARD-LOOKING STATEMENTS

This Circular contains forward-looking statements. These relate to the Company’s future prospects, developments and strategies. Forward-looking statements are identified by their use of terms and phrases such as “believe”, “could”, “envisage”, “intend”, “anticipate”, “seek”, “target”, “may”, “plan”, “will” or the negative of those, variations of or comparable expressions, including by references to assumptions. The forward-looking statements in this Circular are based on current expectations and are subject to risks and uncertainties which could cause actual results to differ materially from those expressed or implied by those statements.

IMPORTANT NOTICE

This Circular is not for distribution in or into the United States and should not be sent, forwarded or otherwise transmitted in or into the United States. The New Ordinary Shares and Warrants have not been and will not be registered under the US Securities Act of 1933 and may not be offered, sold or otherwise transferred in the United States absent registration or an exemption therefrom.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of the Fundraising	16 March 2018
Latest time and date for receipt of Forms of Proxy for the Extraordinary General Meeting	close of business on 28 March 2018
Extraordinary General Meeting	11 a.m. on 3 April 2018
Admission and dealings in the New Ordinary Shares expected to commence on AIM	8.00 a.m. on 4 April 2018
Expected date for CREST accounts to be credited with New Ordinary Shares in uncertificated form	4 April 2018
Expected date for dispatch of certificates in respect of those New Ordinary Shares to be issued in certificated form and Warrants	by 11 April 2018

Note:

Each of the times and dates above are subject to change by the Company (with the agreement of Cenkos). **References to time in this Circular and the Form of Proxy are to London time unless otherwise stated.** If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to Shareholders by announcement through a Regulatory Information Service.

The Company's SEDOL code is B06VJ32 and ISIN code is GB00B06VJ325.

PLACING STATISTICS

Number of New Ordinary Shares being issued pursuant to the Fundraising	210,000,000
Number of Warrants being issued pursuant to the Fundraising	210,000,000
Issue Price per New Ordinary Share	1.5 pence
Number of Existing Ordinary Shares	835,915,779
Enlarged Share Capital ⁽ⁱ⁾	1,045,915,779
Number of New Ordinary Shares as a percentage of the Enlarged Share Capital ⁽ⁱ⁾	20.1%
Gross proceeds of the Fundraising	£3.15m
Net proceeds of the Fundraising	£2.91m

Note:

(i) Assumes that all the New Ordinary Shares are issued and that (save for the New Ordinary Shares) no other Ordinary Shares are issued following the date of this Circular prior to Admission.

LETTER FROM THE NON-EXECUTIVE CHAIRMAN
LANDORE RESOURCES LIMITED

(registered in Guernsey, Channel Islands with registered number 42821)

Directors:

Charles Wilkinson (*Non-Executive Chairman*)
William Humphries (*Chief Executive Officer*)
Richard Prickett (*Finance Director*)
Helen Green (*Non-Executive Director*)

Registered Office:

P.O. Box 141
La Tonnelles House
Les Banques
St Sampson
Guernsey GY1 3HS

16 March 2018

Dear Shareholder

**Fundraising of 196,000,000 Placing Shares and 14,000,000 Subscription Shares
at 1.5 pence per share and 210,000,000 Warrants to raise £3.15 million (gross)
and
Notice of Extraordinary General Meeting**

1. Introduction

The Company today announced a fundraising of approximately £3.15 million (gross) by way of an issue of 210,000,000 New Ordinary Shares at a price of 1.5 pence per New Ordinary Share and 210,000,000 Warrants. The Placing Securities have been placed by Cenkos, as agent of and on behalf of the Company, with certain institutional and other investors. The Subscription Securities have been subscribed by certain existing Shareholders directly with the Company.

The Fundraising is conditional upon, amongst other things, Shareholder approval of the Resolutions which will be sought at the forthcoming Extraordinary General Meeting to be held at La Tonnelles House, Les Banques, St Sampson, Guernsey, GY1 3HS at 11 a.m. on 3 April 2018 and Admission becoming effective. You will find a Notice of Extraordinary General Meeting at the end of this Circular. A Form of Proxy is also enclosed with this Circular.

The purpose of this letter is to: (i) provide you details of, background to and reasons for the Fundraising; and (ii) provide you with information in respect of the Resolutions to be proposed at the Extraordinary General Meeting.

The actions that you should take to vote on the Resolutions, and the recommendation of the Board, are set out in paragraphs 6 and 7 of this letter.

The purpose of this Circular is also to set out the reasons why the Directors believe that the Fundraising is in the best interests of the Company and its Shareholders as a whole and, therefore, why the Directors recommend that Shareholders vote in favour of the Resolutions at the Extraordinary General Meeting.

2. Background to and reasons for the Fundraising

The Company is primarily focused on the development of its 100 per cent. owned Junior Lake property which is located in the province of Ontario, Canada, approximately 235 kilometres north-northeast of Thunder Bay. Its Junior Lake mining leases are host to the BAM East Gold Deposit, the B4-7 Nickel-Copper-Cobalt-PGEs resource, the VW Nickel resource and numerous other highly prospective mineral occurrences including three Lithium occurrences. The Junior Lake property is located in Ontario Province, Canada, a politically secure and mining friendly location, one of the top 10 mining jurisdictions in the world, with Goldcorp Inc, Barrick Gold Corp and Detour Gold Corp all operating producing mines in the region.

On 11 December 2017, the Company announced a mineral resource update for the BAM East Gold Deposit in which Roscoe Postle Associates Inc. ("RPA") estimated the following resources based on drill hole and assay data available up to September 22, 2017.

TABLE 1 MINERAL RESOURCES AS AT SEPTEMBER 22, 2017 – BAM EAST GOLD DEPOSIT**Landore Resources Canada Inc. – Junior Lake Project**

Category	Tonnes (000 t)	Grade (g/t Au)	Contained Au (000 oz)
Indicated	7,413	1.37	326
Inferred	1,662	1.39	74

Notes:

1. CIM (2014) definitions were followed for Mineral Resources.
2. Mineral Resources are estimated at a block cut-off grade of 0.3 g/t Au.
3. Mineral Resources are estimated using a long-term gold price of US\$1,500 per ounce, and a US\$/C\$ exchange rate of 0.80.
4. A minimum mining width of three metres was used.
5. Bulk densities for the main host rocks are 2.82 t/m³, 2.84 t/m³, and 2.90 t/m³.
6. Mineral Resources are constrained by a preliminary pit shell generated in Whittle software.
7. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
8. Numbers may not add due to rounding.

The Company is undertaking the Fundraising in order to commence with a scope of works for the BAM East Gold deposit, which has been verified by RPA in the Company's NI 43-101. There are three core elements to this planned work:

1. Completing a 12,000 metre drilling programme to expand the existing BAM East Gold deposit along strike to the east and west and down dip;
2. Completing an exploration 1,000 metre drilling programme along strike; and
3. Completing the Preliminary Economic Assessment.

3. Use of proceeds

The Directors believe that the BAM East Gold Deposit is highly prospective and has the potential to become a 1 million ounce gold resource. Accordingly, the Company intends to use the net proceeds of the Fundraising as below:

Use	Cost (C\$)	£ (1.75Ex)
BAM Gold 12,000 metres drilling, assays etc	2,500,000	
Exploration 1,000 metres drilling, assays etc.	200,000	
Project support and logistics	700,000	
Technical studies, consultants and PEA	300,000	
Project management and M&A Thunder Bay	570,000	
Total	4,270,000	2,440,000

4. Information on the Fundraising

The Fundraising will raise gross proceeds of approximately £3.15 million through the issue by the Company of 196,000,000 Placing Shares and 14,000,000 Subscription Shares at a price of 1.5 pence per share and 210,000,000 Warrants. The Issue Price of 1.5 pence represents a discount of 13.29 per cent. to the closing mid-market price of an Ordinary Share on 15 March 2018 (the latest practicable date prior to the announcement of the Fundraising) being 1.73 pence.

The Fundraising is conditional, *inter alia*, upon:

- the Placing Agreement becoming unconditional in all respects (save for Admission) and not having been terminated in accordance with its terms;
- the Subscription Agreements becoming unconditional in all respects (save for Admission);
- the passing of the Resolutions at the Extraordinary General Meeting; and
- Admission becoming effective on or before 8.00 a.m. on 4 April 2018 (or such later date and/or time as the Company and Cenkos may agree, being no later than 8.00 a.m. on 18 April 2018).

The New Ordinary Shares represent, in aggregate, approximately 25.1 per cent. of the Existing Ordinary Shares and approximately 20.1 per cent. of the Enlarged Share Capital. Application has been made for the New Ordinary Shares to be admitted to trading on AIM and it is expected that Admission will take place on 4 April 2018. The New Ordinary Shares will, when issued, rank *pari passu* with the Existing Ordinary Shares.

The Placing Agreement contains customary warranties given by the Company to Cenkos as to matters relating to the Group and its business and a customary indemnity given by the Company to Cenkos in respect of liabilities arising out of or in connection with the Fundraising. Cenkos is entitled to terminate the Placing Agreement in certain limited circumstances prior to Admission, including circumstances where any of the warranties are found not to be true or accurate or were misleading in any respect or the occurrence of certain *force majeure* events. Pursuant to the terms of the Placing Agreement, a commission of 5 per cent. of the aggregate value at the Issue Price of the Placing Securities (other than in relation to the Cenkos Participation) and the Subscription Securities is payable by the Company to Cenkos. Cenkos has agreed that such commission shall be applied by the Company in satisfying the consideration due from Cenkos in relation to the Cenkos Participation.

Placees and Subscribers will also be issued one Warrant for every one New Ordinary Share subscribed for pursuant to the Fundraising. The Warrants are exercisable at a price of 2 pence per Ordinary Share at any time during the exercise period of two years following Admission.

Pursuant to the terms of the Placing Agreement, Cenkos will, at the expiry of the exercise period, be entitled to an additional commission of 5 per cent. of the aggregate proceeds received by the Company in respect of the exercise of any Warrants during the exercise period.

The New Ordinary Shares and Warrants are not being made available to the public and are not being offered or sold in any jurisdiction where it would be unlawful to do so.

5. Extraordinary General Meeting

In order to be able to issue the New Ordinary Shares and Warrants, the Company will seek Shareholder approval at an Extraordinary General Meeting. The Resolutions being proposed are specifically tailored to authorise the issue of the 210,000,000 New Ordinary Shares and 210,000,000 Warrants proposed to be issued pursuant to the Fundraising.

An Extraordinary General Meeting of the Company, notice of which is set out at the end of this Circular, is to be held at 11 a.m. on 3 April 2018 at La Tonnelle House, Les Banques, St Sampson, Guernsey, GY1 3HS at which the Resolutions will be proposed. Please note that the summary and explanation set out below is not the full text of the Resolutions and Shareholders should review the full text of the Resolutions before returning their Forms of Proxy.

The business to be considered at the Extraordinary General Meeting is set out in the Notice of Extraordinary General Meeting together with the explanatory notes to each Resolution below.

At the Annual General Meeting of the Company held on 3 July 2017, Shareholders passed resolutions in order to (i) grant the Directors authority for the purposes of Article 5.1 of the Articles to allot relevant securities (as defined in the Articles) up to a maximum amount of 200,000,000; and (ii) disapply the pre-emption rights set out in Article 6.1 of the Articles to allow the allotment by the Directors of equity securities (as defined in the Articles) for cash up to a maximum aggregate amount of 200,000,000 shares without the requirement for such equity securities to be first offered to existing Shareholders. The issue of the New Ordinary Shares will require authority in excess of the Company's remaining authority to issue shares for cash on a non-pre-emptive basis. Accordingly, the Fundraising is conditional on the passing by the Shareholders of the Resolutions.

The Company is therefore proposing that the Shareholders, in addition to all existing unexercised authorities and powers, pass the Resolutions (as an ordinary resolution and as a special resolution) in order to:

- (1) grant authority to the Directors under Article 5.1 of the Articles, to allot relevant securities (as defined in the Articles) up to a maximum amount of 420,000,000 relevant securities, being the amount required for the purposes of issuing the New Ordinary Shares and Warrants; and
- (2) empower the Directors, pursuant to Article 6.8 of the Articles, to allot the New Ordinary Shares and Warrants on a non-pre-emptive basis.

These authorities will enable the Directors to effect the Fundraising but will expire if Admission does not take place by the Long-Stop Date. Following the Extraordinary General Meeting the existing authorities granted at the Company's Annual General Meeting held on 3 July 2017 to allot shares in accordance with Article 5.1 of the Articles and to allot shares on a non pre-emptive basis pursuant to Article 6.8 of the Articles will remain in place.

If the Resolutions are passed by Shareholders at the Extraordinary General Meeting but the Fundraising does not complete, the Company undertakes not to use the Resolutions and to rely only on the existing general authorities granted by the resolutions numbered 5 and 6 passed at the Company's Annual General Meeting on 3 July 2017.

6. Action to be taken

You will find enclosed with this Circular a Form of Proxy for use by the Shareholders at the Extraordinary General Meeting. Whether or not you intend to attend the Extraordinary General Meeting in person you are requested to complete the Form of Proxy in accordance with the instructions printed on it and to return it to the Company's Registrar Agents, Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and in any event by no later than close of business on 28 March 2018. The completion and return of a Form of Proxy will not preclude Shareholders from attending the Extraordinary General Meeting and voting in person should they so wish.

7. Recommendation

Your Directors believe that the Fundraising and the passing of the associated Resolutions are in the best interests of the Company and Shareholders taken as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions, as they will do in respect of their Ordinary Shares in the Company, which in aggregate total 89,050,625 Ordinary Shares representing approximately 10.65 per cent. of the Existing Ordinary Shares.

The Fundraising is conditional, *inter alia*, upon the passing of the Resolutions at the General Meeting. Shareholders should be aware that if the Resolutions are not approved at the General Meeting, the Fundraising will not proceed and the Company will not receive the net proceeds of the Fundraising.

Yours faithfully,

Charles Wilkinson
Non-Executive Chairman

DEFINITIONS

The following definitions apply throughout this Circular, the accompanying Form of Proxy unless the context otherwise requires:

“Admission”	the admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with rule 6 of the AIM Rules
“AIM”	the AIM market of the London Stock Exchange
“AIM Rules”	the London Stock Exchange’s rules for companies relating to AIM titled “AIM Rules for Companies”
“Articles”	the articles of incorporation of the Company
“Cenkos”	Cenkos Securities plc, the Company’s broker for the purpose of the Placing
“Cenkos Participation”	the participation by Cenkos in the Placing comprising a subscription by Cenkos for 10,000,000 Placing Shares and 10,000,000 Placing Warrants at the Issue Price
“Circular”	this document dated 16 March 2018
“Company”	Landore Resources Limited
“CREST”	the electronic systems for the holding and transfer of shares in dematerialised form operated by Euroclear UK & Ireland Limited
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3875), as amended
“Directors” or “the Board”	the directors of the Company whose names are set out on page 5
“Enlarged Share Capital”	the issued ordinary share capital of the Company as enlarged by the issue of the New Ordinary Shares
“Existing Ordinary Shares”	the Ordinary Shares in issue at the date of this Circular
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at 11 a.m. on 3 April 2018 at La Tonnelle House, Les Banques, St Sampson, Guernsey, GY1 3HS or any adjournment thereof
“FCA”	the Financial Conduct Authority
“Form of Proxy”	the form of proxy for use in relation to the Extraordinary General Meeting which accompanies this Circular
“FSMA”	the Financial Services and Markets Act 2000, as amended
“Fundraising”	the Placing, the Subscription and the issue of the Warrants
“Group”	the group of which the Company and its subsidiary undertakings are members
“Issue Price”	1.5 pence per (i) Placing Share and Placing Warrant (in aggregate) and (ii) Subscription Share and Subscription Warrant (in aggregate)
“London Stock Exchange”	London Stock Exchange plc

“Long-Stop Date”	18 April 2018
“New Ordinary Shares”	the Placing Shares and the Subscription Shares
“Notice of Extraordinary General Meeting”	the notice convening the Extraordinary General Meeting which is set out at the end of this Circular
“Ordinary Shares”	the ordinary shares of no par value in the capital of the Company
“Placees”	persons to be procured by Cenkos to subscribe for Placing Securities pursuant to the terms of the Placing Agreement
“Placing”	the conditional placing by Cenkos, as agent of and on behalf of the Company, of the Placing Securities at the Issue Price on the terms and subject to the conditions contained in the Placing Agreement
“Placing Agreement”	the conditional agreement dated 16 March 2018 between the Company, Cenkos and Strand Hanson in connection with the Placing
“Placing Securities”	the Placing Shares and the Placing Warrants
“Placing Shares”	196,000,000 new Ordinary Shares to be conditionally placed for cash pursuant to the Placing and whose allotment and issue is conditional, <i>inter alia</i> , on the passing of the Resolutions at the Extraordinary General Meeting
“Placing Warrants”	196,000,000 Warrants proposed to be issued by the Company pursuant to the Placing
“Regulatory Information Service”	a service approved by the London Stock Exchange for the distribution to the public of AIM announcements and included within the list on the website of the London Stock Exchange
“Resolutions”	the ordinary resolution and special resolution proposed to be passed at the Extraordinary General Meeting as set out in the Notice of Extraordinary General Meeting
“Shareholder”	a registered holder of Ordinary Shares
“Strand Hanson”	Strand Hanson Limited, the Company’s nominated adviser
“Subscribers”	certain existing shareholders of the Company who have agreed to subscribe for the Subscription Securities pursuant to the Subscription
“Subscription”	the conditional subscription of the Subscription Securities at the Issue Price on the terms and subject to the conditions contained in the Subscription Agreements
“Subscription Agreements”	the individual agreements dated on or around 16 March 2018 between the Company and certain existing Shareholders in connection with the Subscription
“Subscription Shares”	14,000,000 new Ordinary Shares to be conditionally subscribed for cash pursuant to the Subscription and whose allotment and issue is conditional, <i>inter alia</i> , on the passing of the Resolutions at the Extraordinary General Meeting
“Subscription Warrants”	14,000,000 Warrants proposed to be issued by the Company pursuant to the Subscription

“uncertificated” or “in uncertificated form”	a shareholding which is recorded on the register of members of the Company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“United States”	the United States of America, its territories and possessions, any State of the United States and the District of Columbia
“Warrant Instrument”	the deed in the agreed form entered into (or to be entered into) on or about the date of this document relating to the grant of Warrants to the Placees and Subscribers
“Warrants”	the warrants to subscribe for 210,000,000 Ordinary Shares, granted by the Company in accordance with the Warrant Instrument and to be subscribed for by the Placees and Subscribers pursuant to the Placing and the Subscription respectively
“£”, “Pounds Sterling” or “pence”	the lawful currency of the United Kingdom

NOTICE OF EXTRAORDINARY GENERAL MEETING

Landore Resources Limited

(registered in Guernsey, Channel Islands with registered number 42821)

Notice is hereby given that an Extraordinary General Meeting of Landore Resources Limited (the "**Company**") will be held at 11 a.m. on 3 April 2018 at La Tonnelle House, Les Banques, St Sampson, Guernsey, GY1 3HS at which the following resolutions will be proposed as an ordinary resolution and a special resolution:

ORDINARY RESOLUTION

1. THAT, in addition to all existing unexercised authorities and powers, the Directors be and they are hereby generally and unconditionally authorised for the purposes of Article 5.1 of the articles of incorporation of the Company (the "**Articles**") to exercise all the powers of the Company to allot up to a maximum amount of 420,000,000 relevant securities, in connection with the issue of the New Ordinary Shares and Warrants pursuant to the Fundraising (as such terms are defined in the circular to shareholders issued by the Company dated 16 March 2018, containing this Notice of Extraordinary General Meeting (the "**Circular**")), such authority to expire on the Long-Stop Date (as defined in the Circular) (unless previously revoked or varied by the Company in a general meeting), save 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 hereby has expired and in this resolution the expression "relevant securities" and references to the allotment of relevant securities shall bear the same respective meanings as in the Articles.

SPECIAL RESOLUTION

2. THAT, in addition to all existing unexercised authorities and powers and subject to the passing of Resolution 1, the Directors be and they are hereby empowered pursuant to Article 6.8 of the Articles to allot equity securities for cash pursuant to the authority conferred by the previous resolution as if Article 6.1 of the Articles did not apply to any such allotment, provided that such power be limited to the allotment of equity securities up to a maximum amount of 420,000,000 relevant securities, in connection with the issue of the New Ordinary Shares and Warrants pursuant to the Fundraising (as such terms are defined in the Circular), such power to expire on the Long-Stop Date (as defined in the Circular) (unless previously revoked or varied by the Company in a general meeting), save that during the relevant period the Company may make offers and enter into agreements, which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the authority conferred hereby had not expired.

Dated: 16 March 2018

Registered Office:

P.O. Box 141, La Tonnelle House,
Les Banques, St Sampson,
Guernsey, GY1 3HS

By Order of the Board

Director of Rysaffe International Services Limited
as Secretary to Landore Resources Limited

Notes:

- 1 Shareholders entitled to attend and vote at the meeting may appoint one or more proxies to attend, speak and vote in their place. A proxy need not be a shareholder of the Company.
- 2 Shareholders may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. Shareholders may not appoint more than one proxy to exercise rights attached to any one share. Shareholders should contact the Company's Registrar Agents, Computershare Investor Services (Guernsey) Limited, if they wish to appoint more than one proxy or they should photocopy the Form of Proxy.
- 3 A vote withheld option is provided on the Form of Proxy to enable you to instruct your proxy not to vote on the resolution. However, it should be noted that a vote withheld in this way is not a "vote" in law and will not be counted in the calculation of the votes "For" and "Against" such resolution.
- 4 A Form of Proxy is enclosed with this document, and members who wish to use it should see that it is deposited, duly completed, with the Company's Registrar Agents, Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than close of business on 28 March 2018. Completing and posting of the Form of Proxy will not preclude the appointing shareholder from attending and voting in person at the Extraordinary General Meeting should they wish to do so.
- 5 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the register of members of the Company as at close of business on 28 March 2018 shall be entitled to attend or vote at the aforesaid meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after close of business on 28 March 2018 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 6 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) of it by using the procedures described in the CREST Manual. CREST personal members, sponsored CREST members and 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 for them.

To complete a valid proxy appointment or instruction using the CREST service, the CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must in order to be valid, be transmitted and received by Company's Registrar Agents, Computershare Investor Services (Guernsey) Limited (ID number 3RA50) by close of business on 28 March 2018. The time of receipt of the instruction will be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare Investor Services (Guernsey) Limited 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 through other means.

CREST members and, where applicable, CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will apply 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 ensure that his CREST sponsor or voting service provider(s) take(s) the necessary action to ensure that a message is transmitted by means of the CREST system by a particular time. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should refer to the sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat a CREST Proxy Instruction as invalid as set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- 7 As at 6.00 p.m. on the date immediately prior to this notice, the Company's issued share capital comprised 835,915,779 ordinary shares. Each ordinary share carries the right to one vote at a general meeting of the Company and therefore the total number of voting rights in the Company as at 6.00 p.m. on the date immediately prior to this notice was 835,915,779.

