

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

If you have sold or otherwise transferred all of your ordinary shares in the Company, please send this document and the accompanying proxy form as soon as possible to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some (but not all) of your ordinary shares in the Company, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

KEFI Minerals plc

(Registered in England and Wales with company number 05976748)

Directors:

Harry Anagnostaras-Adams (*Executive Chairman*)
Professor Ian Rutherford Plimer (*Non-executive Deputy Chairman*)
Jeffrey Guy Rayner (*Exploration Director*)
John Edward Leach (*Non-executive Director*)
Norman Arthur Ling (*Non-Executive Director*)

Registered office:

27-28 Eastcastle Street
London
W1W 8DH

21 May 2015

Dear Shareholder

Notice of Annual General Meeting (“AGM”)

Proposed Share Capital Reorganisation

I have pleasure in sending you notice convening the annual general meeting of KEFI Minerals plc (the “**Company**”). The AGM will be held on Monday, 15 June 2015 at 4.00 p.m. at Fieldfisher’s offices, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT. As you will see from the formal notice of meeting which follows this letter, there are a number of items of business to be considered and the purpose of each resolution to be proposed is set out in the Explanatory Notes to the Resolutions starting on page 4 of this document.

Special Business to be tabled at the AGM

In addition to the ordinary business to be considered at the AGM, certain resolutions of the shareholders will be proposed in connection with a potential fundraising by way of a placing of the Company’s ordinary shares and a share capital re-organisation which the Company’s directors (“**Directors**”) consider to be in the best interests of the Company and its shareholders as a whole.

Funding Plans and Placing

As previously reported, the Company plans to arrange the full development funding this year for its Tulu Kapi gold project in Ethiopia so that construction can commence in the fourth quarter. This will allow production to commence in 2017. As matters currently stand, the Directors have no remaining authority from shareholders to issue shares for cash on a non-pre-emptive basis in order to effect equity financings. Accordingly, authority is being sought for the Company to issue such number of new ordinary shares (or securities convertible into ordinary shares) which at a price of 1p would raise approximately £5 million (approximately US\$8 million). Such authority would provide the Directors with the flexibility to implement equity issues to ensure sufficient working capital for the Company to maintain progress on all fronts, notably to conclude all Tulu Kapi project preparations such as any additional technical studies required by financiers, obtain full development funding, implement the first phase of community resettlement and to complete procurement activities including ordering long lead items.

The wider financing objective for the Company is to arrange a level of future equity placings (or alternative arrangements, such as joint ventures or financing arrangements with project contractors) that will provide the required working capital and full development funding for Tulu Kapi. The Directors consider it in the Company’s best interests to select from a range of financing alternatives and the authority being sought at the AGM, while in excess of the level of authority typically sought, provides the Directors with the requisite level of flexibility at this stage of the Company’s development. When the full funding plan is finalised, the Directors will convene another shareholder meeting to appropriately inform shareholders and seek authority to implement. Such proposed funding would be in

addition to the past investment into Tulu Kapi by various parties of over US\$50 million and the targeted US\$100 million of senior secured finance.

As noted in the Company's announcement of 11 May 2015, a number of existing shareholders have already indicated their intention to participate in future issues of ordinary shares following the passing of the resolutions at the Annual General Meeting, including the Directors, institutional shareholders and a leading service provider to the African mining industry. In addition, a number of other parties have executed confidentiality agreements and are in discussions with the Company for various financing possibilities.

Share Capital Reorganisation

As things currently stand, the Company is from time to time unable to issue ordinary shares at the then market price as such price has sometimes been below the nominal value of the ordinary shares. Accordingly, it is proposed that each of the currently issued ordinary shares of 1p each in the capital of the Company ("**Ordinary Shares**") be sub-divided into one new ordinary share of 0.1p ("**New Ordinary Share**") and one deferred share of 0.9p ("**Deferred Share**"). The Deferred Shares will have no value or voting rights and you will not be issued with a share certificate in respect of the Deferred Shares.

After the share capital reorganisation there will be the same number of New Ordinary Shares in issue as there are existing Ordinary Shares. The New Ordinary Shares will have the same rights as those currently accruing to the existing Ordinary Shares in issue under the Company's articles of association, including those relating to voting and entitlement to dividends.

You will not be issued with a new share certificate for your New Ordinary Shares and the existing one will remain valid.

Resolution 7 set out in the formal notice of meeting which follows this letter sets out the proposed steps to effect the proposed share capital reorganisation.

Action to be taken

You can vote in respect of your shareholding by attending the meeting or by appointing one or more proxies to attend the meeting and vote on your behalf.

Proxies may be appointed by either:

- completing and returning the enclosed proxy form; or
- using the CREST electronic proxy appointment service (for CREST members only).

In either case, the notice of appointment of a proxy should reach the Company's registrar, Share Registrars Limited, by no later than 4.00 p.m. on 11 June 2015. Please refer to the Notes to the Notice of Meeting starting on page 8 of this document and the enclosed proxy form for detailed instructions.

Recommendation

Your Directors consider that the resolutions to be proposed are in the best interests of the Company and its shareholders as a whole. Accordingly, your Directors unanimously recommend that shareholders vote in favour of all of the resolutions, as they intend to do in respect of their own beneficial holdings.

Yours faithfully

Harry Anagnostaras-Adams
Executive Chairman

KEFI Minerals plc

(Registered in England and Wales with company number 05976748)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of KEFI Minerals plc (the “**Company**”) will be held on Monday, 15 June 2015 at 4.00 p.m. at Fieldfisher’s offices, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT. The business of the meeting will be to consider and, if thought fit, to pass the following ordinary and special resolutions:

As Ordinary Business

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements of the Company, the strategic report, the directors’ report and the auditor’s report for the financial year ended 31 December 2014.
2. To reappoint Harry Anagnostaras-Adams, who retires and offers himself for reappointment in accordance with the Company’s articles of association, as a director of the Company (“**Director**”).
3. To reappoint John Leach, who retires and offers himself for reappointment in accordance with the Company’s articles of association, as a Director.
4. To reappoint Norman Ling, who retires and offers himself for reappointment in accordance with the Company’s articles of association, as a Director.
5. To reappoint Moore Stephens LLP as auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which audited financial statements of the Company are laid before the Company.
6. To authorise the Directors to determine the remuneration of the Company’s auditors.

As Special Business

SPECIAL RESOLUTION

7. THAT:
 - (a) each of the existing issued ordinary shares of 1p each in the capital of the Company (“**Existing Ordinary Shares**”) be subdivided into one new Ordinary Share of 0.1p each (“**New Ordinary Shares**”) and one deferred share of 0.9p each (“**Deferred Shares**”);
 - (b) the New Ordinary Shares will have the same rights and be subject to the same restrictions (save as to nominal value) as the Existing Ordinary Shares in the Company’s Articles of Association and the Deferred Shares will have the rights and be subject to the restrictions attached to Deferred Shares as set out in the Company’s articles of association (“**Articles**”) (as amended pursuant to subparagraph (c) of this Resolution); and
 - (c) the Articles be amended as follows:
 - (i) by inserting the following definition at article 2 (in alphabetical order):

“Deferred Shares: the deferred shares of 0.9p in the capital of the Company with the rights set out in Article 5A”
 - (ii) by inserting the following as article 5A:

“5A. The Company has in issue the Deferred Shares. The rights and restrictions attached to the Deferred Shares shall be as follows:

5A.1 As regards income the holders of the Deferred Shares shall not be entitled to receive any dividend out of the profits of the Company available for distribution and resolved to be distributed in respect of any financial year or any other income or right to participate therein.

5A.2 As regards capital on a distribution of assets on a winding-up or other return of capital (otherwise than on conversion or redemption on purchase by the Company of any of its shares) the holders of the Deferred Shares shall be entitled to receive the amount paid up on their shares after there shall have been distributed (in cash or in specie) to the holders of the ordinary shares the

amount of £100,000,000 in respect of each ordinary share held by them respectively. For this purpose distributions in currency other than sterling shall be treated as converted into sterling, and the value for any distribution in specie shall be ascertained in sterling, in each case in such manner as the directors of the Company in general meeting may approve. The Deferred Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company.

5A.3 As regards voting the holders of Deferred Shares shall not be entitled to receive notice of or to attend (either personally or by proxy) any general meeting of the Company or to vote (either personally or by proxy) on any resolution to be proposed thereat.

5A.4 The rights attached to the Deferred Shares shall not be deemed to be varied or abrogated by the creation or issue of any new shares ranking in priority to or *pari passu* with or subsequent to such shares. In addition neither the passing by the Company of any resolution for the cancellation of the Deferred Shares for no consideration by means of a reduction of capital requiring the confirmation of the Court nor the obtaining by the Company nor the making by the Court of any order confirming any such reduction of capital nor the becoming effective of any such order shall constitute a variation, modification or abrogation of the rights attaching to the Deferred Shares and accordingly the Deferred Shares may at any time be cancelled for no consideration by means of a reduction of capital effected in accordance with applicable legislation without sanction on the part of the holders of the Deferred Shares.

5A.5 Notwithstanding any other provision of these Articles, the Company shall have the power and authority at any time to purchase all or any of the Deferred Shares for an aggregate consideration of £1.

5A.6 The Company shall have irrevocable authority to appoint any person to execute on behalf of the holders of the Deferred Shares a transfer/cancellation of the Deferred Shares and/or an agreement to transfer/cancel the same, without making any payment to the holders of the Deferred Shares to such person or persons as the Company may determine as custodian thereof and, pending such transfer and/or cancellation and/or purchase, to retain the certificate(s) if any, for such shares.

5A.7 The Company may, at its option and subject to compliance with the provisions of applicable legislation, at any time after the adoption of this Article, cancel such shares by way of reduction of capital for no consideration.

5A.8 Notwithstanding any other provision of these Articles, and unless specifically required by the provisions of applicable legislation, the Company shall not be required to issue any certificates or other documents of title in respect of the Deferred Shares.”

ORDINARY RESOLUTIONS

8. THAT the Directors are generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the “**Act**”), in substitution for all previous authorisations, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company (“**Rights**”):
 - (a) up to an aggregate nominal amount of £5,500,000; or
 - (b) if Resolution 7 is passed, up to an aggregate nominal amount of £55,000, provided that this authorisation shall, unless previously revoked by resolution of the Company, expire at the conclusion of the annual general meeting of the Company to be held in 2016. The Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement as if this authorisation had not expired.
9. THAT the Directors are generally and unconditionally authorised for the purposes of Section 551 of the Act, in addition to the authority set out in Resolution 8, to exercise all the powers of the Company to grant Rights up to an aggregate nominal amount of £65,000 or, if Resolution 7 is passed, an aggregate nominal amount of £650, in connection with the grant of options over ordinary shares in the capital of the Company to Wayne Nicolletto and that this authorisation shall, unless previously revoked by resolution of the Company, expire at the conclusion of the annual general meeting of the Company to be held in 2016.

SPECIAL RESOLUTION

10. THAT the Directors are empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authorisation conferred by Resolution 8 above as if Section 561 of the Act did not apply to the allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities made (i) to holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on the record date for such offer and (ii) to holders of other equity securities as may be required by the rights attached to those securities or, if the Directors consider it desirable, as may be permitted by such rights, but subject in each case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange;
- (b) the grant to Directors and employees of, and consultants to, the Company of options over equity securities up to an aggregate nominal amount of £500,000 or, if Resolution 7 is passed, £5,000; and
- (c) the allotment (otherwise than pursuant to paragraphs (a) or (b) above) of further equity securities up to an aggregate nominal amount of £5,000,000 or, if Resolution 7 is passed, £50,000, provided that this power shall, unless previously revoked by resolution of the Company, expire at the conclusion of the annual general meeting of the Company to be held in 2016. The Company may, at any time before the expiry of this power, make offers or enter into agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

BY ORDER OF THE BOARD
Harry Anagnostaras-Adams
Executive Chairman

21 May 2015

Registered office:
27-28 Eastcastle Street
London
W1W 8DH

Notes to the Notice of Meeting:

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and paragraph 18 (c) The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company has specified that only shareholders entered on the register of members of the Company at 4.00 p.m. on 11 June 2015 (or in the event that this meeting is adjourned, on the register of members at 4.00 p.m. on the day preceding the date fixed for the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of the Company registered in their name at that time. Changes to the register after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies

2. A shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote 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 meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
3. The appointment of a proxy will not preclude a shareholder from attending in person at the meeting and voting if he or she wishes to do so.

Appointment of proxy using the accompanying proxy form

4. A proxy form is enclosed. To appoint more than one proxy, please photocopy the form. Please state each proxy's name and the number of shares in relation to which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) in the boxes indicated on the form. Please also indicate if the proxy form is one of multiple forms being returned. All proxy forms must be signed and should be returned together in the same envelope.
5. 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, Share Registrars Limited ("**Share Registrars**"), Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL by hand, by e-mail to proxies@shareregistrars.uk.com, by fax to 01252 719232 or sent by post, so as to be received not less than 48 hours excluding non-business days before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).

Appointment of proxy through CREST

6. CREST members who wish to appoint a proxy or proxies for the meeting, including any adjournments of the meeting, through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). 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 made using the CREST service 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 constitutes the appointment of a proxy or is 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 Registrar (ID 7 RA36) no later than 48 hours excluding non-business days before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be). 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 Share Registrars are 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.
8. 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 message. 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 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.
9. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Changing proxy instructions

10. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company’s decision as to which appointment was received last is final.

Termination of proxy appointments

11. In order to revoke a proxy appointment you must notify the Company of the termination at least three hours before the commencement of the meeting.

Joint shareholders

12. In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person (including by corporate representative) or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholders. Seniority is determined by the order in which the names of the joint holders appear in the Company’s register of members.

Corporate representatives

13. A corporation which is a shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative at the meeting. Corporate representatives should bring with them to the meeting: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the shareholder’s letterhead, signed by an authorised signatory, confirming that they are so authorised.

Issued shares and total voting rights

14. As at the date of this notice of meeting, the Company’s issued share capital comprised 1,381,947,480 ordinary shares of 1 penny each fully paid. The Company does not hold any shares in treasury. 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 the date of this notice of meeting is 1,381,947,480.

Communication

15. Shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
 - (a) calling Share Registrars shareholder helpline on 01252 821390. Lines are open from 9.00 a.m. to 5.30 p.m. on business days (i.e. Monday to Friday but excluding public holidays); or
 - (b) in writing to the Company by emailing: info@kefi-minerals.com.
16. You may not use any electronic address provided in this notice of meeting or in any related documents (including the accompanying proxy form) to communicate with the Company for any purposes other than those expressly stated.

These documents will also be available for inspection during the meeting and for at least 15 minutes before it begins.

Explanatory Notes to the Resolutions

An explanation of each of the resolutions contained in the notice of meeting is set out below.

Resolutions 1 to 6 of the ordinary business (inclusive) will be proposed as ordinary resolutions. Resolutions 8 and 9 of the special business are also proposed as ordinary resolutions. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 7 and 10 of the special business will be proposed as special resolutions. For a special resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Resolution 1: Annual financial statements and reports

Under the Companies Act 2006 (the “**Act**”), the directors of the Company (“**Directors**”) are required to lay before the Company in general meeting copies of its audited financial statements, the strategic report, the directors’ report and the auditor’s report for the financial year ended 31 December 2014.

Resolutions 2 to 4: Retirement and reappointment of Directors

The Company’s articles of association (“**Articles**”) provide that a third of the Directors who are the longest serving on the board shall retire at the next annual general meeting and may seek reappointment. The relevant Directors to retire by rotation are Harry Anagnostaras-Adams and John Leach who are standing for reappointment.

The Articles also provide that where the Directors have appointed a person to be a Director, that Director is to retire at the next following annual general meeting and may seek reappointment. Norman Ling has been appointed since the last annual general meeting and is standing for reappointment.

Resolutions 5 and 6: Reappointment and remuneration of auditors

At each general meeting at which financial statements are laid before the shareholders, the Company is required to appoint an auditor to hold office until the next such meeting. Moore Stephens LLP is willing to continue in office and Resolution 5 will reappoint them. Resolution 6 will authorise the Directors to determine the auditor’s remuneration.

Resolution 7: Share capital reorganisation

As things stand, the Company is sometimes unable to issue Ordinary Shares at the then market price as such price is sometimes below the nominal value of the Ordinary Shares. Accordingly, it is proposed that each of the currently issued Ordinary Shares be sub-divided into one New Ordinary Share and one Deferred Share. The Deferred Shares will have no value or voting rights and you will not be issued with a share certificate in respect of the Deferred Shares.

Resolution 7 effects this proposed share capital reorganisation.

Resolutions 8 and 9: Authority to allot shares

Under the Act, the Directors may allot shares and grant rights to subscribe for or convert any securities into shares if they are authorised to do so by shareholders in general meeting. The authorisations being sought will permit the Directors to:

- allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount of £5,500,000, or, if Resolutions 7 is passed £55,000, in each case representing approximately 39.8% of the issued ordinary share capital of the Company as at the date of the notice of meeting (Resolution 8); and
- grant an option to subscribe for 6,500,000 ordinary shares in the Company to Wayne Nicolletto (the Company’s Head of Operations) (Resolution 9). The grant of these options, subject to the approval of the Company’s shareholders, was indicated in the Company’s announcement on 23 March 2015.

The authorisations sought under this resolution will expire at the conclusion of the next annual general meeting of the Company.

Resolution 10: Disapplication of pre-emption rights

This resolution disapplies the pre-emption rights under the Act which would otherwise apply on an allotment of ordinary shares, the grant of rights to subscribe for or convert any securities into ordinary shares for cash. It is limited to allotments, grants of rights:

- made in connection with rights issues or other pre-emptive offers where the ordinary shares or rights are offered first to existing shareholders in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares;
- up to an aggregate nominal amount of £500,000, or £5,000, if Resolution 7 is passed in connection with the grant of option to subscribe for ordinary shares to Directors and employees of and consultants to the Company; and
- otherwise, up to an aggregate nominal amount of £5,000,000, or £50,000, if Resolution 7 is passed representing in each case approximately 36% of the issued ordinary share capital of the Company as at the date of the notice of meeting.

The power sought under this resolution will expire at the conclusion of the next annual general meeting of the Company.

