

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000 as amended (or, if you are outside the United Kingdom, a person otherwise duly qualified in your jurisdiction) who specialises in advising on the acquisition of shares and other securities.

If you have sold or transferred all of your Ordinary Shares, please pass this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of Ordinary Shares you should retain this document.

This document should be read in its entirety and, in particular, your attention is drawn to the section headed "Risk Factors" in Part 2 of this document. Your attention is also drawn to the letter from the Chairman, in Part 1 of this document, recommending you vote in favour of the Resolutions to be proposed at the General Meeting.

KEFI Minerals plc

(Registered in England and Wales with company number 05976748)

**Placing of up to 420,769,231 new Ordinary Shares to raise £4.90 million
(before expenses)**

Authority to allot shares and disapply pre-emption rights

Notice of General Meeting

Notice convening a General Meeting of the Company to be held at the offices of Fieldfisher, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on 15 December 2014 at 11.00 a.m. is set out at the end of this document. Shareholders will also find enclosed with this document a Form of Proxy. To be valid, the Form of Proxy must be signed and returned in accordance with the instructions printed thereon so as to be received by the Company's registrars, Share Registrars Limited, at Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL as soon as possible but in any event not later than 11.00 a.m. on 11 December 2014.

Shareholders who hold their shares in uncertificated form may use the CREST electronic proxy appointment service. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be properly authenticated and completed and contain the information required for such instructions as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent, Share Registrars (CREST ID: 7RA36) by 11.00 a.m. on 11 December 2014. The completion and posting of a Form of Proxy or the appointment of a proxy through CREST will not preclude Shareholders from attending and voting in person at the General Meeting should they wish to do so.

Copies of this document will be available free of charge during normal business hours on weekdays (excluding Saturday, Sunday and public holidays) from the date hereof until the date of the General Meeting from the Company's registered office. Copies will also be available from the Company's website at www.kefi-minerals.com.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Dispatch of this document	26 November 2014
Admission of First Placing Shares to trading on AIM	8.00 a.m. on 2 December 2014
Latest time and date for receipt of Form of Proxy or CREST Proxy Instruction	11.00 a.m. on 11 December 2014
General Meeting	11.00 a.m. on 15 December 2014
Admission of Second Placing Shares to trading on AIM	8.00 a.m. on 16 December 2014
Admission of Third Placing Shares to trading on AIM	8.00 a.m. on 27 February 2015

PLACING STATISTICS

Placing Price of First Placing Shares and Second Placing Shares	1 pence
Number of Ordinary Shares in issue at the date of this document	1,045,336,880
Number of First Placing Shares	80,000,000
Number of Ordinary Shares in issue immediately following First Admission	1,125,336,880
Number of Second Placing Shares	110,000,000
Number of Ordinary Shares in issue immediately following Second Admission	1,235,336,880
Maximum number of Third Placing Shares	230,769,231
Maximum number of Ordinary Shares in issue immediately following Third Admission	1,466,106,111
Percentage of the Enlarged Share Capital represented by the Placing Shares ^(c)	28.7 per cent.
Estimated cash proceeds of the Placing receivable by the Company (net of expenses)	£4.6 million
Approximate market capitalisation of the Company at Third Admission at the Placing Price of the First Placing Shares ^(c)	£14.6 million

Notes:

^(a) Unless otherwise specified, references in this document to time are to Greenwich Mean Time.

^(b) The £/\$ exchange rate used in this document is £1/\$1.587.

^(c) Assuming the maximum number of Third Placing Shares are issued.

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

“\$”	means US dollars
“Admission”	together (or separately) the First Admission, the Second Admission and/or the Third Admission
“AIM Rules”	the AIM Rules for Companies published by London Stock Exchange plc from time to time
“ARTAR”	Abdul Rahman Saad Al-Rashid & Sons Company Limited
“Board” or “Directors”	the directors of the Company whose names are set out on page 7 of this document
“Companies Act”	the UK Companies Act 2006 (as amended)
“Company” and “KEFI Minerals”	KEFI Minerals plc (incorporated and registered in England and Wales with registered number 05976748) whose registered office is at 27-28 Eastcastle Street, London W1W 8DH
“CREST”	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the transfer of title to shares securities in uncertificated form
“CREST Manual”	the rules governing the operation of CREST
“CREST member”	a person who has been admitted to Euroclear as a system-member (as defined in the CREST Regulations)
“CREST Proxy Instruction”	the CREST message used for a proxy appointment or institution made using the CREST services
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any variation thereof
“CREST sponsor”	a CREST participant admitted to CREST as a CREST sponsor
“CREST sponsored member”	a CREST member admitted to CREST as a sponsored member
“DFS”	Definitive Feasibility Study
“EL”	Exploration Licence
“ELA”	Exploration Licence Application
“Enlarged Share Capital”	the 1,466,106,111 Ordinary Shares in issue on Third Admission, as enlarged by the Placing Shares (assuming the maximum number of Third Placing Shares are issued)
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST
“First Admission”	the admission of the First Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
“First Placing”	the conditional placing of the First Placing Shares arranged by Fox-Davies as agent for the Company pursuant to the terms of the Placing Agreement
“First Placing Shares”	the 80,000,000 new Ordinary Shares to be allotted and issued pursuant to the the First Placing
“Form of Proxy”	the form of proxy for use at the General Meeting, which is enclosed with this document
“Fox-Davies”	Fox-Davies Capital Limited (registered in England and Wales with registered number 04258441) whose registered office is at 1 Tudor Street, London EC4Y 0AH, the Company’s broker
“G&M”	the Gold & Minerals joint venture pursuant to the JV Agreement

“General Meeting” and “GM”	the general meeting of the Company to be held at the offices of Fieldfisher, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on 15 December 2014 at 11.00 a.m., notice of which is set out at the end of this document
“Goldfields Resources Fund”	a mining finance investment sub-fund of Perth Global Funds with Perth Partners as nominee
“Group”	the Company and its subsidiaries
“Jibal Outman”	the Jibal Outman licence, located in the central southern region of the Arabian-Nubian Shield
“JV Agreement”	means the joint venture agreement between KEFI Minerals and ARTAR, dated 27 May 2009, relating to the operation of G&M
“Ordinary Shares”	the ordinary shares of 1 penny each in the share capital of the Company
“oz”	troy ounce
“p.a.”	per annum
“Perth Global Funds”	Perth Global Funds plc, an Irish-incorporated variable capital limited liability company with registration number 550499
“Perth Partners”	Perth Partners LLP, a limited liability partnership registered in England and Wales with number OC393506
“Placing”	the conditional placing of the Placing Shares at the Placing Price pursuant to the Placing Agreement
“Placing Agreement”	the conditional agreement dated 26 November 2014 between the Company and Fox-Davies relating to the Placing
“Placing Price”	means: (i) in respect of the First Placing Shares and the Second Placing Shares 1 pence per Placing Share; and (ii) in respect of the Third Placing Shares, the greater of: (A) 1.3 pence per Placing Share; and (B) the VWAP for the 20 trading days immediately prior to the date of allotment of the Third Placing Shares, subject to a maximum of 2 pence per share
“Placing Shares”	up to 420,769,231 new Ordinary Shares to be issued in connection with the Placing
“Quarterly Report”	the quarterly operational update published by the Company on 15 October 2014
“Resolutions”	the resolutions contained in the notice of General Meeting, which is set out at the end of this document
“Second Admission”	the admission of the Second Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
“Second Placing”	the conditional placing of the Second Placing Shares to be arranged by Fox-Davies as agent for the Company pursuant to the terms of the Placing Agreement
“Second Placing Shares”	the 110,000,000 new Ordinary Shares to be allotted and issued pursuant to the Second Placing
“Share Registrars”	a trading name of Share Registrars Limited
“Shareholders”	holders of Ordinary Shares
“Third Admission”	the admission of the Third Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
“Third Placing”	the conditional placing of the Third Placing Shares to be arranged by Fox-Davies as agent for the Company pursuant to the terms of the Placing Agreement

“Third Placing Shares”	the number of new Ordinary Shares to be allotted and issued which are the subject of the Third Placing which is derived by dividing £3,000,000 by the Placing Price for the Third Placing Shares
“Tulu Kapi” or “TK”	the Tulu Kapi-Ankore Exploration Licence (Licence No. 127/97 – 128/97) as originally issued by the Ethiopian Mining Ministry of Mines on 27 May 2005 and subsequently renewed
“VAT”	value added tax
“VWAP”	the volume-weighted average price of an Ordinary Share as derived from the AIM Appendix to the Daily Official List of London Stock Exchange plc

PART 1

LETTER FROM THE CHAIRMAN

KEFI Minerals plc

(Registered in England and Wales 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

26 November 2014

Dear Shareholder,

Placing of new Ordinary Shares

Notice of General Meeting to grant authority to allot shares and disapply pre-emption rights

INTRODUCTION

I am writing to you to give notice of a General Meeting of the Company to be held at the offices of Fieldfisher, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on 15 December 2014 at 11.00 a.m., formal notice of which is set out at the end of this document.

It was announced today that the Company had conditionally raised approximately £4.90 million (before expenses) through the placing of up to 420,769,231 new Ordinary Shares. The Placing will be in three tranches, with the Placing Price of the First Placing Shares and the Second Placing Shares being 1 pence per share and the Placing Price of the Third Placing Shares being between 1.3 pence and 2 pence per share. The First Placing is conditional, *inter alia*, on First Admission and is expected to settle on 2 December 2014. The Second Placing and Third Placing are conditional, *inter alia*, on the passing of the Resolutions to be proposed at the General Meeting.

The purpose of this document is to explain the background to and reasons for the Placing and to convene the General Meeting.

BACKGROUND TO AND REASONS FOR THE PLACING

The Group's current business progress remains consistent with the plan outlined to Shareholders upon the acquisition of a 75 per cent. interest in Tulu Kapi on 30 December 2013 and also with the progress reported in the Company's recent Quarterly Report announced on 15 October 2014. We continue to position the Company for the commencement of the development of the Tulu Kapi Gold Project in Ethiopia in early 2015. The recent reported independent verification of our overhaul of the project development plan allowed us to assemble indicative term sheets for the project finance planned for 2015, to re-activate the mining licence application suspended by the previous owner of TK in mid-2013 and to start preparing for the resettlement of affected households in the local community. Also, as previously foreshadowed, it is now appropriate to raise additional equity capital to fund all pre-development obligations pending the commencement of development and the drawdown of planned associated project finance facilities to develop the Tulu Kapi Gold Project.

Since its admission to AIM in December 2006, the Company has been funded by the issuance of ordinary share capital raising approximately £15 million (\$24 million). After consideration of the alternatives available, the Company's finance plan remains to fund all pre-development obligations and activities with equity capital and that the investment required for development in 2015 will be mostly financed by project-related debt.

USE OF PROCEEDS

KEFI Minerals is now raising approximately £4.60 million (net of expenses) by way of the Placing to:

- (a) Update the full Tulu Kapi Definitive Feasibility Study (DFS) to bankable standards, fund community planning & liaison work at Tulu Kapi and account for costs associated with the proposed Tulu Kapi project finance arrangements. This includes the updating of the 2012 DFS, completed by the previous owner of Tulu Kapi to reflect KEFI Minerals' overhaul of the plans for

the project. These plans have already been independently reviewed by the specialist consultants, including Senet (processing), Golders (environmental), Intersocial (community), Epoch (tailings management), Snowden (geology and mining) and Endeavour Financial (project finance) who will go into greater detail for the DFS;

- (b) Continue servicing the Group's Ethiopian VAT liability. This liability was inherited from the previous owner of Tulu Kapi and KEFI Minerals reached a settlement agreement with the Ethiopian Government in accordance with which the liability at 31 December 2013 of £3.1 million would be repaid over the following three years;
- (c) To fund continued exploration activities in Ethiopia and Saudi Arabia centered on KEFI Minerals' development sites with already-reported mineral resources, namely Tulu Kapi in Ethiopia and its adjacent three licences and Jibal Qutman in Saudi Arabia and its adjacent four licences. In addition, an ambitious regional exploration plan will be assembled and selected initial activities commenced; and
- (d) General working capital. KEFI Minerals maintains a low-overhead style of management, with all senior executives spending maximum time at project sites and at field offices.

Since the release of Quarterly Report there have been the following developments in relation to Tulu Kapi:

- On 17 November 2014 Mr Tolossa Shagi, Minister of Mines of Ethiopia, confirmed to the Company that the Ministry of Mines' objective remains to complete the processing of KEFI Minerals' mining licence application for Tulu Kapi by the year-end (2014) with a view to approval in early 2015 so that the community resettlement could commence immediately and mine development later in the year.
- Development scheduling continues to be optimised and planned expenditure of \$7 million has been deferred from the first half of 2015. Targets are unchanged for arranging project finance in mid-2015 for major works to commence in the final quarter of 2015 and production commissioning at the end of 2016.
- Headline indicative terms have been received for early-stage secured debt-based financing during the first half of 2015 of up to \$10 million. The terms and conditions are at a preliminary stage of discussion and, based on current financial projections, these funds would not be required until the third quarter of 2015 upon triggering full development.

In summary, KEFI Minerals' business plan and actions are focused on selected deposits in the highly prospective Arabian-Nubian Shield and, in particular, our key projects are in Ethiopia and Saudi Arabia. Tulu Kapi has the potential to sustain gold production averaging 80,000-90,000 oz p.a from 2017 from the planned open pit alone. Jibal Qutman in Saudi Arabia also has potential as has the exploration of a large pipeline of already applied for exploration licences in Ethiopia and Saudi Arabia.

Further information concerning the Company's projects and its operations can be viewed on KEFI Minerals' website at www.kefi-minerals.com

THE PLACING

The Company has conditionally raised £4.90 million (before expenses) by way of a placing by Fox-Davies, as agent to the Company, of up to 420,769,231 new Ordinary Shares pursuant to the Placing Agreement. The Placing will be in three tranches, with the Placing Price of the First Placing Shares and Second Placing Shares being 1 pence per share and the Placing Price of the Third Placing Shares being between 1.3 pence and 2 pence per share. The final Placing Price for the Third Placing Shares will be determined by the VWAP of the Ordinary Shares for the 20 trading days immediately prior to the date of allotment of the Third Placing Shares which is 27 February 2015. The First Placing Shares have been conditionally placed with certain existing shareholders and the Second Placing Shares have been conditionally placed with certain Directors and existing Shareholders. The Third Placing Shares have been conditionally placed with Perth Partners, acting for Goldfields Resources Fund, a sub-fund of Perth Global Funds.

The First Placing is conditional upon, amongst other things, First Admission becoming effective on or before 8.00 a.m. on 2 December 2014 (or such later date as Fox-Davies and the Company may agree being not later than 8.00 a.m. on 15 December 2014).

The Second Placing is conditional, among other things on First Admission becoming effective, the passing of the Resolutions to be proposed at the General Meeting and Second Admission becoming effective on or before 8.00 a.m. on 16 December 2014 (or such later date as Fox-Davies and the Company may agree being not later than 31 December 2014).

The Third Placing is conditional upon, amongst other things, Second Admission becoming effective, on authorisation of Goldfields Resources Fund by the Central Bank of Ireland, on Perth Global Funds having received cleared funds in an amount of not less than £5 million from investors into the Goldfields Resources Fund, on there being no legal or regulatory provision applicable to the Goldfields Resources Fund, to Perth Global Funds or to Perth Partners which prohibits any of those parties subscribing for the Third Placing Shares and Third Admission becoming effective on or before 8.00 a.m. on 27 February 2015 (or such later date as Fox-Davies and the Company may agree being not later than 8.00 a.m. on 16 March 2015).

Under the terms of the Placing Agreement, the Company has given certain customary warranties and indemnities to Fox-Davies in connection with the Placing and other matters relating to the Company and its affairs. The Company shall also, subject to the passing of the Resolutions, grant to Fox-Davies warrants to subscribe for up to: (i) 9,500,000 Ordinary Shares (being equal to five per cent. of aggregate the number of First Placing Shares and Second Placing Shares); and (ii) such number of ordinary shares as equals five per cent. of the number of Third Placing Shares issued to Goldfields Resources Funds, exercisable for three years at the relevant Placing Price.

The Placing Shares will be allotted and credited as fully paid and will rank *pari passu* in all respects with the existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid on or after the date of their allotment.

The Placing Price has been determined having regard to prevailing market conditions. The VWAP of the Ordinary Shares during the periods of 10 and 20 trading days immediately prior to publication of this document was 1.04 pence and 1.05 pence respectively and the Placing Price for the First Placing Shares and Second Placing Shares represents a 4 per cent. discount to the 10-day VWAP and a 5 per cent. discount to the 20 day VWAP. The Directors believe that the Placing Price for the First Placing Shares and Second Placing Shares is fair and reasonable as far as Shareholders are concerned. In addition, the minimum Placing Price (of 1.3p) of the Third Placing Shares represents a 25 per cent. premium to the 10-day VWAP and will ultimately be determined by reference to the VWAP of the Ordinary Shares for the 20 trading days immediately prior to the allotment of the Third Placing Shares. Accordingly, the Directors consider that the Placing Price of the Third Placing Shares is fair and reasonable as far as Shareholders are concerned.

KEFI Minerals is pleased to add Goldfields Resources Fund, a sub-fund of Perth Global Funds, as a proposed additional cornerstone investor in the Company. Goldfields Resources Fund has undertaken to invest £3 million in the Placing and, assuming the maximum number of Third Placing Shares are issued, on Third Admission it will hold 15.7 per cent. of the Enlarged Share Capital. Goldfields Resources Fund is a new mining finance sub-fund of Perth Global Funds, an Irish-incorporated company. KEFI Minerals will be the fund's maiden investment. Further background on Perth Global Funds and the Goldfields Resources Fund is available on www.perth-partners.com.

Certain Directors have also agreed to subscribe for Placing Shares pursuant to the Second Placing. The number of Placing Shares to be subscribed by each Director and their resulting shareholdings on Second Admission are set out below:

Name	Number of existing Ordinary Shares	Percentage of existing issued shares capital	Number of Placing Shares	Number of Ordinary Shares on Second Admission	Percentage of enlarged share capital on Second Admission
Harry Anagnostaras-Adams	13,966,667	1.34%	20,000,000	33,966,667	2.75%
Ian Plimer	3,116,668	0.30%	1,250,000	4,366,668	0.35%
Jeffrey Rayner	4,783,333	0.46%	2,600,000	7,383,333	0.60%
John Leach	1,000,000	0.10%	1,250,000	2,250,000	0.18%

Applications will be made to London Stock Exchange plc for the Placing Shares to be admitted to trading on AIM. It is expected that: (i) First Admission will become effective and that dealings will commence in the First Placing Shares on 2 December 2014; (ii) subject to the First Admission becoming effective and passing of the Resolutions at the General Meeting, Second Admission will become effective and that dealings will commence in the Second Placing Shares on 16 December 2014; and (iii) subject to Second Admission becoming effective, Third Admission will become effective and that dealings in the Third Placing Shares will commence on 27 February 2015.

GENERAL MEETING

You will find at the end of this document a notice convening the General Meeting to be held at the offices of Fieldfisher, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on

15 December 2014 at 11.00 a.m. to consider and if thought fit pass the following Resolutions to authorise the Directors:

1. to allot shares or grant rights to subscribe for or to convert any security into shares pursuant to section 551 of the Companies Act up to an aggregate nominal amount of £8,505,109 comprising: (a) up to an aggregate nominal value of £3,407,693 in connection with the Placing; (b) up to an aggregate nominal amount of £210,395 in connection with the grant of warrants to Fox-Davies to subscribe for Ordinary Shares at the Placing Price; and (c) otherwise than in connection with the Placing and the grant of warrants, up to an aggregate nominal value equal to £4,887,021 being approximately one third of the aggregate nominal amount of the Company's issued share capital immediately following the Placing, assuming that the maximum number of Placing Shares are issued; and
2. to allot such shares or grant such rights free of the statutory pre-emption rights contained in section 561(1) of the Companies Act.

These Resolutions serve to effect the Placing as well as authorising the Directors to issue up to 10% of the Enlarged Share Capital for cash on a non-pre-emptive basis without requiring further Shareholder approval.

Resolution 1 will be proposed as an ordinary resolution and will therefore require the approval of a majority of Shareholders voting in person or by proxy at the General Meeting.

Resolution 2 will be proposed as a special resolution and will therefore require the approval of not less than 75 per cent. of Shareholders voting in person or by proxy at the General Meeting.

ACTION TO BE TAKEN IN RESPECT OF THE GENERAL MEETING

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the General Meeting. Whether or not you propose to attend the General Meeting in person, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed thereon. To be valid, completed Forms of Proxy must be received by Share Registrars Limited of Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL as soon as possible but in any event not later than 11.00 a.m. on 11 December 2014 or 48 hours before any adjournment of the General Meeting.

If you hold Ordinary Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Share Registrars so that it is received by no later than 11.00 a.m. on 11 December 2014. If you complete and return a Form of Proxy or appoint a proxy via CREST, you may still attend and vote at the General Meeting in person should you decide to do so.

Please read the detailed notes to the notice of General Meeting at the end of this document and the Form of Proxy. The attention of Shareholders is also drawn to the voting intentions of the Directors set out below.

RECOMMENDATION

The Directors believe that the Placing and the authority sought to issue up to 10% of the Enlarged Share Capital for cash on a non-pre-emptive basis will promote the success of the Company for the benefit of the members as a whole and accordingly they unanimously recommend you to vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their own shareholdings.

Shareholders are reminded that the Second Placing and the Third Placing are conditional, among other things, on the passing of the Resolutions to be proposed at the General Meeting. Should the Resolutions not be passed the Second Placing and the Third Placing will not proceed and all subscription monies will be returned to investors.

Yours sincerely

Harry Anagnostaras-Adams
Chairman

PART 2

RISK FACTORS

Shareholders should carefully consider all of the information in this document including the risks below. The Board has identified these risks as material risks, but additional risks and uncertainties not presently known to the Board, or that the Board considers immaterial, may also adversely affect the Group. If any or a combination of the following risks materialise, the business, financial condition and/or performance of the Group could be materially adversely affected. In any such case the market price of the Ordinary Shares could decline.

The following risk factors should not be considered in any order of priority. The Group's future performance might be affected by changes in market conditions and legal, regulatory and tax requirements.

DYNAMIC REGULATORY ENVIRONMENT

The Group must comply with existing laws and regulations that may entail greater or lesser costs and delays depending on the nature of the activity to be permitted and the interpretation of the laws and regulations implemented by the permitting authority. New laws and regulations, amendments to existing laws and regulations, or more stringent enforcement of existing laws and regulations, could have a material adverse impact on the Group's results of operations, financial condition and prospects.

ANNUAL RENEWAL OF ETHIOPIAN EXPLORATION LICENCES

Ethiopian ELs are subject to an annual renewal process. While the Group's Ethiopian ELs have been regularly renewed by the Ministry of Mines upon application by the Group, there is no guarantee that these licences will continue to be renewed.

TULU KAPI MINING LICENCE

The Company has submitted the application for a mining licence in relation to Tulu Kapi. Whilst the Directors are confident that the mining licence will be granted in a timely manner, there can be no guarantee that the application will be successful.

G&M EXPLORATION LICENCE APPLICATIONS

ARTAR has submitted all of the ELAs in Saudi Arabia on behalf of and for the benefit of G&M and the licences granted to date have been granted in the name of ARTAR. Pursuant to the JV Agreement between KEFI Minerals and ARTAR dated 27 May 2009, ARTAR has agreed with the Company that it shall transfer any licence granted pursuant to an ELA to G&M. The Company is not aware of any reason why any such licence will not be transferred to G&M in accordance with ARTAR's obligation under the JV Agreement.

ECONOMIC AND POLITICAL AND OTHER REGULATORY RISKS

The Directors are hopeful that the Government of Ethiopia will continue to support the ongoing exploration by foreign investors. However, there can be no assurance that future political and economic conditions in Ethiopia will not result in its Government adopting different policies in relation to foreign development and ownership over rights to exploit. Any such changes in policy may result in changes in laws affecting ownership of assets, taxation, rates of exchange, environmental protection, labour relations, repatriation of income, return of capital and other areas, each of which may affect both the Group's ability to undertake operations and development activities in respect of the manner currently contemplated, as well as its ability to continue to explore in and produce from those properties in respect of which it has obtained exploration and production rights to date.

ENVIRONMENTAL RISKS

The Group's operations are subject to the environmental risks inherent in the mining industry. The Group is subject to environmental laws and regulations in connection with all of its operations. Although the Group intends to be in compliance in all material respects with all applicable environmental laws and regulations, there are certain risks inherent to its activities which can lead to unforeseen environmental liabilities and circumstances that could subject the Group to extensive liability which it may be unable to or unwilling to cover by insurance.

NEED FOR ADDITIONAL FUNDING

Further funding will be required by the Company to progress its presently planned course of development and production at Tulu Kapi. The Company is in the process of arranging finance facilities of up to \$130 million to cover capital cost requirements and cost overruns in connection with the restart of operations at Tulu Kapi. There can be no guarantee that such debt or equity financing will be forthcoming when required, or as to the terms and price on which such funds would be available, if at all. If the Group is unable to obtain additional financing as needed, or on terms which are acceptable, it may not be able to fulfil its strategy, which could have a material adverse effect on the Group's business, financial position and prospects. It may also be required to reduce the scope of its operations or anticipated growth, forfeit its interests in some or all of its assets, incur financial penalties or reduce or terminate its operations.

DILUTION

Additional financing needed to continue funding the development and operation of Tulu Kapi may require the issuance of additional securities of the Company. The issuance of additional securities and the exercise of warrants and options over Ordinary Shares and other convertible securities will result in dilution of the equity interests of Shareholders.

FLUCTUATIONS IN MINERAL PRICES COULD ADVERSELY AFFECT OPERATIONS

The Group's future profitability and long-term viability will depend, in large part, on the global market price of gold that is produced and the marketability of gold extracted from the Group's properties. Resource market prices have fluctuated widely, particularly in recent years and are affected by numerous factors beyond the Group's control, including inflation, global and regional consumption patterns, demand and supply, speculative activities, international political and economic trends, currency exchange fluctuations, interest rates, production costs and increased production due to new and improved extraction and production methods. The aggregate effect of these factors on resource prices is impossible for the Company to predict.

INSURANCE RISK

The mining industry is subject to significant risks that could result in damage to, or destruction of, mineral properties or producing and processing facilities, personal injury or death, environmental damage, delays in mining and monetary losses and possible legal liability. Where considered practical to do so, the Company maintains insurance against risks in the operation of its business and in amounts believed to be consistent with industry practice. Such insurance, however, contains exclusions and limitations on coverage. The Company's insurance policies may not provide coverage for all losses related to the Group's business and the payment of any such liabilities not covered by such insurance policies would reduce the funds available to the Group and could have a material and adverse effect on the Group's profitability, results of operation and financial condition. Furthermore, there can be no assurance that such insurance will continue to be available, or that it will be available on terms and conditions acceptable to the Company.

HEDGING POLICY

The Company does not currently have a hedging policy, but it is expected that such a policy will be established prior to the start of production. Accordingly, the Company currently has no protection from declines in mineral resource prices. In addition, the Company may not have the ability to purchase hedging instruments in the future. Hedging instruments may also not protect the Company adequately from fluctuations in the market price of gold and other commodities.

CURRENCY FLUCTUATIONS

The Company's financing and mining activities are subject to foreign currency fluctuations. The effects of the foreign exchange rate on any outstanding loan facilities, operating costs and cash flows may be significant. The Company is exposed to foreign exchange risk arising from various currency exposures primarily with respect to the US dollar, Ethiopian Birr and Pounds Sterling. The Company does not currently have any hedging contracts in connection with foreign currencies. Since the Company's financial results are reported in Pounds Sterling, its financial position and results will be impacted by exchange fluctuations between the Euro and the US dollar and/or Pounds Sterling and the Ethiopian Birr.

UNCERTAINTY OF MINERAL RESOURCE AND RESERVE ESTIMATES

There are numerous uncertainties inherent in estimating reserves and the future cash flows that might be derived from their production. The estimation of mineralisation is a subjective process and the accuracy of estimates is a function of quantity and quality of available data, the accuracy of statistical computations

and the assumptions and judgments made in interpreting engineering and geological information. In respect of mineral reserve and mineral resource estimates, no assurance can be given that the anticipated tonnage and grades will be achieved, that the indicated level of recovery will be realised or that mineral reserves can be mined or processed profitably. In addition, in respect of future cash flows, actual cash flows may differ materially from estimates. Estimates of mineral reserves and mineral resources, and future cash flows to be derived from the production of such mineral reserves and mineral resources necessarily depend upon a number of variable factors and assumptions. These include, among others, geological and mining conditions that may not be fully identified by available exploration data or that may differ from experience in current operations, historical production from the area compared with production from other producing areas, the assumed effects of regulation by governmental agencies and assumptions concerning metal prices, exchange rates, interest rates, inflation, operating costs, development and maintenance costs, reclamation costs and the availability and cost of labour, equipment, raw materials and other services required to mine and refine the ore.

Estimates may have to be recalculated based on changes in mineral prices or further exploration or development activity. This could materially and adversely affect estimates of the volume or grade of mineralisation, estimated recovery rates or other important factors that influence estimates. Market price fluctuations for minerals, increased production costs or reduced recovery rates, or other factors can adversely affect the economic viability of a project.

UNCERTAINTY OF INFERRED MINERAL RESOURCES

Inferred mineral resources that are not mineral reserves do not have demonstrated economic viability and are considered too speculative geologically to have economic considerations applied to them to enable them to be categorised as reserves. The estimates of mineral resources contained herein contain estimates of inferred mineral resources. Due to the uncertainty which may attach to inferred mineral resources, there is no assurance that the estimated tonnage and grades as stated will be achieved or that they will be upgraded to measured and indicated mineral resources or proven and probable mineral reserves as a result of continued exploration.

NOTICE OF GENERAL MEETING

KEFI Minerals plc

(Registered in England and Wales company number 05976748)

Notice is hereby given that a General Meeting of KEFI Minerals plc (the “**Company**”) will be held at the offices of Fieldfisher, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on 15 December 2014 at 11.00 a.m. to consider and, if thought fit, pass the following resolutions of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 as a special resolution:

ORDINARY RESOLUTION

1. THAT the directors of the Company (the “**Directors**”) be and are hereby authorised generally and unconditionally pursuant to and for the purposes of Section 551 of the Companies Act 2006 (the “**Act**”) to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (“**Rights**”) up to an aggregate nominal amount of £8,505,109 comprising:
 - (a) up to an aggregate nominal value of £3,407,693 in connection with the placing of the Company’s ordinary shares of 1p each by Fox-Davies Capital Limited, as agent of the Company to certain institutional and other investors at prices of between 1 pence and 2 pence per share (the “**Placing**”);
 - (b) up to an aggregate nominal value of £210,395 in connection with the grant of warrants to subscribe for ordinary shares of 1p each in the Company at prices of between 1 pence and 2 pence per share, exercisable for a period of three years following the date of grant (the “**Warrants**”); and
 - (c) otherwise than in connection with the Placing and the grant of Warrants, up to an aggregate nominal value of £4,887,021 (being approximately one third of the aggregate nominal amount of the Company’s issued share capital immediately following the Placing, assuming that the maximum number of shares are issued pursuant to the Placing),

provided that this authority shall expire at the conclusion of the Company’s annual general meeting to be held in 2015, save that the Company may make an offer or agreement before the expiry of this authority 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 pursuant thereto as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

2. THAT, conditional on the passing of Resolution 1 above, the Directors be and are hereby generally empowered pursuant to Section 571 of the Act to allot equity securities (as defined in Section 560 of the Act) pursuant to the authority conferred by Resolution 1 above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - (a) up to an aggregate nominal amount of £3,407,693 in connection with the Placing;
 - (b) up to an aggregate nominal amount of £210,395 in connection with the grant of the Warrants; and
 - (c) otherwise than in connection with the Placing and the grant of the Warrants, up to an aggregate nominal amount of £1,466,106 (being approximately 10 per cent. of the aggregate nominal amount of the Company’s issued share capital immediately following the Placing, assuming that the maximum number of shares are issued pursuant to the Placing),

and such authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2015, save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant thereto as if the power conferred hereby had not expired.

BY ORDER OF THE BOARD
Cargil Management Services Limited
Secretary

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

Dated: 26 November 2014

Notes:

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of him. A member 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 member. The proxy need not be a member of the Company. Completion and return of a Form of Proxy (or any CREST Proxy Instruction, as described in notes 7 to 9) will not preclude a member from attending and voting at the General Meeting should the member so decide. A pre-paid form of proxy accompanies this notice. If you wish to appoint multiple proxies please photocopy the Form of Proxy, fill in each copy in respect of different shares and send the multiple forms together to the Company's registrars, Share Registrars at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL. Alternatively you may appoint multiple proxies by CREST Proxy Instruction.
2. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. If you wish to appoint a proxy other than the Chairman of the meeting, cross out the words "the Chairman of the meeting" on the Form of Proxy and write the full name and address of your proxy on the dotted line. The change should be initialed.
3. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he/she thinks fit on the specified resolution and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to the resolution) which may properly come before the meeting.
4. In the case of joint holders, the signature of any one of them will suffice but the names of all joint holders should be stated. 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 holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
5. To be effective, the enclosed Form of Proxy must be duly completed and deposited together with any power of attorney or other authority (if any) under which it is executed (or a duly certified copy of such power or authority) and lodged at the offices of the Company's registrars no later than 11.00 a.m. on 11 December 2014 or 48 hours before the time of the General Meeting excluding non business days. Please note that the pre-paid address printed on the reverse of the Form of Proxy is only for use if you are posting from within the United Kingdom.
6. Completion and return of the Form of Proxy will not preclude a shareholder from attending and voting in person at the meeting.
7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent (ID 7RA36) by 11.00 a.m. on 11 December 2014. 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his 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. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 and paragraph 18(c) The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, specifies that only those members entered on the register of members of the Company at 11.00 a.m. UK time on 11 December 2014 shall be entitled to attend and vote at the meeting or, if the meeting is adjourned, 11.00 a.m. on the day two days prior to the adjourned meeting. Changes to entries on the register of members after such time shall be disregarded in determining the right of any person to attend or vote at the meeting.

