

Golden Prospect Precious Metals Limited

Registered Office Address: Suite B, Trafalgar Court, 3rd Floor, West Wing, St. Peter Port, Guernsey, GY1 2JA
Registration Number: 45676

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Members of Golden Prospect Precious Metals Limited (the '**Company**') will be held at Suite B, Trafalgar Court, 3rd Floor, West Wing, St. Peter Port, Guernsey on 23rd May 2017 at 11:00 BST to transact the business set out in the Resolutions below.

ORDINARY RESOLUTIONS

1. To receive the Company's Annual Report and Audited Financial Statements for the year ended 31 December 2016.
2. To re-appoint BDO Limited as auditor to the Company until the conclusion of the next general meeting at which accounts are laid before the Company.
3. To authorise the Directors of the Company to determine the remuneration of the auditor.
4. To re-elect Mr Malcolm Burne as a Director of the Company who retires by rotation in accordance with Article 18.3 of the Articles of Association of the Company.
5. To re-elect Mr Kaare Foy as a Director of the Company who retires by rotation in accordance with Article 18.3 of the Articles of Association of the Company.
6. To re-elect Mr Robert King as a Director of the Company who retires by rotation in accordance with Article 18.3 of the Articles of Association of the Company.
7. To re-elect Mr Toby Birch as a Director of the Company who retires by rotation in accordance with Article 18.3 of the Articles of Association of the Company.

SPECIAL BUSINESS

8. To authorise the Company, in accordance with Article 4.8 of the Articles of Association of the Company and The Companies (Guernsey) Law, 2008, as amended (the '**Law**'), to make market purchases of its own ordinary shares of £0.001 each ('**Ordinary Shares**'), such authorisation conditional upon the Ordinary Shares of the Company continuing to be admitted to listing on the Official List of the Channel Islands Securities Exchange Authority Limited ('**CISEAL**') and, with the exception of a tender offer or partial offer being made to all holders of Ordinary Shares on the same terms:-
 - 8.1 the maximum number of Ordinary Shares hereby authorised to be purchased shall be up to 15% of the Company's existing issued ordinary share capital;
 - 8.2 the minimum price (exclusive of expenses) which may be paid for the Ordinary Shares to be £0.001 per Ordinary Share;
 - 8.3 the maximum price (exclusive of expenses) payable by the Company for the Ordinary Shares to be 5% above the average of the closing middle market quotations (as derived from Bloomberg) of an Ordinary Share for the five (5) consecutive dealing days preceding the date on which the purchase is made;

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- 8.4 the authority (unless previously renewed or revoked) will expire at the end of the annual general meeting of the Company to be held in 2018 or, if earlier, the date being fifteen months from the date of this resolution;
- 8.5 the Company may make a contract to purchase its own Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed or wholly or partly executed after the expiry of such authority, and may make a purchase of its own Ordinary Shares in pursuance of any such contract; and
- 8.6 the purchase price for any Ordinary Shares may be paid by the Company out of distributable profits or out of capital and share premium or otherwise to the fullest extent permitted by The Companies (Financial Assistance for Acquisition of Own Shares) Ordinance, 1998.

By order of the Board

R&H Fund Services (Guernsey) Limited

Suite B

Trafalgar Court

3rd Floor

West Wing

St Peter Port

Guernsey

GY1 2 JA

10 April 2017

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NOTES

1. Members entitled to attend and vote at the Meeting are entitled to appoint one or more proxies to attend, speak and vote instead of him or her, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such member. A proxy need not be a member of the Company. A form of proxy accompanies this notice. Completion and return of the form of proxy will not preclude members from attending or voting at the Meeting, if they so wish. The fact that members may have completed forms of proxy will not prevent them from attending and voting at the Meeting in person should they afterwards decide to do so.
2. To be valid, the form of proxy, together with the power of attorney or the authority, if any, under which it is executed (or a notarially, certified copy of such power of attorney) must be deposited with Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than 11:00 BST on 19th May 2017 before the time for holding the Meeting or adjourned Meeting or the taking of a poll at which the person named in the instrument proposes to vote.
3. A member must first have his or her name entered on the register of members not later than 11:00 BST on 19th May 2017. If the Meeting is adjourned, members entered on the register not later than 11:00 BST on 19th May 2017 before the time fixed for the adjourned Meeting shall be entitled to attend and vote at the Meeting. Changes to entries in the register after that time shall be disregarded in determining the rights of any holders to attend and vote at the Meeting.
4. If you do not intend to attend the Meeting please complete and return the form of proxy as soon as possible.

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FORM OF PROXY

For use at the Annual General Meeting of Golden Prospect Precious Metals Limited (the 'Company') to be held on 23rd May 2017 at 11:00 BST

I/We (block capitals please) _____

of (address) _____

_____ being (a) member(s) of the Company appoint the Chairman of the meeting or (see note 1)

As my/our proxy and, on a poll, to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Suite B, Trafalgar Street, 3rd Floor, West Wing, St Peter Port, Guernsey on 23rd May 2017 at 11:00 BST and any adjournment thereof.

Please indicate with an 'X' in the spaces provided how you wish your votes to be cast on the resolutions specified.

ORDINARY RESOLUTIONS

	For	Against	Abstain
1. To receive the Company's Annual Report and Audited Financial Statements for the year ended 31 December 2016.			
2. To re-appoint BDO Limited as auditor to the Company until the conclusion of the next general meeting at which accounts are laid before the Company.			
3. To authorise the Directors of the Company to determine the remuneration of the auditor.			
4. To re-elect Mr Malcolm Burne as a Director of the Company who retires by rotation in accordance with Article 18.3 of the Articles of Association of the Company.			
5. To re-elect Mr Kaare Foy a Director of the Company who retires by rotation in accordance with Article 18.3 of the Articles of Association of the Company.			
6. To re-elect Mr Robert King as a Director of the Company who retires by rotation in accordance with Article 18.3 of the Articles of Association of the Company.			
7. To re-elect Mr Toby Birch as a Director of the Company who retires by rotation in accordance with Article 18.3 of the Articles of Association of the Company.			

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SPECIAL BUSINESS

	For	Against	Abstain
<p>8. To authorise the Company, in accordance with Article 4.8 of the Articles of Association of the Company and The Companies (Guernsey) Law, 2008, as amended (the 'Law'), to make market purchases of its own ordinary shares of £0.001 each ('Ordinary Shares'), such authorisation conditional upon the Ordinary Shares of the Company continuing to be admitted to listing on the Official List of the Channel Islands Securities Exchange Authority Limited ('CISEAL') and, with the exception of a tender offer or partial offer being made to all holders of Ordinary Shares on the same terms:-</p> <p>8.1 the maximum number of Ordinary Shares hereby authorised to be purchased shall be up to 15% of the Company's existing issued ordinary share capital;</p> <p>8.2 the minimum price (exclusive of expenses) which may be paid for the Ordinary Shares to be £0.001 per Ordinary Share;</p> <p>8.3 the maximum price (exclusive of expenses) payable by the Company for the Ordinary Shares to be 5% above the average of the closing middle market quotations (as derived from Bloomberg) of an Ordinary Share for the five (5) consecutive dealing days preceding the date on which the purchase is made;</p> <p>8.4 the authority (unless previously renewed or revoked) will expire at the end of the annual general meeting of the Company to be held in 2018 or, if earlier, the date being fifteen months from the date of passing of this resolution;</p> <p>8.5 the Company may make a contract to purchase its own Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed or wholly or partly executed after the expiry of such authority, and may make a purchase of its own Ordinary Shares in pursuance of any such contract; and</p> <p>8.6 the purchase price for any Ordinary Shares may be paid by the Company out of distributable profits or out of capital and share premium or otherwise to the fullest extent permitted by The Companies (Financial Assistance for Acquisition of Own Shares) Ordinance, 1998.</p>			

Subject to any voting instructions so given, the proxy will vote, or may abstain from voting, on any resolution as he/she may think fit.

Signature _____

Dated this _____ day of _____ 2017

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PROXY NOTES

1. If you so desire you may delete the words 'Chairman of the meeting' and insert the name of your own choice of proxy, who need not be a member of the Company. Please initial such alteration.
2. A corporation must execute the proxy under its common seal or under the hand of an officer or attorney duly authorised.
3. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated. Joint holders are not permitted to vote independently of each other and must vote as one.
4. To appoint more than one proxy to vote in relation to different shares within your holding, you may photocopy this form. Please indicate on each copy of the form the proxy's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you).

Please also indicate if the appointment of a proxy is one of multiple appointments being made. All such forms should be signed and returned together in the same envelope. Appointing a proxy shall not preclude a member from attending and voting in person at the meeting.

5. If this form is returned without indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes or whether he abstains from voting.
6. To be valid, this form of proxy, duly executed together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than 11:00 BST on 19th May 2017 before the time for holding the meeting or adjourned meeting or the taking of a poll at which the person named in the instrument proposes to vote.
7. No member shall be entitled to be present or take part in any proceedings or vote either personally or by proxy at any meeting unless all calls due from him have been paid.