

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to immediately seek your own independent financial advice from 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 resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in a territory outside the United Kingdom.**

If you have sold or otherwise transferred all of your holding of ordinary shares of £0.001 each in the capital of Argo Blockchain plc (**Company**) (**Ordinary Shares**), please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be distributed, forwarded to or transmitted in or into, any jurisdiction in which such act would constitute a violation of the relevant laws or regulations in such jurisdiction. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents and consult the stockbroker, bank manager or other agent through whom the sale or transfer was effected.

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## **ARGO BLOCKCHAIN PLC**

*(Incorporated and registered in England and Wales with registered number 11097258)*

### **Notice of Annual General Meeting and Letter from the Chairman**

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This document should be read as a whole. Your attention is drawn in particular to the letter from the Chairman of the Company which is set out in this document and which contains recommendations that you vote in favour of all of the Resolutions set out in the Notice of Annual General Meeting referred to below.

Notice of an Annual General Meeting of the Company, to be held at the offices of Fladgate LLP at 16 Great Queen Street, London WC2B 5DG at 10.00 a.m. on 25 June 2019, is set out at the end of this document. To be valid, the accompanying Form of Proxy should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than 10.00 a.m. on 21 June 2019. Completion and return of a Form of Proxy will not preclude members of the Company from attending and voting in person at the Annual General Meeting should they so wish.

Copies of this document will be available free of charge from the Company's website at <http://www.argomining.co/>.

# INFORMATION

## FORWARD LOOKING STATEMENTS

Some of the statements included in this document include forward-looking statements which reflect the Company's or, as appropriate, the Directors' current views, interpretations, beliefs or expectations with respect to the Company's financial performance, business strategy and plans and objectives of management for future operations. These statements include forward-looking statements both with respect to the Company and the sector and industry in which the Company operates. Statements which include the words "expects", "intends", "plans", "believes", "projects", "anticipates", "will", "targets", "aims", "may", "would", "could", "continue", "estimate", "future", "opportunity", "potential" or, in each case, their negatives, and similar statements of a future or forward-looking nature identify forward-looking statements.

All forward-looking statements address matters that involve risks and uncertainties because they relate to events that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. Accordingly, there are or will be important factors that could cause the Company's actual results, prospects and performance to differ materially from those indicated in these statements. In addition, even if the Company's actual results, prospects and performance are consistent with the forward-looking statements contained in this document, those results may not be indicative of results in subsequent periods. Important factors that may cause these differences include, but are not limited to:

- the Company's ability implement effective growth strategies for the Company's business;
- the Company's ability to ascertain the merits or risks of the operations of the Company's business;
- changes in economic conditions generally (and specifically in the cryptocurrency sector);
- impairments in the value of the Company's assets;
- the availability and cost of equity or debt capital for future transactions;
- changes in interest rates and currency exchange rate fluctuations, as well as the success of the Company's hedging strategies in relation to such changes and fluctuations (if such strategies are in fact used); and
- legislative and/or regulatory changes, including changes in taxation regimes.

Any forward-looking statements in this document reflect the Company's, or as appropriate, the Directors' current views with respect to future events and are subject to risks, uncertainties and assumptions relating to the Company's future business, results of operations, financial conditions and growth strategy. These forward-looking statements speak only as of the date of this document. Subject to any obligations under the Prospectus Rules, the Market Abuse Regulation, the Listing Rules and the Disclosure Guidance and Transparency Rules and except as required by the FCA, the London Stock Exchange, the City Code or applicable law and regulations, the Company undertakes no obligation publicly to update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. All subsequent written and oral forward-looking statements attributable to the Company or individuals acting on behalf of the Company are expressly qualified in their entirety by this paragraph.

## NO OFFER OR SOLICITATION

This document is not a prospectus and it does not constitute or form part of any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer purchase, acquire, subscribe for, sell, dispose of or issue, any security.

## DEFINED TERMS

Terms used in this document, including capitalised terms are defined and explained in the section entitled "Definitions" in Part II of this document.

**PART I - LETTER FROM THE CHAIRMAN**

**ARGO BLOCKCHAIN PLC**

*(Incorporated and registered in England and Wales with registered number 11097258)*

*Directors:*

Mike Edwards (*Executive Chairman*)  
Timothy Le Druillenec (*Executive Director and CFO*)  
Gil Penchina (*Non-executive Director*)

*Registered office:*

Room 4, 1st Floor  
50 Jermyn Street  
London  
SW1Y 6LX  
United Kingdom

31 May 2019

*To Shareholders and, for information only, to holders of warrants or options over ordinary shares in the Company*

Dear Shareholder

**Notice of Annual General Meeting**

**1. Annual General Meeting**

I am pleased to report that the Company's first Annual General Meeting will be held on 25 June 2019 at 10:00 a.m. at the offices of Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG. The formal notice of the Annual General Meeting is set out on page 9 of this document and contains the Resolutions to be considered and voted on at the meeting. The Board has set out further detail on the Resolutions in Part III of this document.

The annual report and accounts for the Group for the period ended 31 December 2018, which are the subject of the first proposed Resolution, having been previously sent to Shareholders. They can also be accessed from the "Investor Relations" page of our website, [www.argomining.co](http://www.argomining.co).

**2. Recent Events**

Following the announcement of the Group's final results on 17 April 2019, the Group has:

- held the Requisitioned General Meeting which was duly adjourned;
- brought into production 1,000 Bitmain Z11 mining units;
- agreed to purchase 1,000 Bitmain S17 mining units for delivery in July 2019;
- agreed to purchase 783 Bitmain S17 mining units for delivery in Q3 2019;
- entered into a letter of intent with Hive Blockchain Technologies Ltd (**Hive**) pursuant to which the Company and Hive have conditionally agreed to enter into a strategic partnership (**Strategic Partnership**) and, as part of the Strategic Partnership, complete a mutual strategic investment by way of a share exchange (**Strategic Investment**).

*Board Changes*

With effect from the close of the Requisitioned General Meeting, Jonathan Bixby, the Company's Executive Chairman resigned as a director of the Company. The Board would like to thank Jonathan for his dedicated service to the Company and for helping to establish a strong foundation for the business.

Following Jonathan's resignation as a director, I was appointed as Executive Chairman and a search began for a suitable non-executive director to join the Board. This search is ongoing and

the Board, in consultation with major shareholders, is considering a number of candidates. The Board will make an announcement once a suitable candidate is found.

### *Strategic Partnership & Strategic Investment*

As previously announced, the Company entered into a letter of intent in relation to the Strategic Partnership and the Strategic Investment. Resolution 10 seeks authority for the directors to allot shares equal to 15% of the Company's issued share capital necessary to give effect to the Strategic Investment.

### **3. Action to be taken**

A Form of Proxy is enclosed for use by Shareholders in connection with the Annual General Meeting. Whether or not you intend to be present at the Annual General Meeting in person, you are requested to complete and sign the Form of Proxy in accordance with the instructions printed on it and return it to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, so as to arrive not later than 10.00 a.m. on 21 June 2019. The completion and return of a Form of Proxy will not preclude you from attending the Annual General Meeting and voting in person should you subsequently wish to do so.

### **4. Overseas Shareholders**

It is the responsibility of any person receiving a copy of this document outside of the United Kingdom to satisfy himself/herself as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any other issue, transfer or other taxes due in such territory. Persons (including, without limitation, nominees and trustees) receiving this document should not send it into any jurisdiction when to do so would, or might, contravene local securities laws or regulations.

### **5. Recommendation**

Each member of the Board who holds shares in the Company intends to vote in favour of each of the Resolutions in respect of their own beneficial holdings. The Directors therefore strongly encourage and unanimously recommend you **vote in favour of** the Resolutions.

Yours faithfully

Mike Edwards  
*Executive Chairman*

## PART II - DEFINITIONS

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

<b>Act</b>	Companies Act 2006 (as amended from time to time).
<b>Annual General Meeting or AGM</b>	the annual general meeting of the Company to be held at the offices of the Company's solicitors, Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG on 25 June 2019 at 10:00 a.m., or any adjournment thereof, notice of which is set out on page 9 of this document.
<b>Argo Canada</b>	Argo Innovation Labs Inc., incorporated and registered in British Columbia, Canada with registered number BC1148931.
<b>Board or Directors</b>	the directors of the Company whose names are set out on page 3 of this document.
<b>Company</b>	Argo Blockchain PLC, a company incorporated in England under company number 11097258 whose registered office is at Room 4, 1st Floor, 50 Jermyn Street, London, SW1Y 6LX United Kingdom.
<b>FCA</b>	Financial Conduct Authority.
<b>First Investments</b>	First Investments Holding Limited.
<b>Form of Proxy</b>	the form of proxy for use by Shareholders in connection with the Annual General Meeting which accompanies this document.
<b>Group</b>	the Company and Argo Canada.
<b>Listing Rules</b>	the Listing Rules, as published and amended from time to time by the FCA.
<b>London Stock Exchange</b>	London Stock Exchange PLC.
<b>Notice</b>	the notice of the Annual General Meeting set out in Part IV of this document.
<b>Ordinary Shares</b>	the ordinary shares of £0.001 each in the capital of the Company.
<b>Requisition</b>	the requisition pursuant to section 303 of the Act received by the Company from First Investments on 29 March 2019.
<b>Requisitioned General Meeting</b>	the general meeting of the Company requisitioned by First Investments pursuant to the Requisition and held on 16 May 2019.
<b>Resolutions</b>	the resolutions to be considered at the Annual General Meeting as set out in the Notice.
<b>Shareholders</b>	holders of Ordinary Shares and <b>Shareholder</b> shall mean any one of them.
<b>United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland.

## **PART III – EXPLANATORY NOTES TO THE BUSINESS OF THE AGM**

### **1. Report and accounts**

The directors of a public company are required to lay before the shareholders in a general meeting copies of the directors' reports, the independent auditors' report and the audited financial statements of the Group in respect of each financial period. In accordance with best practice the Company proposes, as an ordinary resolution, Resolution 1 to receive the annual report and audited accounts of the Group for the financial period ended 31 December 2018.

### **2. Directors' remuneration report and policy**

As a company admitted to the Standard segment of the Official List of the UK Listing Authority the Company must:

- a. prepare a directors' remuneration report for the financial period ended 31 December 2018; and
- b. have a forward looking directors' remuneration policy in place,

each of which is to be approved by the shareholders.

The Company is seeking this approval by proposing, as ordinary resolutions, Resolutions 2 and 3. The vote on Resolution 2 is advisory only; no entitlement of a director to remuneration is conditional on Resolution 2 being passed. The directors' remuneration policy is set out in the audited accounts for the financial period ended 31 December 2018. It will come into effect once Resolution 3 is passed and will expire at the next AGM (at which shareholder approval will be sought for a new forward looking directors' remuneration policy).

### **3. Re-appointment of directors**

In accordance with the Company's articles of association, each director must retire at the third annual general meeting after the annual general meeting or general meeting at which they were appointed. As the Company has not yet held an annual general meeting, each director must retire and seek re-appointment.

Resolutions 4 to 6 will be proposed as ordinary resolutions. The Board believes that each of its members continues to be vital to the Company's success, makes a positive contribution to the Board and demonstrates the utmost commitment to their role.

Brief biographical details of each director are set out below:

**Mike Edwards** – Following the Requisitioned General Meeting, Mike Edwards became the Company's Chairman and is responsible for strategic leadership of the Board. Originally the Company's president, Mike has been responsible for driving its establishment, funding and listing.

Mike has started and invested in technology companies for over 20 years. He has invested in more than 40 technology startups including Punch'd, which was sold to Google, Summify, which was acquired by Twitter, Wander, which was acquired by Yahoo, AreaConnect, which was sold to Marchex, Wylie Interactive, which was acquired by Zynga, and PasswordBox, which was acquired by Intel.

Mike is actively involved in growing and supporting the crypto currency startup community and connecting local entrepreneurs with the right investors, mentors and influencers in Silicon

Valley, New York, Europe and Asia. Mike co-founded Growlab, a seed stage accelerator focussing on consumer facing digital product, which later merged with Extreme Startups to create Canada's Highline accelerator, and co-founded and is a board member of Creative Labs, a venture capital backed startup foundry that builds consumer technology companies by leveraging the Creative Artist Agency's access to talent and audience.

**Timothy Le Druillenec** – Timothy Le Druillenec is the Company's CFO and also Company Secretary. Tim is responsible for the financial management of the Company and its subsidiary, Argo Canada.

Tim is a Fellow of the Chartered Institute of Management Accountants and has provided management consultancy and accounting services to a number of public and private companies over many years in some cases fulfilling the role of director and/or company secretary. He has acted in this capacity for several AIM companies and also companies listed on the Main Market. Most recently Tim was a director of Dukemount Capital Plc and finance director and company secretary of Hemogeynx Pharmaceuticals PLC. From 2005 to 2012, he was CEO of Richards Walford & Company Ltd, a fine wine importer, until it was sold to Berry Bros. & Rudd. Prior to that, from 1995 to 2004, he was the group finance director and company secretary of Pacific Media Plc, a Main Market company, and during that time occupied the same roles at Bella Media Plc, an AIM listed company.

**Gil Penchina** – Gil Penchina is a non-executive director of the Company. Gil is responsible for providing independent insight to the Board.

Gil is an experienced investor who has invested in LinkedIn, PayPal, Cruise Automotive, Dollar Shave Club, Hooked, Wealthfront, AngelList, Indiegogo, Fastly and others. Gil is currently a partner at Ridge Ventures, formerly IDG Ventures USA. Prior to this, Gil was a board member at Fastly, the CEO of Wikia.com, a wiki hosting service which derived its revenue from advertising and sold content and became a top 50 web property and previously worked for eBay where he held a number of roles progressing from Manager in Business Development to VP and General Manager, International with responsibility for France, Italy, Spain, Poland and Eastern Europe and Expansion in Europe.

#### **4. Re-appointment of auditors and remuneration**

For each financial period in respect of which auditors are to be appointed, the Company is required to appoint auditors before the end of the general meeting at which the annual reports and accounts for the previous financial period are laid before members. PKF Littlejohn LLP has indicated willingness to continue as the Company's auditor. Resolutions 7 and 8 are ordinary resolutions to re-appoint them and give the directors the discretion to determine their remuneration.

#### **5. Directors' authority to allot shares**

The directors currently have authority to allot ordinary shares in the Company and to grant rights to subscribe for or convert any securities into shares in the Company. This authority was granted at the time the Company re-registered as a public limited company in connection with its admission to the Main Market of the London Stock Exchange plc and is due to expire at the conclusion of the AGM.

The Board is seeking, by Resolution 9, to renew that authority over ordinary shares up to a maximum nominal amount £96,937.50 (ninety six thousand nine hundred and thirty seven pounds and fifty pence), representing 33% of the Company's issued share capital as at 29 May 2019 (being the latest practicable date prior to publication of this document). If approved by shareholders this authority will expire on 31 December 2020 or, if earlier, at the conclusion of the Company's next annual general meeting. Resolution 9 is an ordinary resolution.

In addition, and provided that the share exchange with Hive has not already been entered into, the Board is seeking, by Resolution 10, an additional authority over ordinary shares up to a maximum nominal amount of £44,062.50 (forty four thousand and sixty two pounds fifty pence), representing 15% of the Company's issued share capital as at 29 May 2019 (being the latest practicable date prior to publication of this document). If approved by shareholders this authority will expire on 31 December 2020 or, if earlier, at the conclusion of the Company's next annual general meeting. Resolution 10 is an ordinary resolution.

#### **6. Dis-application of statutory pre-emption rights**

The directors currently have the power, in certain circumstances, to allot equity securities for cash other than in accordance with statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). This power was granted at the time the Company re-registered as a public limited company in connection with its admission to the Main Market of the London Stock Exchange plc and is due to expire at the conclusion of the AGM. The Board is seeking, by Resolution 11, to renew this power (on the same basis as the existing power) to apply in circumstances where:

1. the allotment takes place in connection with a rights issue or other pre-emptive offer; or
2. the allotment is limited to a maximum nominal amount of £29,375 (twenty nine thousand three hundred and seventy five pounds), representing approximately 10% of the nominal value of the issued ordinary share capital of the Company as at 29 May 2019 being the latest practicable date before publication of this notice.

If approved by shareholders this power will expire on 31 December 2020 or, if earlier, at the conclusion of the Company's next annual general meeting. Resolution 11 is a special resolution.

#### **7. Notice of general meetings**

The Company, being admitted to trading on the Main Market of the London Stock Exchange plc, can call a general meeting (that is not an annual general meeting) on not less than 14 days' notice if a resolution reducing the period of notice was passed at the last annual general meeting or a general meeting held since the last annual general meeting (as the case may be). The effect of this is that for the Board to have the ability to call a general meeting on not less than 14 days' notice Resolution 12 must be passed at the AGM as a special resolution.

## PART IV - NOTICE OF ANNUAL GENERAL MEETING

# ARGO BLOCKCHAIN PLC

*(Incorporated and registered in England and Wales with registered number 11097258)*

**NOTICE IS GIVEN** that an Annual General Meeting of the members of Argo Blockchain plc (Company) will be held at the offices of Fladgate LLP at 16 Great Queen Street, London WC2B 5DG on 25 June 2019 at 10.00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 to 10 (inclusive) will be proposed as ordinary resolutions, and Resolutions 11 and 12 as special resolutions.

### ORDINARY RESOLUTIONS

#### Report and accounts

1. To receive the audited accounts of the Group for the financial period ended 31 December 2018 together with the auditors' and directors' reports on those accounts.
2. To approve the directors' remuneration report for the financial period ended 31 December 2018 set out in the audited accounts for the financial period ended 31 December 2018.
3. To approve the directors' remuneration policy in the form set out in the directors' remuneration report for the financial period ended 31 December 2018.

#### Reappointment of Director

4. To reappoint Mike Edwards as a director of the Company.
5. To reappoint Timothy Le Druillenec as a director of the Company.
6. To reappoint Gil Penchina as a director of the Company.

#### Reappointment of Auditors

7. To reappoint PKF Littlejohn LLP as auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid before the Company.

#### Auditors' remuneration

8. To authorise the directors to fix the auditors' remuneration.

#### Directors' authority to allot shares – general authority

9. That:
  - 9.1 the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (**CA 2006**) to issue and allot shares in the Company or grant rights to subscribe for or to convert any security into shares of the Company (**Rights**) up to an aggregate nominal amount of £96,937.50 (ninety six thousand nine hundred and thirty seven pounds and fifty pence), provided that this authority will, unless previously renewed, varied or revoked, expire on 31 December 2020 or, if earlier, at the conclusion of the next annual general meeting of the Company except that the Company may, before such expiry, make offers or agreements which would or might require Rights to be allotted or granted after such expiry and the Directors may allot or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired; and

- 9.2 this authority revokes and replaces all unexercised authorities previously granted to the Directors to allot or grant Rights, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

#### **Directors' authority to allot shares – specific authority**

10. That, subject to the Company not having entered into a share exchange agreement with Hive Blockchain Technologies Ltd (**Hive**) prior to the passing of this resolution:
- 10.1 the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (**CA 2006**) to issue and allot shares in the Company or grant rights to subscribe for or to convert any security into shares of the Company (**Rights**) up to an aggregate nominal amount of £44,062.50 (forty four thousand and sixty two pounds fifty pence) pursuant to a share exchange agreement with Hive, provided that this authority will, unless previously renewed, varied or revoked, expire on 31 December 2020 or, if earlier, at the conclusion of the next annual general meeting of the Company except that the Company may, before such expiry, make offers or agreements which would or might require Rights to be allotted or granted after such expiry and the Directors may allot or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired; and
- 10.2 this authority is in addition to the authority to be granted to the Directors under resolution 10.

### **SPECIAL RESOLUTIONS**

#### **Waiver of pre-emption rights**

11. That, subject to the passing of resolution 9:
- 11.1 in accordance with section 570 CA 2006, the directors be given the general power to allot equity securities (as defined in section 560 CA 2006) for cash, pursuant to the authority conferred by resolution 9 for cash as if section 561(1) CA 2006 did not apply to any such allotment. This power is limited to:
- 11.1.1 (subject to such exclusions or other arrangements as the board of directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in, or under, the laws of any territory or the requirements of any regulatory body or stock exchange) the allotment of equity securities in connection with an offer by way of a rights issue;
- 11.1.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
- 11.1.1.2 holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,
- 11.1.2 the allotment (otherwise than pursuant to paragraph 11.1.1) of equity securities up to an aggregate nominal amount of £29,375 (twenty nine thousand three hundred and seventy five pounds); and
- 11.2 the directors may, for the purposes of 11.1, impose any limits or restrictions and make any arrangements which they consider necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or

practical problems in or under the laws of any territory or any regulatory body or stock exchange;

- 11.3 the power granted by this resolution will expire on 31 December 2020 or, if earlier, at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company prior to or on such date) except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement notwithstanding that the power conferred by this resolution has expired; and
- 11.4 this resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) CA 2006 did not apply but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities.

**Notice for meetings**

12. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Dated: 31 May 2019

By order of the Board  
Timothy Le Druillenec  
*Company Secretary*

*Registered office:*  
Room 4, 1st Floor  
50 Jermyn Street  
London  
SW1Y 6LX  
United Kingdom

## **EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING:**

### *Entitlement to attend and vote*

1. The only members entitled to attend and vote at the meeting are those who are registered on the Company's register of members at:
  - 1.1. 6.00 p.m. on 21 June 2019; or
  - 1.2. if the meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting.

### *Website giving information regarding the meeting*

2. Information regarding the meeting, including the information required by section 311A of the Act, is available from [www.argomining.co](http://www.argomining.co)

### *Appointment of proxies*

3. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.
5. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
6. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution.

### *Appointment of a proxy using the hard copy proxy form*

7. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
8. To appoint a proxy using the proxy form, it must be
  - 8.1. completed and signed;
  - 8.2. sent or delivered to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
  - 8.3. received by the Company's registrars no later than 10.00 a.m. on 21 June 2019.
9. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
10. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

11. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001 (SI 2001/3755), specifies that only those ordinary shareholders registered in the register of members of the Company by close of business on 21 June 2019 or, if the meeting is adjourned, in the register of members at close of business on the day two days before the date of any adjourned meeting will be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

#### *Appointment of proxies through CREST*

12. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
13. 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 (EUI) 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 issuer's agent (ID: 3RA50) by 10.00 a.m. on 21 June 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
14. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is 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 is 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.
15. 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 (SI 2001/3755).

#### *Appointment of proxy by joint members*

16. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

#### *Changing proxy instructions*

17. To change your proxy instructions simply submit a new proxy appointment using the methods set out in paragraphs 8 or 13 above. Note that the cut off time for receipt of proxy appointments specified in those paragraphs also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
18. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrar as indicated in paragraph 5 above.
19. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### *Termination of proxy appointments*

20. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar as indicated in paragraph 8.2 above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
21. The revocation notice must be received by the Company no later than 10.00 a.m. on 21 June 2019.
22. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 21 below, your proxy appointment will remain valid.
23. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

#### *Corporate representatives*

24. A corporation, which is a member, can appoint one or more corporate representatives, who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

#### *Questions at the meeting*

25. Under section 319A of the Act, the Company must answer any question you ask relating to the business being dealt with at the meeting unless:
  - 25.1 answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - 25.2 the answer has already been given on a website in the form of an answer to a question; or
  - 25.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

#### *Website publication of audit concerns*

26. Shareholders should note that it is possible that pursuant to chapter 5 of part 16 of the Act (sections 527 to 531), the Company may be required to publish on its website a statement setting out any matter that such member or members propose to raise at the meeting relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting.
27. Where the Company is required to publish such a statement on its website:
  - 27.1. it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
  - 27.2. it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
  - 27.3 the statement may be dealt with as part of the business of the meeting.

#### *Documents on display*

28. The following documents will be available for inspection at the offices of Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG from 31 May 2019 until the time of the meeting and at the meeting venue itself for at least 15 minutes prior to the meeting and during the meeting:
  - 28.1. copies of the service contracts of executive directors of the Company; and
  - 28.2. copies of the letters of appointment of the non executive directors of the Company.

*Issued shares and total voting rights*

26. As at 6.00 p.m. on 29 May 2019 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 293,750,000 ordinary shares of £0.001 each. Each ordinary share carries the right to one vote at an Annual General Meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 29 May 2019 is 293,750,000.

*Communication*

27. You may not use any electronic address provided either in this notice of meeting or any related documents (including the document within which this notice of meeting is incorporated and the proxy form) to communicate with the Company for any purposes other than those expressly stated.
28. Information regarding the meeting, including the information required by section 311A of the Act, is available from the Company's website, [www.argomining.co](http://www.argomining.co).