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If you have sold or transferred all of your ordinary shares of no par value in Premier African Minerals Limited (Company or Premier) (Ordinary Shares) or your depositary interests representing Ordinary Shares (Depositary Interests), please send this document, including the Notice of Annual General Meeting, the Form of Proxy or the Form of Instruction (as appropriate) as soon as possible to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.



Premier African Minerals Limited

(Incorporated in the British Virgin Islands with registered number 1426861)

Notice of Annual General Meeting

Your attention is drawn to the recommendation of the board of directors of the Company (**Board or Directors**) which is set out in this document and which recommends that you vote in favour of the resolutions (Resolutions) set out in the Notice of Annual General Meeting referred to below.

The Directors, whose names appear on page 2 of this document, accept individual and collective responsibility for all of the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This document is not for distribution outside the United Kingdom except to the extent that it would be lawful to do so. The distribution of this document in certain jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions.

Notice of the Annual General Meeting of the Company, to be held at the Holiday Inn, Paris Gare de l'Est, 5, rue du 8 mai 1945, 75010, Paris, France at 14:30 (UTC+1) on 5 August 2019 is set out at the end of this document.



Premier African Minerals

Registered Office
Craigmuir Chambers
P.O. Box 71
Road Town
Tortola
British Virgin Islands

Support Services Office
Street Address:
The Croft
87 Main Road
Blue Hills 1685
Postal Address
P.O Box 3503
Halfway House
1685 South Africa
Tel +27 (0) 87 806 3999

Directors:

Michael Foster (Non-Executive Director and Chairman)
George Roach (Chief Executive Officer)
Wolfgang Hampel (Executive Director)
Godfrey T Manhambara (Non-Executive Director)

16 July 2019

*To all holders of Ordinary Shares and Depository Interests (**Shareholders**) and, for information purposes only, the holders of warrants and options over Ordinary Shares.*

Dear Shareholders,

Notice of Annual General Meeting

It gives me great pleasure to invite you to attend the Annual General Meeting (**AGM**) of the Company, which will be held at the Holiday Inn, Paris Gare de l'Est, 5, rue du 8 mai 1945, 75010, Paris, France at 14:30 (UTC+1) on 5 August 2019.

This document includes the Notice of the AGM in which we have set out the Resolutions on which Shareholders are being asked to vote. An explanation of the business to be conducted at the meeting is included in **Appendix 1** of this document.

The AGM provides Shareholders with an opportunity to communicate with their Board and I hope that you will make use of this opportunity.

Your Board considers that the proposals described in this document are in the best interests of the Company and its Shareholders as a whole and your Board unanimously recommends that Shareholders vote in favour of the Resolutions.

Those Directors who hold Ordinary Shares intend to vote their Ordinary Shares in favour of the Resolutions to be proposed at the AGM (other than in respect of their own reappointment as a Director).

I would also encourage Shareholders to exercise their right to vote on the business of the AGM in the following ways:

- a. Shareholders who hold their Ordinary Shares in certificated form will find a Form of Proxy available for download on the Company website at <https://www.premierafricanminerals.com/investors/circulars-and-notices>. Whether or not they intend to be present at the AGM, such Shareholders are requested to complete the Form of Proxy in accordance with the instructions printed on it and return it as soon as possible and in any case so as to be received by Computershare Investor Services plc (Computershare) at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom (by post or hand), no later than 17:30 (UTC+1) on 1

August 2019. The completion and return of a Form of Proxy will not prevent the holders of Ordinary Shares in certificated form from attending the AGM and voting in person if they wish to do so; and

- b. holders of Depositary Interests will find a Form of Instruction available for download on the Company website at <https://www.premierafricanminerals.com/investors/circulars-and-notices> which may be used to instruct Computershare Company Nominees Limited, the Custodian, how to vote the number of Ordinary Shares represented by their Depositary Interests. Holders of Depositary Interests are requested to complete the Form of Instruction in accordance with the instructions provided on it and return it as soon as possible and in any case so as to be received by Computershare at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom (by post or hand), no later than 17:30 (UTC+1) on 31 July 2019.

I hope that you will be able to attend the AGM and look forward to meeting you.

Yours sincerely,

Michael Foster
Chairman

Premier African Minerals Limited

(Company number 1426861) (Company)

Notice of Annual General meeting

Notice is given that the AGM of the members of the Company will be held at the Holiday Inn, Paris Gare de l'Est, 5, rue du 8 mai 1945, 75010, Paris, France at 14:30 (UTC+1) on 5 August 2019 to consider and if thought fit to transact the following business. Resolutions 1 to 2 will be proposed as ordinary resolutions and resolution 3 will be proposed as a special resolution.

1. To reappoint Godfrey T Manhambara, who is retiring by rotation, as a director.
2. To amend regulation 6.1 of the Memorandum of Association of the Company by increasing the number of no-par value ordinary shares of a single class that the Company is authorised to issue from 9 billion (9,000,000,000) to eleven billion, five hundred million (11,500,000,000).
3. To approve for the period commencing twenty four (24) months following the date of this AGM ("**Period**"), conditional on the passing of resolution 2 above, the disapplication of the pre-emption provisions set out in Regulation 1.5 of the Company's articles of association in relation to the issue of, or the grant of any right to subscribe for or convert any security into, up to two billion and five hundred million (2,500,000,000) ordinary shares and to authorise the Directors of the Company to issue, or grant any right to subscribe for or convert any security into, shares in accordance with the provisions of this Resolution, but so that the Company may make offers and enter into, agreements during the Period which would, or might, require shares to be allotted or rights to subscribe for, or convert other securities into shares to be granted after the Period ends.

By order of the Board,

Michael Foster

Chairman

Registered office: Craigmuir Chambers, PO Box 71, Road Town, Tortola, British Virgin Islands

DATE: 16 July 2019

NOTES TO THE NOTICE OF AGM:

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 or register of depositary interest holders at:
 - 1.1. 17:30 (UTC+1) on 31 July 2019; or
 - 1.2. if the meeting is adjourned, at 17:30 (UTC+1) on the day two days prior to the adjourned meeting.

Appointment of proxies

2. As a member of the Company, 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.
3. 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.
4. You may appoint more than one proxy so long as 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 (which you may photocopy) 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 registrar, Computershare Investor Services PLC (Computershare), using the shareholder helpline on 0370 702 0000.
5. If no voting indication is given, 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.

Appointment of proxy using hard copy proxy form

6. The notes to the proxy form explain how to direct your proxy on how to vote on each Resolution. To appoint a proxy using the proxy form, it must be:
 - 6.1. completed and signed;
 - 6.2. sent or delivered to Computershare at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom; and
 - 6.3. received by Computershare no later than 17:30 (UTC+1) on 31 July 2019.
7. 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. 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.

Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut off time for receipt of proxy appointments specified above also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
9. 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 Computershare as indicated above. 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

10. In order to revoke a proxy instruction, you will need to inform Computershare by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom. 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.
11. The revocation notice must be received by Computershare no later than 17:30 (UTC+1) on 1 August 2019.
12. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 13 below, your proxy appointment will remain valid.

13. 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.

Voting through CREST

14. CREST members who wish to vote by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). 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.

In order for a voting instruction made by means of CREST to be valid, the appropriate CREST message (**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 our agent, Computershare (ID: 3RA50), by 13:30 (UTC+1) on 31 July 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.

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 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.

Depository Interests

15. In the case of holders of depository interests representing the ordinary shares of no par value in the Company (**Depository Interests**), a form of instruction must be completed in order to direct Computershare Company Nominees Limited, as the registered holder of the ordinary shares of no par value in the Company represented by the Depository Interests, to vote on the holder's behalf at the meeting, or if the meeting is adjourned, at any adjourned meeting. Alternatively vote via CREST as detailed above.
16. To be effective, a form of instruction must be:
 - 16.1. completed and signed;
 - 16.2. sent or delivered to Computershare at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom; and
 - 16.3. received by Computershare no later than 17:30 (UTC+1) on 31 July 2019.
17. To change your instructions simply submit a new form of instruction using the methods set out above. Note that the cut off time for receipt of forms of instruction specified above also applies in relation to amended instructions. Any amended form of instruction received after the specified cut off time will be disregarded.
18. Where you have appointed Computershare using the hard copy form of instruction and would like to change the instruction using another hard copy form of instruction, please contact Computershare as indicated above. If you submit more than one valid form of instruction, the appointment received last before the latest time for the receipt of forms of instruction will take precedence.
19. In order to revoke a form of instruction you will need to inform Computershare by sending a signed hard copy notice clearly stating your intention to revoke your form of instruction to Computershare at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom. 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.
20. The revocation notice must be received by Computershare no later than 17:30 (UTC+1) on 31 July 2019.

21. If you attempt to revoke your form of instruction but the revocation is received after the time specified, then your previous form of instruction will remain valid.

Corporate representatives

22. 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.

Issued shares and total voting rights

23. As at 17.00 (UTC+1) on the date immediately prior to the posting of this notice of AGM, the Company had in issue 9,000,000,000 ordinary shares of no-par value in the Company. Each ordinary share carries the right to one vote at a meeting of shareholders of the Company and, therefore, the total number of voting rights in the Company as at 17.00 (UTC+1) on the date immediately prior to the posting of this notice of annual general meeting, is 9,000,000,000.

Communication

24. Except as provided above, members who have general queries about the meeting should call Computershare's shareholder helpline on 0370 702 0000 (no other methods of communication will be accepted).

25. You may not use any electronic address set out in this notice of annual general meeting or in any related documents (including the proxy form) to communicate with the Company for any purposes.

APPENDIX 1

EXPLANATORY NOTES TO THE RESOLUTIONS

An explanation of each of the proposed Resolutions is set out below. Resolutions 1 and 2 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 3 is proposed as a special resolution. This means that in order to have this resolution passed, in excess of three-fourths of the votes cast must be in favour of the resolution.

Resolution 1: To reappoint Godfrey T Manhambara, who is retiring by rotation, as a director.

An ordinary resolution will be proposed to reappoint Godfrey T Manhambara who is retiring by rotation in accordance with the Articles and, being eligible, offers himself for reappointment as a director of the Company.

Resolution 2: To amend regulation 6.1 of the Memorandum of Association of the Company by increasing the number of no-par value ordinary shares of a single class that the Company is authorised to issue from 9 billion (9,000,000,000) to eleven billion, five hundred million (11,500,000,000).

The Company's issued share capital consists of 9,000,000,000 Ordinary Shares, with voting rights as at 16 July 2019. The justification behind the proposed increase of the authorised capital from 9,000,000,000 to 11,500,000,000 ordinary shares is to ensure that the Company will have sufficient headroom to issue new shares to finance as required the Company's ongoing operations and to retain a share reserve, as may be required by the Company to sustain its exploration and mining activities for the foreseeable future. Premier will further look to use a percentage of the increase of the authorised capital to ensure the following;

1. That the Company has sufficient authorised headroom to issue such number of shares to Regent Mercantile Holdings Limited ("**Regent**") following the announcement dated 21 June 2019 whereby the Company entered into a secured US\$350,000 Loan Agreement ("**Loan Agreement**") and related Subscription Agreement (together, the "**Agreements**") with Regent. As the Loan Agreement is secured over 350,000 shares of Circum Minerals Limited ("**Circum**") held by Premier, the Company believe that it is important to able to settle the Loan Agreement in shares thereby maintaining the Company interest Circum and avoiding a default under the Loan Agreement; and
2. Following the announcement dated 8 July 2019 regarding the strategic loan by Premier to MN Holdings Limited ("**MNH**"), the owner and operator of the Otjozundu Manganese Mining Project ("**Otjozundu**") in Namibia, Premier will look to use a percentage of the increase of the authorised capital, unless settled in cash (at Premier election) to settle the outstanding balance of £339,200 on the loan in shares. Premier has made the loan to establish a strong and beneficial working relationship with MNH in the foreseeable future and to also to attract two key executives to the board of Premier. The loan will be used by MNH to acquire further plant and equipment as part of their key objective to substantially increase production in Otjozundu.

Resolution 3: To approve for the period commencing twenty four (24) months following the date of this AGM ("Period**"), conditional on the passing of resolution 2 above, the disapplication of the pre-emption provisions set out in Regulation 1.5 of the Company's articles of association in relation to the issue of, or the grant of any right to subscribe for or convert any security into, up to two billion and five hundred million (2,500,000,000) ordinary shares and to authorise the Directors of the Company to issue, or grant any right to subscribe for or convert any security into, shares in accordance with the provisions of this Resolution, but so that the Company may make offers and enter into, agreements during the Period which would, or might, require shares to be allotted or rights to subscribe for, or convert other securities into shares to be granted after the Period ends.**

The Company currently has no unissued ordinary shares which can be issued (subject to pre-emption rights) without resolution 2 and 3 being passed. The Board considers that it is in the best interests of the Company and its shareholders to be able to meet its obligations in regard to the transactions set out above and to react timeously if opportunities arise that may require the issuance of shares.