

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to consult a person authorised for the purposes of the Financial Services and Markets Act 2000 or other applicable legislation.

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 downloaded 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**

Premier African Minerals Limited

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

Notice of Annual General Meeting

A notice of Annual General Meeting of the Company, to be held at the Croft, 87 Main Road, Blue Hills 1685, Midrand, South Africa at 13:00 (BST) on 21 May 2021, is set out at the end of this document. 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 Annual General Meeting referred to below.

Shareholders are requested to complete and return either the Form of Proxy or Form of Instruction accompanying this document for use at the Annual General Meeting. In order to be valid, either the Form of Proxy or Form of Instruction must be completed and returned in accordance with the instructions printed thereon to **Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY** as soon as possible and, in any event, the Form of Proxy is to be received no later than 13:00 (BST) on 19 May 2021 and the Form of Instruction is to be received no later than 13:00 (BST) on 18 May 2021.

Considering the current situation with the coronavirus (COVID-19), the Board considers the well-being of Shareholders and attendees as a top priority. Similar measures to the Stay-at-Home Measures that were passed into law in England and Wales in accordance with statutory instruments (2020/350 in England and 2020/353 in Wales) made pursuant to the Public Health (Control of Disease) Act 1984 have been adopted across the various jurisdictions that Premier operates. Under these current restrictions, public gatherings of more than six people are not permitted.

Accordingly, Shareholders are not allowed to attend the Annual General Meeting in person and are advised to submit their votes by proxy or form of instruction. The only attendees who will be permitted entry to the meeting will be those who will need to be present to form the quorum to allow the business to be conducted. The voting will be conducted on a poll rather than a show of hands.

The Company will also stream the Annual General Meeting by a webinar that will allow direct access to the meeting from any internet linked computer or smart device. Please click on the following link to register and join the webinar, which can be downloaded on the Company webpage from the 4 May 2021.



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

Letter from the Chief Executive Officer

Directors:

George Roach (Chief Executive Officer)
Neil Herbert (Non-Executive Chairman)
Wolfgang Hampel (Non-Executive Director)
Godfrey T Manhambara (Non-Executive Director)

4 May 2021

To the shareholders of Premier African Minerals Limited,

Dear Shareholders,

This letter hereby serves to confirm that Premier will be holding the delayed 2020 Annual General Meeting (“**AGM**”) of the members, which will be held at the Croft, 87 Main Road, Blue Hills 1685, Midrand, South Africa at 13:00 (BST) on 21 May 2021.

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 via the Zoom link that will be provided on the Company webpage.

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-notice>. 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 13.00 (BST) on 19 May 2021; and

- b. holders of Depositary Interests will be posted a Form of Instruction, which is also 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 13:00 (BST) on 18 May 2021.

Shareholders who hold their shares through beneficial holders such as a broker or bank are encouraged to approach their beneficial holder directly with their Form of Instruction and/or request them to vote via Crest on their behalf.

I hope that you will be able to virtually attend the AGM.

Yours sincerely,

George Roach
Chief Executive Officer

Premier African Minerals Limited

(Company Number 1426861)

Notice of Annual General meeting

Notice is given that the AGM of the members of the Company will be held at the Croft, 87 Main Road, Blue Hills 1685, Midrand, South Africa at 13:00 (BST) on 21 May 2021 to consider and if thought fit to transact the following business.

Resolution 1 will be proposed as ordinary resolution, and Resolution 2 will be proposed as a special resolution.

1. To reappoint George G Roach, who is retiring by rotation, as a director.
2. To approve for the period commencing twenty four (24) months following the date of this AGM (**Period**), 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 a further five billion (5,000,000,000) 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,

George Roach

Chief Executive Officer

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

DATE: 4 May 2021

NOTES TO THE NOTICE OF AGM:

1. Entitlement to attend and vote

Depositary Interest holders on the Depositary Interests holder register on 17:30 (BST) on 18 May 2021 and registered members registered on the Register of Members of the Company on 17:30 (BST) on 19 May 2021 if the meeting is adjourned, at 17:30 (BST) on the day three days for Depositary Interests holder or two days for registered members prior to the adjourned meeting, shall be entitled to vote at the AGM in respect of the number of voting rights registered in their name at that time.

Considering the current situation with the coronavirus (COVID-19), the Board considers the well-being of Shareholders and attendees as a top priority. Similar measures to the Stay-at-Home Measures that were passed into law in England and Wales in accordance with statutory instruments (2020/350 in England and 2020/353 in Wales) made pursuant to the Public Health (Control of Disease) Act 1984 have been adopted across the various jurisdictions that Premier operates. Under these current restrictions, public gatherings of more than six people are not permitted.

Accordingly, Shareholders are not allowed to attend the AGM in person and are advised to submit their votes by proxy or form of instruction. The only attendees who will be permitted entry to the meeting will be those who will need to be present to form the quorum to allow the business to be conducted. The voting will be conducted on a poll rather than a show of hands.

2. Appointment of proxies

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.

A proxy does not need to be a member of the Company but must attend the meeting to represent you. Due to Covid-19, you will be required to appoint the chairman of the meeting 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 provide a letter that will be read out by the Chairman.

If you are in any doubt as to the procedure to be followed for the purpose of appointing the proxy you must contact the Company's registrar, Computershare Investor Services PLC (Computershare), using the shareholder helpline on 0370 707 4040.

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.

3. Appointment of proxy using hard copy proxy form

The notes to the proxy form explain how to direct your proxy on how to vote on each Resolutions. To appoint a proxy using the proxy form, it must be:

- i. completed and signed;
- ii. sent or delivered to Computershare at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom; and
- iii. received by Computershare no later than 13:00 (BST) on 19 May 2021.

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.

4. Termination of proxy appointments

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.

The revocation notice must be received by Computershare no later than 13:00 (BST) on 19 May 2021.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, your proxy appointment will remain valid.

5. Voting through CREST

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 13:00 (BST) on 18 May 2021. 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.

6. Depository Interests

In the case of holders of Depository Interests representing the ordinary shares of no-par value in the Company, 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.

To be effective, a form of instruction must be:

- i. completed and signed;
- ii. sent or delivered to Computershare at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom; and
- iii. received by Computershare no later than 13:00 (BST) on 18 May 2021.

To change your instructions simply submit a new form of instruction using the methods set out above. Note, 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.

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.

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. The revocation notice must be received by Computershare no later than 13:00 (BST) on 18 May 2021.

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.

7. Issued shares and total voting rights

As at 17:30 (BST), on the date immediately prior to the posting of this notice of AGM, the Company had in issue 17,793,009,831 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 17:30 (BST) on the date immediately prior to the posting of this notice of AGM, is 17,793,009,831.

8. Communication

Except as provided above, members who have general queries about the meeting should call Computershare's shareholder helpline on 0370 707 4040 (no other methods of communication will be accepted).

You may not use any electronic address set out in this notice of 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. Resolution 1 is proposed as ordinary resolution. This means that for the resolution to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution 2 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.

The Board would strongly encourage all members to vote on all the proposed Resolutions below.

Resolution 1: To reappoint George G Roach, who is retiring by rotation, as a director.

An ordinary resolution will be proposed to reappoint George G Roach who is retiring by rotation in accordance with the Articles and, being eligible, offers himself for reappointment as a director and Chief Executive Officer of the Company.

Resolution 2: To approve for the period commencing twenty four (24) months following the date of this AGM (Period), 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 a further five billion (5,000,000,000) 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 Board has engaged the contractors and commissioned the work required to conduct a Definitive Feasibility Study (“DFS”) over the Zulu Lithium and Tantalum deposit (“Zulu”) as set out in RNS on 31 March 2021. The projected cost thereof stands at US\$5.1 million for disbursement over the next 14-month period. The Company intended to evaluate a number of financing options with the intention of retaining 100% ownership of the deposit. This decision has been driven in part by our perception that the true value of Zulu continues to be underestimated and that further resource definition together with commencement of the DFS was likely to see value appreciation. To date, the Company has been unable to finalise financing alternatives pending expiry of the right of first refusal held under the Investment Agreement with D-Beta One EQ, Ltd, YA II PN, Ltd and Riverfort Global Opportunities PCC Limited as announced on the 7 May 2020.

Whichever finance mechanism the Board agrees, some disapplication of shareholder pre-emptive rights will be necessary and rather than delay notice of the AGM any further, the Board has now resolved to approach shareholders expeditiously such that the Company is able to expedite financing arrangements as soon after 7 May 2021 as is possible. The disapplication requested is the maximum that the Board understands is appropriate given the current capital structure and in the opinion of the Board is adequate. In fact, it is the considered opinion of the Board that with value-adding development ongoing, and the strengthening Lithium market, alternative non-dilutive financing that still allows the Company to retain 100% ownership of Zulu is likely during the DFS process.

In conclusion

The Directors consider the approval of the Resolutions to be proposed at the AGM to be in the best interests of the Company and its Shareholders as a whole and, accordingly, unanimously recommend Shareholders to vote in favour of all the Resolutions.

Shareholders should be aware that if the Resolutions are not passed at the AGM, the Company will not have a means of securing funds for Zulu and the surrounding Exclusive Prospecting Order area, in which case the Company will need to seek alternative sources of funding or seek alternative methods of realising Shareholder value. Neither of these alternatives is expected to be favourable for Shareholders given the current stage of the Company's development.

The Board considers that it is therefore of the utmost importance that Shareholders vote in favour of the Resolutions.