

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to be taken, you should consult your stockbroker or other financial advisor authorised pursuant to the Financial Services and Markets Act 2000 immediately.

If you have sold or transferred all of your ordinary shares in Chesterfield Resources plc (the “Company”), please forward this document and the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.



NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held at 7-9 Swallow Street, London, W1B 4DE on 29 June 2020 at 11:00 a.m. is set out on pages 5 to 6 of this document. A form of proxy is also enclosed at the end of this document for use at the Meeting. Forms of proxy should be completed and returned to the Company’s Registrars, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD as soon as possible and in any event so as to be received not later than 48 hours (excluding non-working days) before the time fixed for the Meeting.

In light of the UK Government’s current response to the COVID-19 outbreak, which includes restrictions on all non-essential travel and gatherings of more than two people, the Company strongly encourages Shareholders to submit their form of proxy, rather than attend the Meeting in person. In accordance with the Company’s articles of association, whilst completion and return of the form of proxy would not preclude Shareholders from attending and voting in person at the Meeting should they so wish, Voting will take place as usual and if the Company is of the view that this does not reflect the proxy votes, the chairperson will direct voting to be by poll.

For full details on proxy appointments, see the notes to the Notice of Annual General Meeting and accompanying Form of Proxy.

Copies of this document are available for download from the Company’s website: www.chesterfieldresourcesplc.com

5 May 2020

To the Shareholders and, for information only, to the Option Holders and Warrant Holders
Notice of Annual General Meeting

Dear Shareholder,

I am writing to explain the resolutions to be proposed at this year's Annual General Meeting which is to be held at 11:00 a.m. on 29 June 2020 at 7-9 Swallow Street, London, W1B 4DE ("**AGM**"). The resolutions are set out in the Notice of Annual General Meeting on pages 5 to 6 of this document.

COVID-19 and AGM proceedings

In light of the UK government's current response to the COVID-19 outbreak, which includes restrictions on all non-essential travel and gatherings of more than two people, the Company is adopting the following AGM arrangements in order to ensure that the health and safety of our Shareholders, Directors, employees and other key stakeholders is protected:

- The AGM will be held at the Company's office located at 7-9 Swallow Street, London, W1B 4DE.
- The AGM will only address the formal matters contained in the Notice of Annual General Meeting.
- In accordance with the Company's Articles, the quorum necessary to constitute the AGM is two members in person or proxy, therefore two officers of the Company (who are also Shareholders) will be in attendance to form the quorum and conduct the business of the Meeting.
- Attendance by additional Shareholders is not considered as "essential for work purposes" and so would not be permitted under the existing Stay at Home Measures. It is not currently known what restrictions will be in place at the time of the AGM so we would urge shareholders to check the Company's website for any changes as a result of new Government guidelines.
- All Shareholders are urged to appoint the Chairman of the Meeting as their proxy, with voting instructions. Please refer to the Notes to the Notice of Annual General Meeting for more information regarding proxy voting.

The UK government may change current restrictions or implement further measures relating to the holding of general meetings prior to the AGM. Any changes to the AGM (including the arrangements outlined above) will be made available on the Company's website at www.chesterfieldresourcesplc.com and by means of the Regulatory Information Service.

Ordinary business at the AGM

Resolution 1 - Annual Report and Accounts

This is an ordinary resolution to receive and adopt the audited Statement of Accounts and the Reports of the Directors and the Auditor of the Company for the year ended 31 December 2019.

Resolution 2 - Auditors' reappointment and remuneration

The resolution relating to the auditors' re-appointment and remuneration are usual business for the Annual General Meeting.

Special business at the AGM

Resolution 3 – Section 551 authority

This is an Ordinary Resolution authorising the directors to allot and issue ordinary shares and grant rights to subscribe for shares up an aggregate nominal value of £101,000. The authority will expire at the commencement of the next Annual General Meeting following this meeting or 30 June 2021, whichever is the earlier to occur.

Resolution 4 – Section 570 authority and dis-application of Section 561(1)

This is a Special Resolution authorising the directors to issue equity securities wholly for cash on a non-pre-emptive basis pursuant to the authority conferred by resolution number 3 above. This will allow the Board to allot shares without recourse to the Shareholders so that it can move quickly from time to time as it deems appropriate. This authority will expire at the commencement of the next Annual General Meeting following this meeting or 30 June 2021, whichever is the earlier to occur.

Form of Proxy

A Form of Proxy for use at the AGM is enclosed. Please complete and sign the Form of Proxy and return it to the Company's Registrars so as to arrive no later than 48 hours (**excluding non-working days**) before the time fixed for the AGM.

The return of the form of proxy does not normally prevent you from attending the AGM and voting in person, however given the unprecedented circumstances resulting from the COVID-19 outbreak, and as noted above, unless the UK government relaxes the current Stay at Home measures Shareholders who attempt to attend the meeting in person will not be admitted to the Meeting.

Board Recommendation

The Board considers that each of the Ordinary Resolutions and the Special Resolutions is in the best interests of the Company and its Shareholders as a whole and it unanimously recommends to Shareholders that they should vote in favour of each of them.

Yours faithfully

Martin French
Chairman

CHESTERFIELD RESOURCES PLC

(incorporated and registered in England and Wales no. 10545738)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of Chesterfield Resources plc (the “**Company**”) will be held on 29 June 2020 at 11:00 a.m. at 7-9 Swallow Street, London, W1B 4DE for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 3 (inclusive) will be proposed as ordinary resolutions and resolution 4 as a special resolution:

ORDINARY BUSINESS

- Resolution 1: To receive and consider the Annual Report and Accounts for the year ended 31 December 2019 together with the Directors’ Report and Auditors’ Report thereon.
- Resolution 2: To re-appoint PKF Littlejohn LLP as auditors of the Company to act as such until the conclusion of the next Annual General Meeting of the Company at which the accounts are laid before the members and to authorise the Directors of the Company to fix their remuneration.

SPECIAL BUSINESS

- Resolution 3: THAT, in accordance with section 551 of the Companies Act 2006 (“**CA 2006**”), the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (the “**Rights**”) up to an aggregate nominal amount of £101,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the commencement of the next Annual General Meeting of the Company or 30 June 2021, whichever is earlier to occur, save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.
- Resolution 4: THAT, conditional on the passing of Resolution 3 above, and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) for cash pursuant to the authority conferred by Resolution 3 or by way of a sale of treasury shares, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
 - (b) the allotment of equity securities (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £101,000; and provided that this power shall expire on the commencement of the next Annual General Meeting of the Company or 30 June 2021, whichever is earlier to occur (unless renewed, varied or revoked by the Company prior to or on

that date) save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

By Order of the Board

Heytesbury Corporate LLP
Company Secretary

Dated: 5 May 2020

Registered office:

2nd Floor

7-9 Swallow Street

London

W1B 4DE

Notes:

- 1 A member of the Company entitled to attend, speak and vote at the meeting convened by this notice may appoint one or more proxies to attend, speak and vote in his place. A proxy need not be a member of the Company. A form of proxy is enclosed for use at this meeting.
- 2 Completing and returning a form of proxy does not preclude a member from attending and voting at the Meeting.
- 3 To be valid, a form of proxy and, if applicable, any authority under which it is signed, or a notarially certified copy of such authority must be lodged at Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD not later than 11:00 a.m. on 25 June 2020. A form of proxy is enclosed.
- 4 For the purposes of determining who is entitled to attend or vote (whether on a show of hands or a poll) at the meeting a person must be entered on the register of members not later than close of business on 25 June 2020, or if the meeting is adjourned, you must be entered on the register at 6.00 p.m. on the date which is two business days prior to the date of any adjourned meeting.
- 5 In the case of joint holders of shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- 6 You may appoint more than one proxy provided 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 may photocopy this form. Please indicate the proxy holder'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 proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together.
- 7 As at the close of business on 4 May 2020 (the last business day prior to the publication of this notice), the Company's issued ordinary share capital comprised 61,933,334 ordinary shares of 0.01p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the time and date given above is 61,933,334.