

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action to be taken, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your Ordinary Shares, please send this document, together with the accompanying Form of Proxy, as soon as possible, 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.

# African Mining & Exploration plc

*(incorporated in England and Wales with registered number 07307107)*

## Authorities to issue new Ordinary Shares, Options and Warrants over Ordinary Shares

### Disapplication of pre-emption rights

### Change of name to Savannah Resources plc

### Notice of General Meeting

A notice of a General Meeting of the Company to be held at offices of Arlington Group, 2nd Floor, 18 Pall Mall, London, SW1Y 5LU at 12.30 p.m. on 24 September 2013, is set out at the end of this document. Shareholders are requested to complete and return the enclosed Form of Proxy to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL, as soon as possible, but in any event so as to arrive no later than 12.30 p.m. on 20 September 2013, whether or not they propose to be present at the General Meeting.

The Directors accept responsibility for the information contained in this document. To the best of the knowledge and belief of all 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 effect the import of such information.

## DEFINITIONS

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

“Act” the Companies Act 2006

“Company” African Mining & Exploration plc, a public limited company incorporated in England and Wales with registered number 07307107

“Directors” or “Board” the existing directors of the Company

“Form of Proxy” the form of proxy attached to this document

“General Meeting” the general meeting of the Company to be held at 12.30 p.m. on 24 September 2013

“London Stock Exchange” London Stock Exchange plc

“Notice” the notice of General Meeting which forms part of this document

“Options” options to subscribe for Ordinary Shares

“Ordinary Shares” ordinary shares of £0.01 each in the capital of the Company

“Resolutions” the resolutions set out in the notice convening the General Meeting

“Shareholders” holders of Ordinary Shares

“Warrants” warrants to subscribe for Ordinary Shares

## **AFRICAN MINING & EXPLORATION PLC**

Third Floor, 55 Gower Street, London, WC1E 6HQ

### *Directors:*

Professor Michael Johnson (Chairman)

Mark Jones

David Archer

Charles Cannon-Brookes

To the holders of Ordinary Shares and for information only, to holders of Options and Warrants

Date: 6 September 2013

Dear Shareholder,

### **Authorities to issue new Ordinary Shares, Options and Warrants over Ordinary Shares, disapplication of pre-emption rights, change of name to Savannah Resources plc and Notice of General Meeting**

#### **1. Introduction**

The purpose of this letter is to explain the Board's proposals which include: (i) granting the Directors authority to issue new Ordinary Shares; (ii) granting the Directors authority to issue Options and Warrants over Ordinary Shares; and (iii) approve the change of the Company's name to Savannah Resources plc (together the "Proposals").

The Proposals are conditional on the approval of Shareholders at the General Meeting.

#### **2. Authority to issue New Ordinary Shares**

On 22 July 2013, the Company announced that it had raised GBP500,000 through a direct cash equity investment by David Archer, the Company's new CEO, with the objective of augmenting the Company's cash balance to allow it to take advantage of opportunities made available as a result of the current resources investment climate. Under the share subscription agreement, David was issued with 16,668,668 new Ordinary Shares in the Company, at a price of GBP0.0225, for a consideration of GBP375,000 cash, with a further investment of GBP125,000 cash for 5,555,556 new Ordinary Shares, at a price of GBP0.0225, subject to the approval of shareholders in General Meeting. In order to complete the remaining GBP125,000 cash investment, it is therefore necessary to seek shareholder approval to issue the balance of 5,555,556 new Ordinary Shares.

The Directors also believe that it is important to have the flexibility to raise funds, through potential further issues of new Ordinary Shares, for projects which the Company might identify following its change in strategic focus to taking a more expansive approach to geographical coverage and seeking resources projects beyond gold exploration in West Africa. The Board therefore proposes to request authority to issue up to 21,287,100 New Ordinary Shares (being approximately 20% of the Company's issued Ordinary Shares, enlarged subsequent to the allotment of the 5,555,556 shares referred to above) on a non pre-emptive basis. This power will expire (unless renewed) at the Annual General Meeting in 2014.

### **3. Authority to issue Options and Warrants over Ordinary Shares**

In March 2013 the Company announced that it was implementing a number of cash conservation initiatives which were expected to total over GBP350,000 in the 2013 calendar year, including reducing the cash remuneration paid to the executive management team and the granting of share options in substitution for the cash remuneration foregone. In line with this programme and in accordance with the terms of share subscription agreement referred to above, it is necessary to seek shareholder approval to issue 6,432,888 Warrants over Ordinary Shares (as described in the 22 July 2013 announcement), being the remaining conditional commitment in respect of David Archer's GBP500,000 equity investment. The Board also proposes to seek authority to issue 1,575,000 Options to satisfy existing conditional remuneration commitments made to Mark Jones (pursuant to the Company's announcement on 22 August 2013) and 4,500,000 Options to satisfy existing conditional remuneration commitments made to other Directors and key personnel (pursuant to the Company's announcement on 22 July 2013), together with a general authority to allow the issue of up to 10,000,000 Options or Warrants over Ordinary Shares with the aim of ensuring that the interests of the Directors and other key executives and Shareholders remain closely aligned.

### **4. Change of Company Name to Savannah Resources plc**

Following the announcement of the Company's change in strategic focus, the Company has been progressing its transition from a single country West African gold explorer into holding a portfolio of exploration and development projects across a number of geographies with interests in metals and minerals. This transition is supported by the global experience of the Board and management team in the resources industry. In order to underscore this change of strategic direction the Company is seeking Shareholder approval to change its name to Savannah Resources plc.

Following the change of name to Savannah Resources plc the Company also intends to change ticker symbol on the London Stock Exchange from "AME" to "SAV". It is expected that this change will take place on or around 25 September 2013. It is noted that, subject to approval for the proposed change in name, the existing AME share certificates will remain valid and that no replacement certificates are required, or will be issued, in the name of Savannah Resources plc.

### **5. General Meeting**

A General Meeting of the Company is being convened for 12:30pm on 24 September 2013 at the offices of Arlington Group, 2nd Floor, 18 Pall Mall, London, SW1Y 5LU at which the following Resolutions will be proposed:

- Resolution 1: to approve the change of the Company's name to Savannah Resources plc
- Resolution 2: to grant the Directors authority to allot equity securities over a maximum nominal amount of £1,000,000 of ordinary shares
- Resolution 3: to disapply pre-emption rights over a maximum aggregate nominal value of £493,506

Resolutions 1 and 2 will be proposed as ordinary resolutions and resolution 3 will be proposed as a special resolution. An ordinary resolution requires a simple majority of votes to be cast in favour for it to be passed. A special resolution requires a majority of 75 per cent, of the votes cast to be cast in favour for it to be passed. The Notice convening the General Meeting is enclosed.

### **6. Action to be taken by Shareholders**

A General Meeting Form of Proxy is enclosed with this letter for use at the General Meeting. If you are an Ordinary Shareholder, whether or not you intend to attend the General Meeting, you are requested to complete

the enclosed Form of Proxy in accordance with the instructions printed on it and return it to the registrar Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL so as to arrive as soon as possible and, in any event, not later than 12.30pm on 20 September 2013.

## **7. Recommendation**

The Board considers the Proposals to be in the best interests of the Company and Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolutions, as they intend to do in respect of their combined holding of 21,956,668 Ordinary Shares, representing 21.8% of the issued share capital of the Company.

Yours faithfully,

Mike Johnson  
Chairman  
on behalf of the Board of Directors

## **NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting of African Mining & Exploration Plc ('the Company') will be held at the offices of Arlington Group, 2nd Floor, 18 Pall Mall, London, SW1Y 5LU on 24 September 2013 at 12:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions in the cases of resolutions 1 and 2 and as a special resolution in the case of resolution 3.

### **ORDINARY RESOLUTIONS**

- 1 That the name of the Company be changed to Savannah Resources plc.
- 2 That in substitution for all existing and unexercised authorities, the Directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 ('the Act') to exercise all or any of the powers of the Company to allot equity securities (within the meaning of Section 560 of the Act) up to a maximum nominal amount of £1,000,000 provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the next Annual General Meeting of the Company, unless renewed or extended prior to such time except that the Directors of the Company may before the expiry of such period make an offer or agreement which would or might require equity securities to be allotted after the expiry of such period and the Directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

### **SPECIAL RESOLUTION**

- 3 That in substitution for all existing and unexercised authorities and subject to the passing of the immediately preceding Resolution, the Directors of the Company be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by the preceding Resolution as if section 561(1) of the Act did not apply to any such allotment provided that the power conferred by the Resolution, unless previously revoked or varied by special resolution of the Company in general meeting, shall be limited:
  - (a) arising from the exercise of options and warrants outstanding at the date of this resolution;
  - (b) to the allotment of equity securities in connection with a rights issue in favour of ordinary Shareholders where the equity securities respectively attributable to the interest of all such Shareholders are proportionate (as nearly as may be) to the respective numbers of the ordinary shares held by them subject only to such exclusions or other arrangements as the Directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory;
  - (c) the grant of a right to subscribe for, or to convert any equity securities into Ordinary Shares otherwise than under sub-paragraph (a) above, up to a maximum aggregate nominal amount of £225,079; and
  - (d) to the allotment (otherwise than pursuant to sub-paragraphs (a), (b) and (c) above) of equity securities up to an aggregate nominal amount of £268,427, in respect of any other issues for cash consideration;

and shall expire on the date of the next Annual General Meeting of the Company save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

If you are a registered holder of Ordinary Shares in the Company, whether or not you are able to attend the meeting, you may use the enclosed form of proxy to appoint one or more persons to attend and vote on a poll on your behalf. A proxy need not be a member of the Company.

A form of proxy is provided.

This may be sent by facsimile transfer to 01252 719 232 or by mail using the reply paid card to:

The Company Secretary  
African Mining & Exploration Plc  
c/o Share Registrars Limited  
Suite E  
First Floor  
9 Lion and Lamb Yard  
Farnham  
Surrey GU9 7LL

In either case, the signed proxy must be received no later than 48 hours (excluding non-business days) before the time of the meeting, or any adjournment thereof.

Registered Office:

Third Floor  
55 Gower Street  
London WC1E 6HQ

By order of the Board

**Stephen Ronaldson**  
Company Secretary

6 September 2013

Registered in England and Wales Number: 07307107

## Notes to the Notice of General Meeting

### Entitlement to Attend and Vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members 48 hours before the time of the Meeting shall be entitled to attend and vote at the Meeting.

### Appointment of Proxies

2. 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.

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 will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

4. 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, please contact the registrars of the Company, Share Registrars Limited on 01252 821 390.

5. 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 the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks 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 how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- Completed and signed;
- Sent or delivered to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or by facsimile transmission to 01252 719 232; and
- Received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.

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.

### Appointment of Proxy by Joint Members

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### 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 (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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 Share Registrars Limited on 01252 821 390.

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**

9. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or by facsimile transmission to 01252 719 232. 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.

In either case, the revocation notice must be received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.

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

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.

## **Issued shares and total voting rights**

10. As at 5 September 2013, the Company's issued share capital comprised 100,879,974 ordinary shares of £0.01 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 5 September 2013 is 100,879,974.

## **Communications with the Company**

11. Except as provided above, members who have general queries about the Meeting should telephone the Company Secretary, Stephen Ronaldson, on (020) 7580 6075 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of general meeting; or any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

## **CREST**

12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [euroclear.com/CREST](http://euroclear.com/CREST)).

The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: 7RA36) by the latest time(s) for receipt of proxy appointments specified above. 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. After this time, any change of Instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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 or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of CREST 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.

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.