

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

If you are in any doubt as to the action to be taken, please consult an appropriately authorised financial adviser immediately.

If you have sold or transferred all of your holding of ordinary shares in Weatherly International plc (the “**Company**”), you should hand this document, together with the accompanying form of proxy, to the stockbroker, bank or other agent through or to whom the sale or transfer was effected, for transmission to the purchaser or transferee.



(Registered in England and Wales with registered number 3954224)

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice of the Annual General Meeting of the Company, to be held at the offices of Cooley (UK) LLP, Dashwood, 69 Old Broad Street, London EC2M 1QS on Wednesday 30 November 2016 at 11.00 am, is set out at the end of this document.

Forms of proxy for the Annual General Meeting must be received by the Company's registrars, Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible but in any event not later than 11.00 am on Monday 28 November 2016. Completion and return of a form of proxy will not preclude a shareholder from attending and voting at the meeting in person.

# WEATHERLY INTERNATIONAL PLC

(Registered in England & Wales number 3954224)

## **Directors**

John Bryant (*Chairman*)  
Craig Thomas (*Chief Executive Officer*)  
Rod Webster (*Business Development Director*)  
Alan Stephens (*Non-executive*)  
Charilaos Stavrakis (*Non-executive*)  
Edwin Bennett (*Non-executive*)  
Krzysztof Szymczak (*Non-executive*)

## **Registered office**

Orion House  
Bessemer Road  
Welwyn Garden City  
Hertfordshire  
AL7 1HH

4 November 2016

Dear Shareholder,

## **Introduction**

This letter contains the formal Notice of the Annual General Meeting of the Company and provides some additional information on the resolutions. The annual report and accounts for the Company for the year ended 30 June 2016 are also available on the Company's website (<http://weatherlyplc.com/investors/regulatory-news/>).

## **Annual General Meeting**

You will find set out at the end of this document a notice convening the Annual General Meeting of the Company for 11.00 am on Wednesday 30 November 2016, at which resolutions will be proposed:

- 1 to receive and adopt the Company's Annual Report and Accounts for the financial year ended on 30 June 2016, and the Directors' Report and the Independent Auditors' Report on those accounts;
- 2 to reappoint as a Director Rod Webster who, in accordance with the Articles, is required to retire at the Annual General Meeting by rotation and, being eligible, offers himself for reappointment;
- 3 to reappoint as a Director Alan Stephens who, in accordance with the Articles, is required to retire at the Annual General Meeting by rotation and, being eligible, offers himself for reappointment;
- 4 to reappoint as a Director Edwin Bennett who, in accordance with the Articles, is required to retire at the Annual General Meeting by notice of having been appointed since the January 2016 Annual General Meeting on 29 January 2016 and, being eligible, offers himself for reappointment;
- 5 to reappoint Grant Thornton (UK) LLP as the auditors of the Company until the next annual general meeting and to authorise the Directors to determine the level of the remuneration of the auditors;
- 6 to grant the Directors authority to allot shares in the capital of the Company; and
- 7 to disapply the statutory pre-emption rights for certain shares..

Resolutions 1 and 5 are self-explanatory. Information on the other resolutions is provided below. Resolutions 1 to 6 are ordinary resolutions which require to be passed the approval of a simple majority of shareholders present and voting in person or by proxy or authorised representative. On a show of hands each shareholder so present has one vote, but should a poll be demanded each such shareholder has one vote for each share held by him or her. Resolution 7 is a special resolution that requires to be passed the approval of 75 per cent of such shareholders, determined in the same way as for the ordinary resolutions.



## **Resolution 2: Appointment of Rod Webster as a Director**

It is Rod Webster's turn to retire by rotation at the Annual General Meeting under the Articles and he offers himself for re-election.

Rod Webster is a graduate mining engineer from the University of Sydney. He has over 40 years experience in the resources industry, including 20 years in managing director or chief executive officer positions. Prior to founding Weatherly, he was with First Quantum Minerals (CEO Kansanshi Mining), Western Metals (CEO & founder), Homestake Gold of Australia and BHP Minerals. Rod Webster is a Fellow of both the Australian Institute of Mining and Metallurgy and the Australian Institute of Company Directors. He has been a member of the Executive Committees of both the Australian Minerals Council and the International Zinc Association, and a non-executive director of numerous companies.

## **Resolution 3: Appointment of Alan Stephens as a Director**

It is Alan Stephens' turn to retire by rotation at the Annual General Meeting under the Articles and he offers himself for re-election.

Alan Stephens joined Weatherly in July 2008 and has 38 years of experience in the mining industry. Alan Stephens is currently President, CEO and Director of Coro Mining Corp, a TSX quoted, Latin American focused, copper development company with an advanced copper-gold project in Argentina and several earlier stage projects in Chile. Alan has experience across Africa, Europe, Asia and Latin America.

## **Resolution 4: Appointment of Edwin Bennett as a Director**

Edwin Bennett is required to retire at the Annual General Meeting under the Articles having been appointed following the date of the last annual general meeting and he offers himself for re-election.

Mr Bennett has been an Investment Associate with Orion Resource Partners. Prior to joining Orion Resource Partners in 2014, Mr. Bennett worked as an Investment Analyst at Composite Capital, a boutique asset management and financial advisory firm with a focus on natural resource investments in Emerging Markets, where he focused on the valuation of iron, coal, base metal, fertilizer, industrial mineral, and cement projects in Mongolia. Mr. Bennett earned his B.A. in Economics from Princeton University.

## **Resolution 6: Authority to issue shares**

Resolution 6 seeks an authority to allot shares, subject to the normal pre-emption rights reserved to shareholders contained in the Companies Act 2006. The Association of British Insurers ("ABI") recommends that a company seek an annual authority to allot up to a third of their issued share capital; however, the ABI has issued further guidelines permitting a company to seek authority to allot an additional third of their issued share capital, provided such additional third is reserved for fully pre-emptive rights issues of equity shares. Accordingly, resolution 7 reflects the ABI's recommendations.

## **Resolution 7: Disapplication of pre-emption rights**

Resolution 7 covers the granting of a waiver of pre-emption rights over the number of shares in resolution 6, as applicable, and up to 10 per cent of the shares currently in issue for cash. The Directors consider it important to renew this authority. In addition, the resolution allows the disapplication of pre-emption rights to deal with the possibility of fractional entitlements and legal or regulatory restrictions to a share issue.



### **Action to be taken**

A form of proxy for use at the Annual General Meeting is enclosed. Shareholders are advised to complete and return the form of proxy in accordance with the instructions printed on it so as to arrive at the Company's registrars, Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible, but in any event not later than 11.00 am on Monday 28 November 2016. The return of a form of proxy or the electronic appointment of a proxy does not preclude you from attending and voting at the Annual General Meeting if you so wish.

### **Recommendation**

The Directors consider that the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its shareholders, and they recommend shareholders to vote in favour of the resolutions.

Yours faithfully,

**John Bryant**

Chairman

# WEATHERLY INTERNATIONAL PLC

(the "Company")

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("AGM") of the Company will be held at the offices of Cooley (UK) LLP, Dashwood, 69 Old Broad Street, London EC2M 1QS on Wednesday 30 November 2016 at 11.00 am, to consider and, if thought fit, pass the following resolutions, of which the resolutions numbered 1 to 6 will be proposed as ordinary resolutions and resolution number 7 will be proposed as a special resolution.

### Ordinary resolutions

- 1 To receive and adopt the Company's Annual Report and Accounts for the financial year ended 30 June 2016, the Directors' Report, and the Report of the Independent Auditors on those accounts.
- 2 To reappoint as a Director Rod Webster who is retiring in accordance with article 33.2 of the Company's articles of association and, being eligible, is offering himself for reappointment.
- 3 To reappoint as a Director Alan Stephens who is retiring in accordance with article 33.2 of the Company's articles of association and, being eligible, is offering himself for reappointment.
- 4 To reappoint as a Director Edwin Bennett who is retiring in accordance with article 33.2 of the Company's articles of association and, being eligible, is offering himself for reappointment.
- 5 To reappoint Grant Thornton (UK) LLP as auditors of the Company from the conclusion of the meeting until the conclusion of the next AGM of the Company at which accounts are laid and to authorise the Directors to determine their remuneration.
- 6 That the Directors be and hereby are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("2006 Act") to exercise all the powers of the Company to:
  - (a) allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of "relevant securities") up to an aggregate nominal amount of £1,768,005; and
  - (b) allot further equity securities (within the meaning of section 560 of the 2006 Act) up to an aggregate nominal amount of £1,768,005 in connection with a rights issue in favour of shareholders where the equity securities respectively attributable to the interest of all shareholders are as proportionate (as nearly as can be) to the respective numbers of ordinary shares held by them, which satisfies the condition and may be subject to all or any of the exclusions specified in paragraph (b) (i) of the following resolution (resolution 7),

the authority conferred by this resolution shall expire 15 months after the date of the passing of this resolution or at the conclusion of the next AGM of the Company following the passing of this resolution, whichever occurs first (unless previously revoked or varied by the Company in general meeting), save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or variation and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired or been revoked or varied.

### Special resolution

- 7 That subject to and conditionally upon the passing of resolution 6 above, the Directors are empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined by section 560 of the 2006 Act) for cash pursuant to the authority conferred by resolution 6 as if section 561 of the 2006 Act did not apply to any such allotment. This power:

(a) subject to the continuance of the authority conferred by resolution 6, expires 15 months after the date of the passing of this resolution or at the conclusion of the next AGM of the Company following the passing of this resolution, whichever occurs first, but may be previously revoked or varied from time to time by special resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied; and

(b) is limited to:

(i) the allotment of relevant equity securities pursuant to a rights issue, open offer, scrip dividend scheme or other pre-emptive offer or scheme, which is in each case in favour of holders of ordinary shares and any other persons who are entitled to participate in such issue, offer or scheme where the equity securities offered to each such holder and other person are proportionate (as nearly as may be) to the respective numbers of ordinary shares held or deemed to be held by them for the purposes of their inclusion in such issue, offer or scheme on the record date applicable thereto, but subject to such exclusions or other arrangements as the Directors may deem fit or expedient to deal with:

(a) fractional entitlements;

(b) legal or practical problems under the laws of any overseas territory;

(c) the requirements of any regulatory body or stock exchange in any territory;

(d) directions from any holders of ordinary shares or other persons to deal in some other manner with their respective entitlements; or

(e) any other matter whatever, which the Directors consider to require such exclusions or other arrangements with the ability for the Directors to allot relevant equity securities not taken up, to any person as they may think fit; and

(ii) the allotment of relevant equity securities for cash otherwise than pursuant to sub-paragraph (i) up to an aggregate maximum nominal amount of £530,401 which represents 10 per cent of presently issued shares. .

By order of the Board:

**Kevin Ellis**

Company secretary

Registered in England & Wales number 3954224

Registered office: Orion House, Bessemer Road, Welwyn Garden City, Hertfordshire AL7 1HH

4 November 2016

## NOTES

- 1 A shareholder entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend, speak and vote on a show of hands and on a poll instead of him or her. A proxy need not be a member of the Company. Where a shareholder appoints more than one proxy, each proxy must be appointed in respect of different shares comprised in his or her shareholding which must be identified on the proxy form. Each such proxy will have the right to vote on a poll in respect of the number of votes attaching to the number of shares in respect of which the proxy has been appointed. Where more than one joint shareholder purports to appoint a proxy in respect of the same shares, only the appointment by the most senior shareholder will be accepted as determined by the order in which their names appear in the Company's register of members. If you wish your proxy to speak at the meeting, you should appoint a proxy other than the chairman of the meeting and give your instructions to that proxy.
- 2 A corporation which is a shareholder may appoint one or more corporate representatives who have one vote each on a show of hands and otherwise may exercise on behalf of the shareholder all of its powers as a shareholder provided that they do not do so in different ways in respect of the same shares.
- 3 A form of proxy is enclosed for use by members. To be valid it should be completed, signed and delivered (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or other authority) to the Company's registrars, Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not later than 11.00 am on Monday 28 November 2016 or, in the case of a poll taken subsequently to the date of the AGM, or any adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll or for holding the adjourned meeting. Shareholders who intend to appoint more than one proxy can obtain additional forms of proxy from Capita Asset Services. Alternatively, the form provided may be photocopied prior to completion. The forms of proxy should be returned in the same envelope and each should indicate that it is one of more than one appointments being made. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting.
- 4 An abstention (or "vote withheld") option has been included on the form of proxy and in the available options for electronic proxy voting. The legal effect of choosing the abstention option on any resolution is that the shareholder concerned will be treated as not having voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.
- 5 In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001 and Section 360B(2) of the 2006 Act, the Company specifies that only those shareholders registered in the register of members of the Company as at close of business on Monday 28 November 2016 or, in the event that the meeting is adjourned, in such register not later than 48 hours before the time of the adjourned meeting, shall be entitled to attend, or vote (whether in person or by proxy) at the meeting in respect of the number of shares registered in their names at the relevant time. Changes after the relevant time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- 6 CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. The message, (a CREST proxy instruction) must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited ("EUI") and must contain the information required for such instructions, as described in the CREST manual. 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 Company's agent (CREST Participant ID: RA10) not later than 11.00 am on Monday 28 November 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by EUI.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures 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, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by any particular time. Reference should be made 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.

- 7 The constitutional documents of the Company will be available for inspection at the offices of the Company's solicitors, Cooley (UK) LLP, Dashwood, 69 Old Broad Street, London EC2M 1QS during normal business hours on any week day (public holidays excepted) from the date of this notice until the date of the AGM, and at the place of the meeting for one hour before the meeting and at the meeting itself.
- 8 A copy of this AGM notice and other information required by section 311(A) of the Act can be found at the company's website (<http://weatherlyplc.com/investors>).
- 9 The Company's report and accounts for the year ended 30 June 2016 can be viewed at, or downloaded from, the company's website (<http://weatherlyplc.com/investors>).
- 10 Any shareholder attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM, but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (b) the answer has already been given on the company's website (<http://weatherlyplc.com>) in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the AGM that the question be answered.