

# **PANTHEON RESOURCES PLC**

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Pantheon Resources plc, a company incorporated in England & Wales under the Companies Act 1985 with registered number 5385506 (the "Company") will be held at the offices of FTI Consulting, 200 Aldersgate, Aldersgate Street, London, EC1A 4HD on Monday 14<sup>th</sup> January 2019 at 10.00 am for the following purposes:-

### **Ordinary Business**

1. To receive and adopt the report of the directors and the financial statements for the year ended 30<sup>th</sup> June 2018 and the report of the auditors thereon.
2. To re-elect, as a director of the Company, Justin Hondris, who retires in accordance with Article 25.2 of the Company's Articles of Association and offers himself for re-election.
3. To re-appoint UHY Hacker Young LLP as auditors and to authorise the directors to determine their remuneration.

BY ORDER OF THE BOARD  
B Harber,  
Company Secretary  
19<sup>th</sup> December 2018

6th Floor  
60 Gracechurch Street  
London  
EC3V 0HR

### Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Should you wish to appoint more than one proxy please return the form of proxy and attach to it a schedule detailing the names of the proxies you wish to appoint, the number of shares each proxy will represent and the way in which you wish them to vote on the resolutions that are to be proposed. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the **Registered Office Address of the Company, 6<sup>th</sup> Floor, 60 Gracechurch Street, London, EC3V 0HR by hand or by post, or by fax to +44 (0) 20 7264 4440 or by email to [ben.harber@shma.co.uk](mailto:ben.harber@shma.co.uk)**, so as to be received not less than 48 hours (excluding any part of a day which is not a working day) before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be). **For the avoidance of doubt, the last possible date for the submission of forms of proxy will be 10.00 am on 10<sup>th</sup> January 2019.**
2. Any member entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not also be a member.
3. The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
4. The Company has specified that only those members entered on the register of members at the close of business on 10<sup>th</sup> January 2019 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of 1p each in the capital of the Company held in their name at that time. Changes to the register after the close of business on 10<sup>th</sup> January 2019 shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. **Resolution 2** - Article 25.2 of the Company's Articles of Association require that one third of the directors of the Company who have held office since the last Annual General Meeting, must retire and, if they are eligible, may offer themselves for re-election.