

05305345

SEPARATOR SHEET



Andrew Quill
Company Secretary
20/11/2020
Directors:

All resolutions were duly passed
at the meeting held on 11 June 2020

TOWER RESOURCES PLC

(Registered in England and Wales with company number 05305345)

Registered Office:

Jeremy Asher, Chairman and Chief Executive Officer
Peter Taylor, Non-Executive Director
David Thomas, Independent Non-Executive Director

Tower Resources Plc
140 Buckingham Palace Road
Westminster
London
SW1W 9SA

11 June 2020

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2020 annual general meeting of Tower Resources plc (the "Company") will be held at 11:00 am on 6 July 2020 at Albany, London W1, UK, with shareholders to be invited to watch or listen via Zoom using the link or phone numbers and passcodes in the notes below (the "Meeting") to transact the following business:

To consider and, if thought fit, pass the resolutions set out below, of which resolutions 1-6 will be proposed as ordinary resolutions and resolution 7 will be proposed as a special resolution:

ORDINARY RESOLUTIONS

1. To receive and adopt the report of the directors and the financial statements for the year ended 31st December 2019 and the report of the auditors thereon.
2. To re-elect, as a director of the Company, Mr. Peter Taylor, who retires in accordance with the Company's Articles of Association (the "Existing Articles") and offers himself for re-election.
3. To re-appoint UHY Hacker Young LLP as auditors and to authorise the directors of the Company (the "Directors") to determine their remuneration.
4. THAT the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company ("Shares") or grant rights to subscribe for, or to convert any security into, Shares ("Rights") up to an aggregate nominal amount of £18,000.00 (being a 100% increase in the current authorized ordinary share capital, which current authorized ordinary share capital would be fully accounted for by existing shares, warrants and options if fully exercised). The authority referred to in this resolution shall be in substitution for all other existing authorities, and shall expire (unless previously renewed, varied or revoked by the Company in a general meeting) at the conclusion of the next Annual General Meeting of the Company. The Company may, at any time prior to the expiry of the authority, make an offer or agreement which would or might require Shares to be allotted or Rights to be granted after the expiry of the authority and the Directors are hereby authorised to allot Shares or grant Rights in pursuance of such offer or agreement as if the authority conferred hereby had not expired.
5. THAT the Company be and is hereby generally and unconditionally authorised in accordance with the Existing Articles and generally to make off-market purchases (within the meaning of Section 693 of the Act) of all of the Deferred Shares of £0.00004 each in the capital of the Company on the terms

of the draft agreements produced to the meeting and initialled by the Chairman for the purposes of identification ("Purchase Contract A"), the terms of which are hereby approved for the purposes of Section 694 of the Act and generally. The authority conferred hereby shall expire 12 months after the passing of this resolution.

6. THAT the Company be and is hereby generally and unconditionally authorised in accordance with the Existing Articles and generally to make off-market purchases (within the meaning of Section 693 of the Act) of all of the B Deferred Shares of £0.00001 each in the capital of the Company on the terms of the draft agreements produced to the meeting and initialled by the Chairman for the purposes of identification ("Purchase Contract B"), the terms of which are hereby approved for the purposes of Section 694 of the Act and generally. The authority conferred hereby shall expire 12 months after the passing of this resolution.

SPECIAL RESOLUTION

7. THAT conditional on the passing of resolution 4 above, the Directors, pursuant to Section 570 of the Act be and are hereby empowered to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution 4 above as if Section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

(a) the allotment of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their holdings of such ordinary shares but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities representing fractional entitlements and with legal or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in, any territory; and

(b) the allotment, other than pursuant to (a) above, of equity securities up to an aggregate nominal value of £18,000.00, and this power shall, unless previously renewed, varied or revoked by special resolution of the Company in a general meeting, expire at the end of the next Annual General Meeting of the Company. The Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

PROVISIONS FOR ATTENDANCE AND VOTING

Alfred
20/11/2020

Shareholders should not attend the Meeting in person given the current mandatory measures to reduce the transmission of COVID-19 which prohibit, amongst other things, non-essential travel and public gatherings. It is intended that the Meeting will take place with only the minimum number of shareholders present as required to form a quorum under the Existing Articles and who are essential for the business of the Meeting. These attendees will be directors or officers of the Company. Access to the Meeting will not be permitted for any other shareholders and all shareholders are therefore strongly encouraged to exercise their right to vote either electronically or by appointing the chairman of the Meeting as their proxy to exercise their right to vote at the Meeting in accordance with their instructions; for further details please refer to the notes at the end of this notice.

Copies of Purchase Contract A and Purchase Contract B will be available for inspection (a) at the Company's registered office for at least 15 days ending with the date of the Meeting and (b) at the Meeting. In view of the COVID-19 restrictions, electronic copies of these may also be obtained from the company on request through the Contact Us section of the Company's website.

By Order of the Board

Jeremy Asher

Chairman and Chief Executive Officer

Registered Office:

140 Buckingham Palace Road

London, SW1W 9SA

Dated: 11 June 2020

Notes:

1 As a holder of ordinary shares in the Company you are entitled to vote whether directly or via proxy on all matters, but in view of the Covid-19 circumstances all voting will be by poll, and votes must therefore be submitted electronically using The Share Portal service at www.signalshares.com, which must be received not less than 48 hours (excluding any part of the day that is not a business day) before the time of the Meeting, or any adjournment thereof, or via proxy given to the Chairman of the meeting.

2 Shareholders may watch or listen to the proceedings of the Meeting using the following Zoom coordinates:

To join Zoom Meeting:

[REDACTED]

To listen via conventional phone dial-in:

Meeting ID: [REDACTED]

Password: [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

3 In the case of joint holders, the vote of the person first named in the register of members tendering a vote will be accepted to the exclusion of the votes of the other joint holders.

4 If appointing the Chairman of the meeting as your proxy, then in order to direct your proxy how to vote on the resolutions please mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "withheld" box. 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.

9 As noted at 1 above, in view of the Covid-19 circumstances, members will not be entitled to attend and vote at the meeting as all voting will be done via poll and electronically or by proxy if the proxy is the Chairman of the meeting.

10 CREST members who wish to appoint the Chairman as proxy through the CREST electronic proxy appointment service may do so 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 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 instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, to be valid, be transmitted so as to be received by the issuer's agent. 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 Application 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 message. 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 system provider(s) take(s)) such action as shall be necessary to ensure that 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 system 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.

11 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Please 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 Link Asset Services.

12 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 Link Asset Services. 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 Link Asset Services 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.