



# KEMIN RESOURCES PLC

## (FORMERLY GMA RESOURCES PLC)

*(Incorporated in England and Wales with registered number 4674237)*

(ISIN GB00B8T2QJ39)

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Kemin Resources plc (the "**Company**") will be held at the offices of SGH Martineau LLP, 5th Floor, One America Square, Crosswall, London EC3N 2SG on Friday 28 June 2013 at 11.00 am for the following purposes:-

#### Ordinary Business

1. To receive and adopt the report of the directors and the audited financial statements for the year ended 31 December 2012 and the report of the auditors thereon.
2. To re-appoint, as a director of the Company, Mr Kenneth Crichton, who retires in accordance with Article 101 of the Company's Articles of Association and offers himself for re-appointment.
3. To re-appoint, as a director of the Company, Mr Aidar Assaubayev, who retires in accordance with Article 107 of the Company's Articles of Association and offers himself for re-appointment.
4. That, special notice having been provided in accordance with Section 515 of the Companies Act 2006, BDO LLP be and are hereby re-appointed as auditors to hold office until the conclusion of the next general meeting of the Company at which the accounts are laid before members.
5. To authorise the directors to determine the remuneration of the auditor.

#### Special Business

To consider, and if thought fit, to pass the following resolutions, of which Resolution 6 will be proposed as an Ordinary Resolution and Resolutions 7 and 8 will be proposed as Special Resolutions:

6. THAT the directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "**Act**"), in substitution for all previous powers granted to them, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £506,255.69 and such authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2014 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement 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 pursuant to any such offer or agreement as if the authority conferred hereby had not expired.
7. THAT, conditional on the passing of Resolution 6 above, the directors be and they are hereby empowered pursuant to Section 570 of the Act, in substitution for all previous powers granted to them, to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 6 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 ordinary shares in connection with an issue in favour of shareholders in proportion (or as nearly as may be practicable) to the respective number of ordinary shares in the capital of the Company held by them on the record date for such allotment but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, record dates or legal or practical problems in or under the laws of any territory, or the requirements of any recognised regulatory body or any stock exchange; and
  - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of further equity securities up to an aggregate nominal amount of £228,043.10,

and this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire at the conclusion of the Annual General Meeting of the Company to be held in 2014. 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.

8. THAT the articles of association of the Company be amended by substituting existing article 12 for the following new article 12:-

"12. Every member, upon becoming the holder of any shares (except a recognised clearing house or a nominee of a recognised clearing house or of a recognised investment exchange in respect of whom the Company is not required by law to complete and have ready for delivery a certificate) shall be entitled, without payment, to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the board may from time to time determine. Subject to Article 161 every certificate shall be sealed with the seal (or a securities seal or, in the case of shares on a branch register, an official seal for use in the relevant territory) which may be affixed by laser printer or executed in accordance with Article 163 and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The Company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them. Shares of different classes may not be included in the same certificate.

Share certificates issued to shareholders and sent by post to the shareholder or their agent shall be sent at the shareholder's risk."

## BY ORDER OF THE BOARD

J M Bottomley,  
*Company Secretary*

One America Square  
Crosswall  
London EC3N 2SG

5th June 2013

## 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 meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy you may photocopy the form of proxy. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
2. 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 in the same envelope.
3. To be valid, the enclosed 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 offices of the Company's registrars, **Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU** by hand, or sent by post, so as to be received not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).
4. 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.
5. The Company has specified that only those members entered on the register of members at 6pm on 26th June 2013 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 6pm on 26th June 2013 shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. Any amendments you make to the form of proxy must be initialled by you.
7. In the case of joint holders, the vote of the senior joint holder, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holders. Seniority will be determined by the order in which the joint holders stand in the register of members.
8. **Resolution 2** – Article 101 of the Company's Articles of Association requires that one third (or the number nearest to, but greater than, one third) of the directors of the Company who are subject to retire by rotation in accordance with Article 102, must retire and, if they are eligible, offer themselves for re-election.
9. **Resolution 3** – Having been appointed by the board since the last general meeting, Aidar Assaubayev must retire in accordance with Article 107 of the Company's Articles of Association, and being eligible is offering himself for re-election.
10. **Resolution 6** – This resolution, to be proposed as an Ordinary Resolution, relates to the grant to the directors of the authority to allot Ordinary Shares and grant rights to subscribe for or convert securities into Ordinary Shares with such authority expiring at the conclusion of the Annual General Meeting of the Company to be held in 2014, unless the authority is renewed or revoked prior to such time. This authority is limited to the issue of a maximum of 50,625,569 Ordinary Shares representing 33.3% of the Company's entire issued ordinary share capital as at the date of this notice.
11. **Resolution 7** – The Act requires that if the directors decide to allot Ordinary Shares in the Company the shares proposed to be issued be first offered to existing shareholders in proportion to their existing holdings. This is known as shareholders' pre-emption rights. However, to act in the best interests of the Company the directors may require flexibility to allot shares for cash without regard to the provisions of Section 561(1) of the Act. Therefore this resolution, to be proposed as a Special Resolution, seeks authority to enable the directors to allot equity securities for cash free of such pre-emption rights, with such authority expiring at the conclusion of the Annual General Meeting of the Company to be held in 2014. This authority is limited to the allotment of a maximum of 22,804,310 Ordinary Shares representing 15% of the Company's entire issued ordinary share capital as at the date of this notice.
12. **Resolution 8** – This resolution provides for the alteration of the Company's articles of association to allow the use of electronic means to seal the Company's share certificates.