

Company No 00109305

**THE COMPANIES ACT 2006
PUBLIC LIMITED COMPANY**

**Notice of Resolutions passed of
Majedie Investments PLC (the "Company")**

At an Annual General Meeting of Majedie Investments PLC duly convened and held at City of London Club, 19 Old Broad Street, London EC2N 1DS on 18 January 2017 at 12 noon, all of the resolutions put to the meeting were duly passed, including the following:

Ordinary Resolution

Resolution 10

THAT for the purposes of Section 551 of the Companies Act 2006 the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any securities into, Ordinary Shares up to a maximum number of 5,338,000 Ordinary Shares, provided that:

- a) The authority granted shall (unless previously revoked or renewed) expire at the conclusion of the next annual general meeting of the Company in 2018, or if earlier, on the expiry of 15 months from the passing of this Resolution; and
- b) The authority shall allow and enable the Directors to make an offer or agreement before the expiry of that authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if that authority had not expired.

Special Resolutions

Resolution 11

THAT, subject to the passing of resolution 10 above, the Directors be empowered in accordance with Sections 570 and 573 of the Companies Act 2006 (the Act) to allot equity securities (within the meaning of Section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 10 as if Section 561 of the Act did not apply to any such allotment, provided that:

- a) The power granted shall be limited to the allotment of equity securities wholly for cash up to a maximum number of 5,338,000 Ordinary Shares;
- b) The authority granted shall (unless previously revoked) expire at the conclusion of the next Annual General Meeting of the Company in 2018 or, if earlier, 15 months after the passing of this resolution; and
- c) The said power shall allow the Directors to make an offer or agreement before the expiry of that power 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 that power had not expired.

Resolution 12

THAT the Company be and is hereby generally and unconditionally authorised in accordance with Section 701 of the Companies Act 2006 (the Act) to make market purchases (within the meaning of Section 693 of the Act) of Ordinary Shares of 10p each in the capital of the Company (Ordinary Shares), provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased shall be 8,010,505, or if less, 14.99% of the number of shares in circulation immediately following the passing of this Resolution;
- (b) the minimum price which may be paid for each Ordinary Share is 10p;

(c) the maximum price payable by the Company for each Ordinary Share is the higher of:

(i) 105% of the average of the middle market quotations of the Ordinary Shares in the Company for the five business days prior to the date of the market purchase; and

(ii) the higher of the price of the last independent trade and the highest current independent bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buyback programmes and stabilisation of financial instruments (No.2233/2003);

(d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company in 2018 or, if earlier, on the expiry of 18 months from the passing of this Resolution, unless such authority is renewed prior to such time; and

(e) the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of Ordinary Shares pursuant to any such contract.

Resolution 13

THAT the Company be and is hereby generally and unconditionally authorised to hold general meetings (other than annual general meetings) on 14 clear days' notice.