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If you have sold or otherwise transferred all your ordinary shares in the capital of All Star Minerals Plc, please send this document, together with the accompanying Form of Proxy, immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you have sold or transferred any part of your registered holding of ordinary shares, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was effected.

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# **ALL STAR MINERALS PLC**

*(Incorporated in England and Wales with registered number 04228788)*

## **Notice of General Meeting seeking shareholder authority for the allotment of equity securities and disapplication of pre-emptive rights**

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**Your attention is drawn to the letter from the Chairman of All Star Minerals Plc set out in this document which recommends that you vote in favour of the resolutions to be proposed at the General Meeting.**

A notice convening a General Meeting of All Star Minerals Plc to be held at Cardinal House, 46 St Nicholas Street, Ipswich, Suffolk, IP1 1TT at noon on 23 June 2020 is set out at the end of this document. A Form of Proxy for use at the General Meeting is enclosed with this document. **To be valid, the accompanying Form of Proxy for use in connection with the General Meeting must be completed in accordance with the instructions printed on it and returned by post or by hand as soon as possible but, in any event, so as to be received by the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD, by no later than noon, on 19 June 2020.**

CREST members can also appoint proxies by using the CREST electronic proxy appointment service and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the Company's registrars, Neville Registrars (under CREST participant 7RA11) by no later than noon on 19 June 2020. The time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

The completion and deposit of the Form of Proxy or transmitting a CREST Proxy Instruction will not preclude Shareholders from attending and voting in person at the General Meeting should they wish to do so.

**The most recent "stay at home" measures adopted by the government to combat the Covid-19 pandemic prohibit, unless essential for work purposes, public gatherings of more than two people. In accordance with guidance issued by the chartered governance institute (icsa), and assuming the continuation of the "stay at home" measures, it is the Company's intention to**

**proceed with holding the general meeting with the minimum quorum of shareholders present in order to conduct the business of the meeting. Whilst the government's current prohibition on public gatherings remain in place no other shareholders will be permitted to physically attend the meeting. Any shareholder who attempts to attend the meeting in person will be refused entry. If the restrictions are lifted in the interim then alternative arrangements may be announced.**

**Shareholders are asked instead to vote by proxy by completing their form of proxy in accordance with the instructions set out below. The Board therefore strongly encourages all shareholders to vote on the resolutions by proxy before the deadline of noon on 19 June 2020.**

**To ensure your proxy is valid, and in case of any changes in the identity of the chairman of the General Meeting you should appoint the 'chairman of the General Meeting' as your proxy.**

The Directors' recommendation is set out on page 5 of this document.

## EXPECTED TIMETABLE OF EVENTS

**2020**

Publication of this document	5 June
Latest time for receipt of Forms of Proxy for the General Meeting	noon on 19 June
General Meeting	noon on 23 June

*Notes:*

*(1) References to times in this Document are to London time (unless otherwise stated).*

*(2) The dates set out in the timetable above may be subject to change.*

*(3) If any of the above times or dates should change, the revised times and/or dates will be notified by an announcement to a regulatory information service.*

## DEFINITIONS

In this document and in the Form of Proxy the following definitions shall apply unless the context requires otherwise:

<b>"All Star" or "Company"</b>	All Star Minerals Plc (incorporated in England and Wales with company number 04228788);
<b>"Aquis Exchange" or "AQSE"</b>	Aquis Exchange Plc, a recognised investment exchange under section 290 of FSMA;
<b>"Aquis Stock Exchange Growth Market"</b>	the primary market for unlisted securities operated by the Aquis Exchange;
<b>"Aquis Stock Exchange Rules"</b>	the Aquis Stock Exchange Growth Market Rules for Issuers, which set out the admission requirements and continuing obligations of companies seeking admission to, and whose shares are admitted to trading on, the Aquis Stock Exchange Growth Market;
<b>"Board" or "Directors"</b>	the Directors of the Company, whose names are set out on page 3 of this document;
<b>"Companies Act"</b>	the Companies Act 2006, as amended;
<b>"CREST"</b>	the relevant system (as defined in the Uncertificated Securities Regulations 2001) in respect of which Euroclear is the Operator (as defined in such regulations);
<b>"CREST Proxy Instruction"</b>	a properly authenticated CREST message appointing and instructing a proxy to attend and vote in place of a Shareholder at the General Meeting and containing the information required to be contained in the manual published by Euroclear;
<b>"Euroclear"</b>	Euroclear UK & Ireland Limited, the operator of CREST;
<b>"Existing Ordinary Shares"</b>	the 1,530,474,743 Ordinary Shares of 0.01p each in the Company in issue at the date of this document;
<b>"Form of Proxy"</b>	the form of proxy for use by the Shareholders in connection with the General Meeting enclosed with this document;
<b>"General Meeting"</b>	the general meeting of the Company convened for noon on 23 June 2020 notice of which is set out at the end of this document, or any reconvened meeting following any adjournment thereof;
<b>"Ordinary Shares"</b>	the ordinary shares of 0.01p each in the capital of All Star;
<b>"Resolutions"</b>	the resolutions to be approved at the General Meeting, details of which are set out in the notice of the General Meeting at the end of this document; and
<b>"Shareholders"</b>	holders of Ordinary Shares and <b>"Shareholder"</b> shall be construed accordingly.

LETTER FROM THE EXECUTIVE CHAIRMAN OF ALL STAR MINERALS PLC

**ALL STAR MINERALS PLC**

*(Incorporated in England and Wales with registered number 04228788)*

*Directors:*

Tomas Nugent (Executive Chairman)  
James Featherstone (Non-executive Director)  
David Bourne (Non-executive Director)

Registered Office:

c/o Ensors Accountants LLP  
Cardinal House  
46 St Nicholas Street  
Ipswich  
Suffolk  
IP1 1TT

5 June 2020

*To Shareholders and, for information purposes only, to the holders of options over Ordinary Shares*

Dear Shareholder,

**NOTICE OF GENERAL MEETING**

I am writing to convene a General Meeting to seek shareholder authority for the Directors to issue new ordinary shares in the Company and warrants to subscribe for new shares in the Company, both on a non-pre-emptive basis. The Company announced on 22 May 2020 that it had issued 400,000,000 new ordinary shares at a price of 0.02p per share ("Fundraise") and that in addition the subscribers of the Fundraise would (conditional on shareholder authority) receive one warrant for every two shares subscribed, exercisable at a price of 0.04p per share. The warrants expire on 31 December 2022.

The Company also announced it was seeking to raise up to an additional £170,000 ("Proposed Fundraise") on equivalent terms as the Fundraise, through the issue of 850,000,000 new ordinary shares and 625,000,000 warrants. The Directors may issue a lesser or a greater number of shares pursuant to the Proposed Fundraise, depending on the availability of investment funds. In addition, the Company has agreed (conditional on shareholder authority) with certain loan note holders to convert their loan notes and accrued interest into new ordinary shares of the Company.

The loan note holders will, in aggregate, receive 309,000,000 new ordinary shares in the Company. The loan note holders will, in aggregate, also receive a warrant over 137,500,000 new ordinary shares.

To facilitate the proposals described above and allow the Company to issue further new ordinary shares, the Company is seeking shareholder authority to issue up to 3,000,000,000 new ordinary shares for cash on a non-pre-emptive basis, representing circa 196 per cent of the Company's existing issued share capital.

## **GENERAL MEETING**

At the end of this document, Shareholders will find a notice convening the General Meeting to be held at noon on 23 June 2020 at Cardinal House, 46 St Nicholas Street, Ipswich, Suffolk, IP1 1TT, to consider the Resolutions below:

### **Resolution 1 – Allotment of Share Capital**

This Resolution authorises the Directors to allot the shares and warrants in connection with the Fundraise, the Proposed Fundraise and the loan note and interest conversion, plus an additional 878,500,000 new ordinary shares (on the assumption that the power to issue a lesser or a greater number of shares pursuant to the Proposed Fundraise has not been exercised). This authority will expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution, or, if earlier, on the date that is 15 months after the date of this general meeting. This Resolution is an Ordinary Resolution.

### **Resolution 2 - Authority to dis-apply statutory pre-emption rights**

This Resolution empowers the Directors to allot the shares and warrants referred to in Resolution 1 for cash on a non-pre-emptive basis; that is they do not need to be offered to existing holders of ordinary shares in proportion to the number of shares held by them. This Resolution, which is a Special Resolution, is conditional on Resolution 1 being passed and will expire when the authority granted by Resolution 1 expires.

## **ACTION TO BE TAKEN**

Shareholders will find the Form of Proxy enclosed with this document. Whether or not Shareholders intend to be present at the General Meeting, Shareholders are requested to complete and return the Form of Proxy as soon as possible and, in any event, so as to be received by the Company's registrars, Neville Registrars at Neville House, Steelpark Road, Halesowen, B62 8HD by no later than noon on 19 June 2020.

**The most recent "stay at home" measures adopted by the government to combat the Covid-19 pandemic prohibit, unless essential for work purposes, public gatherings of more than two people. In accordance with guidance issued by the chartered governance institute (icsa), and assuming the continuation of the "stay at home" measures, it is the Company's intention to proceed with holding the general meeting with the minimum quorum of shareholders present in order to conduct the business of the meeting. Whilst the government's current prohibition on public gatherings remain in place no other shareholders will be permitted to physically attend the meeting. Any shareholder who attempts to attend the meeting in person will be refused entry. If the restrictions are lifted in the interim then alternative arrangements may be announced.**

**Shareholders are asked instead to vote by proxy by completing their form of proxy in accordance with the instructions set out below. The Board therefore strongly encourages all shareholders to vote on the resolutions by proxy before the deadline of noon on 19 June 2020.**

**To ensure your proxy is valid, and in case of any changes in the identity of the chairman of the General Meeting you should appoint the 'chairman of the General Meeting' as your proxy.**

CREST members can also appoint proxies by using the CREST electronic proxy appointment service and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the Company's registrars, Neville Registrars (under CREST participant 7RA11) by no later than noon on 19 June 2020. The time of receipt will be taken to be the time from which Neville Registrars is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

The completion and deposit of the Form of Proxy or transmitting a CREST Proxy Instruction will not preclude Shareholders from attending and voting in person at the General Meeting should they wish to do so.

**RECOMMENDATION**

The Board unanimously recommends you vote in favour of the Resolutions to be proposed at the General Meeting.

Yours sincerely

Tomas Nugent  
Executive Chairman

**NOTICE OF GENERAL MEETING**

**ALL STAR MINERALS PLC**

*(Incorporated in England and Wales with registered number 04228788)*  
(the "**Company**")

**NOTICE IS HEREBY GIVEN** that a general meeting of the Company will be held at Cardinal House, 46 St Nicholas Street, Ipswich, Suffolk, IP1 1TT at noon on 23 June 2020 for the purpose of considering and, if thought fit, passing the following resolutions. Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution:

**Resolution 1 – Allotment of Share Capital**

That the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") in substitution for all existing authorities to exercise all the powers of the Company to allot shares and make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together "Relevant Securities") up to an aggregate nominal value of £300,000 provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or, if earlier, on the date that is 15 months after the date of this general meeting, except that the Company may before such expiry make an offer or agreement that would or might require Relevant Securities to be allotted in pursuance of any such offer or agreement as if the authority had not expired.

**Resolution 2 - Authority to dis-apply statutory pre-emption rights**

That, subject to and conditional upon the passing of Resolution 1, the Directors be and are empowered, in accordance with section 570 of the Act, to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred by Resolution 1 above as if section 561(1) of the Act did not apply to any such allotment.

5 June 2020

*Registered Office:*

C/O Ensors Accountants LLP  
Cardinal House  
46 St Nicholas Street  
Ipswich  
Suffolk  
IP1 1TT

## Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
2. Your proxy could be the Chairman of the meeting, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
3. An appointment of proxy is provided with this notice and instructions for use are shown on the form. In order to be valid, a completed appointment of proxy must be returned to the Company's registrars, Neville Registrars by one of the following methods:
  - 3.1 in hard copy form by post, by courier or by hand to the address shown on the form of proxy; or
  - 3.2 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,

and in each case must be received by the Company's registrars, Neville Registrars by no later than noon on 19 June 2020.

Please note that any electronic communication sent to us in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted.

4. To change your proxy instructions you may return a new proxy appointment using the methods set out above. 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 the Neville Registrars at Neville House, Steelpark Road, Halesowen, B62 8HD. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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.
  - 5.1 In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 issuer's agent, Neville Registrars (ID 7RA11) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

- 5.2 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.
- 5.3 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
6. Only those shareholders registered in the Register of Members of the Company as at 6.00 p.m. on 19 June 2020 (or, if the meeting is adjourned, on the date which is two days before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to the Register of Members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.
7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
8. You may not use any electronic address provided either in this notice of general meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
9. As at 4 June 2020 (being the last business day before the publication of this notice), the Company's issued share capital consisted of 1,530,474,743 ordinary shares carrying one vote each. The Company does not hold any ordinary shares in treasury.
10. Any member attending the meeting 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 meeting but no such answer need be given if:
- 10.1 to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- 10.2 the answer has already been given on a website in the form of an answer to a question; or
- 10.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

