

**MERIDIAN MINING SE**  
Atrium Building  
Strawinskylaan 3127, 8th Floor  
1077 ZX Amsterdam  
The Netherlands  
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www.meridianmining.co

### **NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

TAKE NOTICE that an annual general meeting of shareholders (the “**Meeting**”) of Meridian Mining SE (the “**Company**”) will be held at Strawinskylaan 3127, 8th Floor, 1077 ZX Amsterdam, the Netherlands, on Thursday, June 29, 2017 at 2:00 p.m. (Amsterdam time (CET)) for the purposes set forth in the following.

1. To discuss the 2016 management report of the Company as prepared by the board of directors of the Company (the “**Board**”). (*discussion*)
2. To discuss and adopt the 2016 annual accounts of the Company (such including the Company’s financial statements) for the financial year ended December 31, 2016. (*discussion and voting*)
3. To discuss and adopt the 2015 annual accounts of the Company, which at the time was a cooperative under Dutch law with the name Ferrometals Holdings Coöperatief U.A., for the financial year ended December 31 2015. (*discussion and voting*)
4. To grant discharge to the directors of the Board for their management of the Company. (*voting*)
5. To set the number of executive directors and non-executive directors of the Board. (*voting*)
6. To (re-)appoint the following persons as directors of the Board for the ensuing year. (*voting*)
  - (a) Anthony Julien as executive director;
  - (b) Barry Bolitho as non-executive director;
  - (c) Douglas Willock as non-executive director;
  - (d) Angelina Mehta as non-executive director;
  - (e) Peter Weidmann as non-executive director;
  - (f) Stefano Haver as non-executive director; and
  - (g) Alister Hume, as non-executive director under the condition precedent of an early resignation of Stefano Haver as non-executive director.
7. To appoint KMPG LLP, Chartered Accountants, as the auditor of the Company for the ensuing year. (*voting*)

8. To adopt and approve the stock option plan of the Company, as more particularly described in the accompanying management information circular. (*voting*)
9. To resolve upon the transfer of the official seat of the Company from Amsterdam, the Netherlands, to London, United Kingdom, and the transfer of the head office from Strawinskyalaan 3127, 8th Floor, 1077 ZX Amsterdam, the Netherlands, to Level 18, Portland House, Bressenden Pl, Westminster, London SW1E 5RS, United Kingdom, as proposed in the transfer proposal prepared by the Board, dated April 24, 2017 (the “**Transfer Proposal**”) and as explained in the report to the Transfer Proposal prepared by the Board dated April 24, 2017 (the “**Report**”) under the provisions of Section 8 of Council Regulation (EC) 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (the “**Regulation**“), the Dutch SE Implementation Act (*Uitvoeringswet verordening Europese vennootschap*) and Dutch law applicable to the Company and the UK implementing legislation, the European Public Limited-Liability Company Regulations 2004. (*voting*)
10. To authorize the Board to issue shares in the capital of the Company (the “**Shares**”) and/or to grant rights to subscribe for Shares, as more particularly described in the accompanying management information circular. (*voting*)
11. To authorize the Board to limit or exclude pre-emptive rights of shareholders of the Company in respect of any issuance of Shares and/or granting of rights to subscribe for Shares, as more particularly described in the accompanying management information circular. (*voting*)
12. To authorize the Board to acquire Shares in the name of the Company, as more particularly described in the accompanying management information circular. (*voting*)
13. To discuss the dividend policy of the Company. (*discussion*)

The Board has determined in accordance with Dutch law that the persons entitled to attend and vote at the Meeting shall be the persons holding Shares on June 1, 2017 and are registered in the Company’s shareholders register or the records maintained by the Company’s registrar Computershare Investor Services Inc. (“**Computershare**”) (the “**Entitled Shareholders**”). For purposes of National Instrument 54-101 of the Canadian Securities Administrators, the Board has fixed May 25, 2017 as the record date for the determination of registered and non-registered shareholders, entitled to notice of and to vote at the Meeting and any adjournment or postponement thereof. The share register of the Company as maintained by Computershare will be closed as of May 25, 2017, the date of notice, until June 1, 2017 to ensure alignment under applicable Dutch and Canadian law with respect to the determination of Entitled Shareholders.

Entitled Shareholders who wish to attend the Meeting are required to notify the Company’s transfer agent, Computershare, through their bank or broker, if applicable. Notification can take place as of June 1, 2017, but no later than 2:00 (Amsterdam time (CET)) on June 27, 2017. Shareholders can also register themselves in accordance with the form of proxy that will be made available to Entitled Shareholders.

The Board requests that all Entitled Shareholders who will not be attending the Meeting in person to read, date and sign the accompanying instrument of proxy and deliver it to Computershare. To be effective, the instrument of proxy must be deposited with Computershare, Attention: Proxy Department, 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, by 2:00 p.m. (Amsterdam time (CET)) on or before June 27, 2017 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used).

If you are an unregistered shareholder of the Company and received these materials through your broker or another intermediary, please complete and return the form of proxy provided to you by such broker or through another intermediary, in accordance with the instructions provided. Late instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his sole discretion and the Chairman is under no obligation to accept or reject any particular late instruments of proxy.

**An Entitled Shareholder may appoint a proxy holder to attend and vote in its stead. If you are unable to attend the Meeting in person, please read the notes accompanying the instrument of proxy enclosed and then complete and return the instrument of proxy within the time set out in the notes. As set out in the notes, the enclosed instrument of proxy is solicited by management of the Company, but you may amend it, if you so desire, by inserting in the space provided the name of the person you wish to represent you at the Meeting.**

An information circular and a form of proxy accompany this notice.

**DATED** at Amsterdam, the Netherlands, this 30<sup>th</sup> day of May, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) *“Anthony Julien”*

**Anthony Julien**  
Chief Executive Officer, President and a Director

**MERIDIAN MINING SE**  
Atrium Building  
Strawinskylaan 3127, 8th Floor  
1077 ZX Amsterdam  
The Netherlands

## **SOLICITATION OF PROXIES**

This information circular (the “**Information Circular**”) serves as explanatory notes to the accompanying notice of the annual general meeting of shareholders (the “**Notice of Meeting**”) and is furnished in connection with the solicitation of proxies by the management of Meridian Mining SE (the “**Company**”) for use at the annual general meeting of shareholders (the “**Meeting**”) of the Company to be held at Strawinskylaan 3127, 8th Floor, 1077 ZX Amsterdam, the Netherlands, on Thursday, June 29, 2017 at 2:00 p.m. (Amsterdam time (CET)). **Information contained herein is given as of May 25, 2017 unless specifically stated otherwise.**

Capitalized terms used but not defined herein shall have the meaning given thereto in the Notice of Meeting.

These security holder materials are being sent to both registered and non-registered shareholder of the Company. If you are a non-registered shareholder of the Company, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of Shares, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

## **REGISTRATION**

Entitled Shareholders who wish to attend the Meeting are required to notify the Company’s transfer agent, Computershare Investor Services Inc. (“**Computershare**”), through their bank or broker, if applicable. Notification can take place as of June 1, 2017, but no later than 2:00 (Amsterdam time (CET)) on June 27, 2017. Shareholders can also register themselves in accordance with the form of proxy that will be made available to Entitled Shareholders.

## **IDENTIFICATION**

Entitled Shareholders and their proxy holders can be asked to identify themselves when attending the Meeting. All attendees of the Meeting are therefore requested to bring identification (for instance a passport or a driving license) to the Meeting.

## **PERSONS OR COMPANIES MAKING THE SOLICITATION**

**The enclosed instrument of proxy is solicited by management of the Company.** Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders’ nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the instrument of proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. None of the directors of the Company have advised

management in writing that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

## **APPOINTMENT AND REVOCATION OF PROXIES**

The individuals named in the accompanying form of proxy are Anthony Julien, the President, Chief Executive Officer and a director of the Company, and Jonathan Richards, Chief Financial Officer of the Company. **An Entitled Shareholder has the right to appoint a person, who need not be a shareholder, to attend and act for the shareholder and vote on the shareholder's behalf at the Meeting other than either of the persons designated in the accompanying form of proxy, and may do so either by inserting the name of that other person in the blank space provided in the form of proxy or by completing another suitable form of proxy.**

Entitled Shareholders are requested to date, sign and return the accompanying form of proxy for use at the Meeting if they are not able to attend the meeting personally. To be effective, forms of proxy must be received by the Company's registrar and transfer agent, Computershare, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting (namely, 2:00 p.m. (Amsterdam time (CET)) on or before Tuesday, June 27, 2017) at which the proxy is to be used. Proxies delivered by regular mail should be addressed to Computershare, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department. Proxies delivered by facsimile must be sent to Computershare, Attention: Proxy Department, at (416) 263-9524 or toll free at 1 (866) 249-7775. To vote by Internet, visit the website address shown on the form of proxy provided. Follow the online voting instructions given to you and vote over the Internet referring to your holder account number and proxy access number provided on the form of proxy that was delivered to you.

All non-registered shareholders who receive these materials through a broker or other intermediary should complete and return the materials in accordance with the instructions provided to them by their broker or other intermediary.

An Entitled Shareholder who has given a proxy may revoke it by an instrument in writing duly executed and delivered either to Computershare or to the registered office of the Company at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, that precedes any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or of any reconvening thereof, or in any other manner provided by law. A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

## **NON-REGISTERED HOLDERS**

These security holder materials are being sent to both registered and non-registered shareholders of the Company. If you are a non-registered shareholder, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding Shares on your behalf.

Most shareholders of the Company are "non-registered" shareholders because the Shares they hold are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they acquired the Shares. More particularly, a person is not a registered shareholder in respect of Shares which are held on behalf of that person (the "**Non-Registered Holder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks,

trust companies, securities dealers or brokers and directors or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“CDS”)) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 (“NI 54-101”) of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, Information Circular and form of proxy (collectively, the “**Meeting Materials**”) directly to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. By choosing to send the Meeting Materials directly, the Company (and not the Intermediary holding Shares on your behalf) has assumed responsibility for (i) delivering the Meeting Materials to you, and (ii) executing your proper voting instructions. The Company intends to pay for delivery of the meeting materials to the “objecting beneficial holders” (“**OBOs**” as defined in NI 54-101), and as a result, the OBOs should receive the Meeting Materials from their Intermediary.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders.

Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will receive either a voting instruction form or, less frequently, a form of proxy. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

- (a) **Voting Instruction Form.** In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “proxy authorization form”) which the Intermediary must follow. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder’s behalf), the voting instruction form must be completed, signed and returned in accordance with the directions on the form. Voting instruction forms in some cases permit the completion of the voting instruction form by telephone or through the Internet. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder’s behalf), the Non-Registered Holder must strike out the names of the persons named in the form and insert the Non-Registered Holder’s (or such other person’s) name in the blank space provided and complete, sign and return the voting instruction form in accordance with the directions provided. A form of proxy giving the right to attend and vote will then be forwarded to the Non-Registered Holder.
- (b) **Form of Proxy.** Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder’s behalf), the Non-Registered Holder must complete the form of proxy and deposit it with Computershare as provided above. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder’s behalf), the Non-Registered Holder must strike out the names of the persons named in the proxy and insert the Non-Registered Holder’s (or such other person’s) name in the blank space provided. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the management proxy nominees named in the form and insert the Non-Registered Holder's name in the blank space provided. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

### **EXERCISE OF DISCRETION**

The nominees named in the enclosed form of proxy will vote or withhold from voting the Shares represented thereby in accordance with the instructions of the shareholder on any ballot that may be called for. If a shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. The proxy will confer discretionary authority on the nominees named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified; and
- (b) any other matter, including amendments to any of the foregoing, as may properly come before the Meeting or any adjournment thereof.

**In respect of a matter for which a choice is not specified in the proxy, or unless otherwise provided in the proxy, the nominees named in the accompanying form of proxy will vote the Shares represented by the proxy for the approval of such matter.**

As of the date of this Information Circular, management of the Company knows of no amendment, variation or other matter that may come before the Meeting, but if any amendment, variation or other matter properly comes before the Meeting each nominee intends to vote thereon in accordance with the nominee's best judgement.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

As of May 25, 2017, the Company has an authorized capital consisting of five million euro (EUR 5,000,000), divided into five hundred million Shares, with each Share having a nominal value of one eurocent (EUR 0.01), of which 163,822,421 Shares are issued and outstanding. Each Share carries the right to one vote at the Meeting. At a general meeting of shareholders of the Company every Entitled Shareholder shall have one vote for each share held as per the record date under Dutch law of June 1, 2017, which will also reflect Entitled Shareholders as of May 25, 2017 for purposes of NI 54-101.

Only Entitled Shareholders, who either personally attend the Meeting or who complete and deliver an instrument of proxy in the manner set out in the Information Circular will be entitled to have their Shares voted at the Meeting. The articles of association of the Company (the "AoA") provide that to the extent the Regulation (as defined in the AoA), the law or the AoA do not provide otherwise, all resolutions shall be adopted by a simple majority of the votes cast without any quorum requirements applicable thereto.

To the knowledge of the directors and executive officers of the Company, as of May 25, 2017, the only person or company that beneficially owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the voting rights attached to all issued and outstanding Shares of the Company is as follows:

<b>Member</b>	<b>Number of Shares</b>	<b>Percentage of Issued Capital</b>
Sentient Executive GP IV, Limited, for the general partner of Sentient Global Resources Fund IV, L.P.	143,393,662	87.53%

### **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

Other than as disclosed elsewhere in this Information Circular, none of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as disclosed herein, none of the following persons has any material interest, direct or indirect, in any transactions since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries:

- (a) any informed person of the Company;
- (b) any management nominee for election as a director of the Company; or
- (b) any associate or affiliate of any of the foregoing persons.

### **STATEMENT OF EXECUTIVE COMPENSATION**

This statement of executive compensation provides disclosure with respect to the Company's financial periods ended December 31, 2016, December 31, 2015 and December 31, 2014.

For the purposes of this Information Circular:

“**CEO**” means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**CFO**” means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**Executive Officer**” of the Company means an individual who is:

- (a) a chair, vice-chair or president;



- (b) a vice-president in charge of a principal business unit, division or function including sales, finance or production; or
- (c) performing a policy-making function in respect of the Company.

“Named Executive Officers” or “NEOs” means the following individuals:

- (a) each CEO;
- (b) each CFO;
- (c) each of the Company’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the financial year ended December 31, 2016, whose total compensation was, individually, more than \$150,000, and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the financial year ended December 31, 2016.

## **COMPENSATION DISCUSSION AND ANALYSIS**

### ***Named Executive Officers***

During the financial year ended December 31, 2016, the Company had five Named Executive Officers: Anthony Julien, CEO and President; Jonathan Richards, CFO; Adrian McArthur, VP of Exploration; Michael Bennett, VP Business Development; and Carlos Braga, Chief Operating Officer.

### ***Compensation Governance***

During the financial year ended December 31, 2016, the Company awarded compensation to the NEO. The Company does not have a compensation program other than paying base salaries to the NEO. The objectives of base salary are to recognize market pay and to compensate NEOs competitively for their skills, knowledge and experience. During the financial year ended December 31, 2016, the Company awarded compensation to the NEO solely on discussions of the Board, without any formal objective, criteria and analysis. On December 21, 2016, the Board formally established a compensation committee and appointed Barry Bolitho, Douglas Willock and Peter Weidmann as members of the compensation committee.

Although the Board may take into account executive compensation paid by companies comparable with the Company when determining executive compensation, no specific benchmarking policy is in place for determining compensation or any element of compensation.

The Company does not have a policy that would prohibit a NEO or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. However, management is not aware of any NEO or director purchasing such an instrument.

### ***Compensation Risk***

The Company has not adopted a formal policy on compensation risk management nor has it engaged an independent compensation consultant. The Company recognizes that there may be risks in its current processes but given the size and number of executives dedicated on a full-time basis, the Company does not believe the risks to be significant.

## Option-Based Awards

An option-based award is in the form of a rolling incentive stock option plan (the “**Option Plan**”). The objective of the Option Plan is to reward NEOs’, employees’ and directors’ individual performance. The criteria used to determine eligibility for granting option-based awards, including the term of each option and the vesting of each option, is at the discretion of the Board, based upon the individual’s level of responsibility, performance and comparative levels of compensation and previous grants awarded.

## SUMMARY COMPENSATION TABLE

### Summary Compensation Table

The following table sets forth the compensation paid by the Company, which includes those compensation paid by its partially owned subsidiary, the Company, to the NEOs for the financial years ended December 31, 2016, 2015 and 2014.

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards <sup>(1)</sup> (\$)	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Anthony Julien <sup>(2)</sup> CEO, President, and Director	2016	Nil	N/A	Nil	N/A	N/A	N/A	375,000 <sup>(3)</sup>	375,000
	2015	Nil	N/A	Nil	N/A	N/A	N/A	345,000 <sup>(4)</sup>	345,000
	2014	Nil	N/A	Nil	N/A	N/A	N/A	285,000 <sup>(5)</sup>	285,000
Jonathan Richards <sup>(6)</sup> CFO	2016	Nil	N/A	Nil	N/A	N/A	N/A	231,147 <sup>(7)</sup>	231,147
	2015	Nil	N/A	Nil	N/A	N/A	N/A	222,408 <sup>(8)</sup>	222,408
	2014	Nil	N/A	Nil	N/A	N/A	N/A	220,477 <sup>(9)</sup>	220,477
Michael Bennett VP Business Development	2016	Nil	N/A	Nil	N/A	N/A	N/A	312,500 <sup>(10)</sup>	312,500
	2015	Nil	N/A	Nil	N/A	N/A	N/A	270,830 <sup>(11)</sup>	270,830
	2014	Nil	N/A	Nil	N/A	N/A	N/A	62,500 <sup>(12)</sup>	62,500
Adrian McArthur VP of Exploration	2016	Nil	N/A	Nil	N/A	N/A	N/A	244,027 <sup>(13)</sup>	244,027
	2015	Nil	N/A	Nil	N/A	N/A	N/A	207,057 <sup>(14)</sup>	207,057
	2014	Nil	N/A	Nil	N/A	N/A	N/A	187,315 <sup>(15)</sup>	187,315
Carlos Braga Chief Operating Officer	2016	Nil	N/A	Nil	N/A	N/A	N/A	211,538 <sup>(16)</sup>	211,538
	2015	Nil	N/A	Nil	N/A	N/A	N/A	138,443 <sup>(17)</sup>	138,44
	2014	Nil	N/A	Nil	N/A	N/A	N/A	Nil	Nil

#### Notes:

<sup>(1)</sup> The value of the option-based award was determined using the Black-Scholes option-pricing model.

<sup>(2)</sup> Mr. Julien was appointed CEO and President of the Company effective December 16, 2013. Mr. Julien was appointed a director of the Company effective December 16, 2013.

<sup>(3)</sup> Consulting fees of US\$25,000 per month earned through ARJ Enterprizes Pty Ltd., a company controlled by Mr. Julien. In addition, a bonus of US\$75,000 was paid to ARJ Enterprizes Pty Ltd.

<sup>(4)</sup> Consulting fees of US\$25,000 per month earned through ARJ Enterprizes Pty Ltd., a company controlled by Mr. Julien. In addition, a bonus of US\$45,000 was paid to ARJ Enterprizes Pty Ltd.

<sup>(5)</sup> Consulting fees of US\$20,000 per month from January to September 2014 and US\$25,000 per month from October to December 2014 earned through ARJ Enterprizes Pty Ltd., a company controlled by Mr. Julien. In addition, a bonus of US\$30,000 was paid to ARJ Enterprizes Pty Ltd.

<sup>(6)</sup> Mr. Richards was appointed CFO of the Company effective February 24, 2014.

- (7) Consulting fees of C\$20,000 per month plus bookkeeping and financial reporting fees totalling C\$5,711 were earned through Red Fern Consulting Ltd., a company in which Mr. Richards is a significant shareholder. In addition, a bonus of C\$60,000 was paid to Red Fern Consulting.
- (8) Consulting fees of C\$20,000 per month plus bookkeeping and financial reporting fees totalling C\$15,911 were earned through Red Fern Consulting Ltd., a company in which Mr. Richards is a significant shareholder. In addition, a bonus of C\$32,400 was paid to Red Fern Consulting.
- (9) Consulting fees of C\$18,000 per month from January to September 2014 and C\$20,000 per month from October to December 2014 plus bookkeeping and financial reporting fees totalling C\$26,945 were earned through Red Fern Consulting Ltd., a company in which Mr. Richards is a significant shareholder. In addition, a bonus of C\$24,000 was paid to Red Fern Consulting Ltd.
- (10) Mr. Bennett charged consulting fees of US\$20,833 per month. In addition, a bonus of US\$62,500 was paid to Mr. Bennett.
- (11) Mr. Bennett charged part-time general manager consulting fees of US\$12,500 for January and February 2015 and then increased to US\$20,833 when he began consulting full time to the Company on March 1, 2015. In addition, a bonus of US\$37,500 was paid to Mr. Bennett.
- (12) Mr. Bennett began as general manager on a part-time basis on August 1, 2014 and charged consulting fees of US\$12,500 per month.
- (13) Mr. McArthur provided geological consulting services and charged consulting fees of AUD\$20,833 per month. In addition, a bonus of AUD\$62,500 was paid to Mr. McArthur.
- (14) Mr. McArthur provided geological consulting services and charged consulting fees based on a daily rate for January and February 2015 totalling AUD\$36,240. Mr. McArthur joined as VP of Exploration and charged consulting fees of AUD\$20,833 from March 1, 2015. In addition, a bonus of AUD\$37,500 was paid to Mr. McArthur.
- (15) Mr. McArthur provided geological consulting services from January 1, 2014 and charged consulting fees based on a daily rate totalling AUD\$229,485.
- (16) Consulting fees were earned through Braga Consultoria Empresarial LTDA, a company controlled by Mr. Braga at a rate of C\$18,333 per month. In addition Mr. Braga was paid a bonus of C\$55,000.
- (17) Consulting fees were earned through Braga Consultoria Empresarial LTDA, a company controlled by Mr. Braga. Fees were based on a daily rate from January 2015 to April 2015 totalling C\$23,663. From May 1, 2015 Mr. Braga joined as COO of Brazil Operations and charged consulting fees of C\$16,667 per month. In addition Mr. Braga was paid a bonus of C\$20,000.

## INCENTIVE PLAN AWARDS

### *Outstanding Share-Based Awards and Option-Based Awards*

The following table sets forth information in respect of all awards outstanding by the Company or its subsidiaries, directly or indirectly, to each of the NEOs at the end of the Company's financial period ended December 31, 2016.

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the money Options <sup>(1)</sup> (\$)	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Anthony Julien	Nil	Nil	Nil	Nil	N/A	N/A	N/A
Jonathan Richards	Nil	Nil	Nil	Nil	N/A	N/A	N/A
Michael Bennett	Nil	Nil	Nil	Nil	N/A	N/A	N/A
Adrian McArthur	Nil	Nil	Nil	Nil	N/A	N/A	N/A
Carlos Braga	Nil	Nil	Nil	Nil	N/A	N/A	N/A

Note:

- (1) Unexercised "in-the-money" options refer to those options in respect of which the market value of the underlying security as at the financial year ended December 31, 2016, exceeds the exercise or base price of the option. The closing price of the Company's Shares as at December 31, 2016 was \$0.78.

### *Incentive Plan Awards – Value Vested or Earned*

The following table sets forth the details in respect of all incentive plan awards to each of the NEOs and directors at the end of the Company's financial period ended December 31, 2016.

<b>Name</b>	<b>Option-based Awards – Value Vested During the Period (\$)</b>	<b>Share-Based Awards – Value Vested During the Period (\$)</b>	<b>Non-equity Incentive Plan Compensation – Value Earned During the Period (\$)</b>
Anthony Julien	Nil	N/A	N/A
Jonathan Richards	Nil	N/A	N/A
Michael Bennett	Nil	N/A	N/A
Adrian McArthur	Nil	N/A	N/A
Carlos Braga	Nil	N/A	N/A

## **PENSION PLAN BENEFITS**

The Company does not have in place any deferred compensation plan or pension plan that provides for payments or benefits at, following, or in connection with retirement.

## **TERMINATION AND CHANGE OF CONTROL BENEFITS**

As at December 31, 2016, there were no employment contracts or consulting agreements between the Company or its subsidiaries and any NEO which provided for compensatory plans, contracts or arrangements with respect to any NEOs in the event of the resignation, retirement or other termination of employment, a change of control of the Company or any of its subsidiaries or a change in the NEOs responsibilities following a change in control.

## **DIRECTOR COMPENSATION**

During the financial period ended December 31, 2016, other than as disclosed in this Information Circular, the non-executive directors of the Company received no compensation for services rendered in such capacity (including salaries, director's fees, commissions, bonuses paid for services rendered, bonuses paid for services rendered in a previous year, and any compensation).

### ***Director Compensation Table***

The following table provides information regarding compensation paid to the Company's non-executive directors during the financial period ended December 31, 2016. Information regarding the compensation paid to the NEOs during the financial period ended December 31, 2016 (including as a director) is disclosed in the sections above relating to executive compensation.

<b>Name</b>	<b>Fees earned (\$)</b>	<b>Share-based awards (\$)</b>	<b>Option-based Awards<sup>(1)</sup> (\$)</b>	<b>Non-equity incentive plan compensation (\$)</b>	<b>Pension Value (\$)</b>	<b>All Other Compensation (\$)</b>	<b>Total (\$)</b>
Barry Bolitho	43,552	N/A	Nil	N/A	N/A	Nil	43,552
Douglas Willock	8,313	N/A	Nil	N/A	N/A	Nil	8,313
Peter Weidmann	Nil	N/A	Nil	N/A	N/A	Nil	Nil
Stefano Haver	Nil	N/A	Nil	N/A	N/A	Nil	Nil
Angelina Mehta	Nil	N/A	Nil	N/A	N/A	Nil	Nil

Note:

<sup>(1)</sup> The value of the option-based award was determined using the Black-Scholes option-pricing model.

### ***Incentive Plan Awards***

The following table provides information regarding all incentive plan awards for each non-executive director outstanding as of December 31, 2016. Information regarding the incentive plan awards for the NEOs during the financial period ended December 31, 2016 (including as a director) is disclosed in the sections above relating to executive compensation.

### ***Outstanding Share-Based Awards and Option-Based Awards***

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options <sup>(1)</sup> (\$)	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Barry Bolitho	Nil	N/A	N/A	N/A	N/A	N/A	N/A
Douglas Willock	Nil	N/A	N/A	N/A	N/A	N/A	N/A
Peter Weidmann	Nil	N/A	N/A	N/A	N/A	N/A	N/A
Stefano Haver	Nil	N/A	N/A	N/A	N/A	N/A	N/A
Angelina Mehta	Nil	N/A	N/A	N/A	N/A	N/A	N/A

Note:

<sup>(1)</sup> Unexercised “in-the-money” options refer to those options in respect of which the market value of the underlying security as at the financial year ended December 31, 2016, exceeds the exercise or base price of the option. The closing price of the Company’s Shares as at December 31, 2016 was \$0.78.

### ***Incentive Plan Awards – Value Vested or Earned***

The following table provides information regarding the value vested or earned of incentive plan awards for each non-executive director for the financial period ended December 31, 2016. Information regarding the value vested or earned of incentive plan awards for the NEOs for the financial period ended December 31, 2016 is disclosed in the sections above relating to executive compensation.

Name	Option-based Awards – Value Vested During the Period (\$)	Share-Based Awards – Value Vested During the Period (\$)	Non-equity Incentive Plan Compensation – Value Earned During the Period (\$)
Barry Bolitho	Nil	N/A	N/A
Douglas Willock	Nil	N/A	N/A
Peter Weidmann	Nil	N/A	N/A
Stefano Haver	Nil	N/A	N/A
Angelina Mehta	Nil	N/A	N/A

### **Retirement Policy for Directors**

The Company does not have a retirement policy for its directors.

## Directors' and Officers' Liability Insurance

The Company and its subsidiaries maintain directors' and officers' liability insurance.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company's compensation plans under which equity securities of the Company as of December 31, 2016.

Name	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	Nil	N/A	15,108,792
Equity compensation plans not approved by security holders	N/A	N/A	N/A
<b>Total:</b>	<b>Nil</b>	<b>N/A</b>	<b>15,108,792</b>

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No executive officer, director, employee, former executive officer, former director, former employee, proposed nominee for election as a director, or associate of any such person has been indebted to the Company or its subsidiaries at any time since the commencement of the Company's financial period ended December 31, 2016. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company or its subsidiaries at any time since the beginning of the Company's financial period ended December 31, 2016 with respect to any indebtedness of any such person.

## CORPORATE GOVERNANCE

Effective June 20, 2005, the Canadian Securities Administrators adopted National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") and National Instrument 58-201 *Corporate Governance Guidelines* ("NI 58-201"). NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NI 58-201 provides guidance on corporate governance practices. A full description of each of the corporate governance practices of the Company with respect to NI 58-101 is set out in Schedule "A" to this Information Circular.

## AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

The Company is subject to National Instrument 52-110 *Audit Committees* (“NI 52-110”), which has been adopted by the Canadian Securities Administrators and which prescribes certain requirements in relation to audit committees. NI 52-110 requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditors, which is set forth below.

### **The Audit Committee’s Charter**

The Company’s Audit Committee is governed by an audit committee charter, the text of which is set out in Schedule “B” of this Information Circular.

### **Composition of the Audit Committee**

The Company’s Audit Committee is comprised of three directors: Barry Bolitho, Douglas Willock (Chair) and Angelina Mehta. All members are considered independent members of the Audit Committee pursuant to the meaning of “independent” provided in NI 52-110 and all members of the Audit Committee are considered financially literate as provided for in NI 52-110.

### **Relevant Education and Experience**

This section describes the education and experience of the Company’s Audit Committee members that is relevant to the performance of their responsibilities in that role.

*Barry Bolitho* - Mr. Bolitho holds tertiary qualifications in both metallurgy and chemistry and has over 30 years’ experience in the minerals industry. Over the last 15 years he has held a number of executive management positions in the resource sector including board positions with both producer and exploration companies. Mr. Bolitho has been responsible for the development and executive management of greenfields projects in Australia and offshore and has an extensive experience base over most facets of the minerals industry, including acting as an Independent Expert for a number of financial institutions. Mr. Bolitho has worked closely with financiers, brokers and analysts, has prepared feasibility studies, conducted a number of project audits, completed project evaluations and due diligence studies and has implemented a number of projects. Mr. Bolitho is a Fellow of the Australian Institute of Mining & Metallurgy.

*Douglas Willock* - Mr. Willock has over 30 years of experience in investment banking. He has worked for major Canadian and international banks raising equity and debt, advising on mergers and acquisitions as well as providing Fairness Opinions. In junior mining, Mr. Willock has advised, managed and formed companies. In Brazil, he recently restructured an operating gold mine, secured a \$30 million financing facility, exchanged US\$268.5 million in convertible notes and raised \$50 million in new equity to enable the company to emerge from CCAA protection within a two year period. He has acted as a director, lead director and served on Special Committees and a number of Audit Committees. Born in Rio de Janeiro, Brazil, Mr. Willock has both Brazilian and Canadian citizenships. He holds a Masters of Business Administration degree with a major in finance from the Richard Ivey School of Business, Western University, and Bachelor of Arts (History) degree from the University of British Columbia.

*Angelina Mehta* - Mrs. Angelina Mehta is an investment manager with Sentient, a private equity fund focused on natural resources, which she joined in 2013. She holds a degree in Mining Engineering and an MBA from McGill University, and is currently pursuing a Master’s in Business Law at York University on a part time basis. She was a member of the Board of Directors for Pershimco Resources, a publicly listed company focused on a gold project in Panama which merged with Orla Mining Ltd. She is a

founding member of Women in Mining (WIM) Montreal, and joined the WIM Canada Board in 2014. Angelina has mine site technical and operations experience, as well as corporate financial and strategic understanding. She has worked with Rio Tinto's subsidiary, Iron Ore Company of Canada and held financial roles with BMO Financial Group in Toronto, and Lafarge and CN Railway in Montreal. Mrs. Mehta is also a member of CIM and a professional engineer registered in Quebec.

### **Audit Committee Oversight**

Since the commencement of the Company's most recently completed financial year ended December 31, 2016, the Company's Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

### **Reliance on Certain Exemptions**

Since the commencement of the Company's most recently completed financial year ended December 31, 2016, the Company has not relied on the exemptions contained in sections 2.4 *De Minimis Non-Audit Services*", or Part 8 (*Exemptions*) of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the financial year in which the non-audit services were provided. Part 8 permits a company to apply to a securities regulator authority for an exemption from the requirements of NI 52-110, in whole or in part.

### **Pre-Approval Policies and Procedures**

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Company's Board, and where applicable the Audit Committee, on a case-by-case basis.

### **External Auditor Service Fees**

The fees paid by the Company to its auditor in each of the last two financial years, by category, are as follows:

	<b>Year ended December 31, 2016</b>	<b>Year ended December 31, 2015</b>
<b>Audit Fees</b>	\$224,248 <sup>(1)</sup>	\$45,900 <sup>(2)</sup>
<b>Audit-Related Fees</b>	Nil	Nil
<b>Tax Fees</b>	Nil	6,500 <sup>(3)</sup>
<b>All Other Fees</b>	<u>Nil</u>	<u>30,600<sup>(4)</sup></u>
<b>Total Fees Billed</b>	<b>\$224,248</b>	<b>\$83,000</b>

**Notes:**

- <sup>(1)</sup> In financial year ended December 31, 2016, audit fees were for professional services rendered by KPMG LLP and Davidson & Company LLP.
- <sup>(2)</sup> In financial year ended December 31, 2015, audit fees were for professional services rendered by Davidson & Company LLP.
- <sup>(3)</sup> Tax fees are related to the preparation of the Company's T-2 corporate income tax return and the General Index of Financial Information required by the CCRA.
- <sup>(4)</sup> Fees disclosed in the table above under "All Other Fees" relate to products and services other than the audit fees, audit-related fee and tax fees. During fiscal 2015 the fees related to the audit of the statement of financial information for the Business Acquisition Report of Brasil Manganês Corporation Mineração S.A.



### *Audit Fees*

Audit fees were for professional services rendered by KPMG for the audit of the Company's consolidated annual financial statements and services provided in connection with statutory and regulatory filings or engagements.

Audit fees were for professional services rendered by Davidson & Company LLP for the audit of the Company's subsidiary, Cancana Resources Corp. and services provided in connection with statutory and regulatory filings or engagements.

### *Audit-Related Fees*

Audit-related fees were for assurance and related services reasonably related to the performance of the audit or review of the annual statements that are not reported under "Audit Fees" above.

### *Tax Fees*

Tax fees were for tax compliance, tax advice and tax planning professional services. These services consisted of tax compliance, including the review of tax returns and tax planning and advisory services relating to common forms of domestic and international taxation (i.e., income tax, capital tax, goods and services tax, payroll tax and value added tax).

### *All Other Fees*

Fees disclosed in the table above under the item "All Other Fees" were incurred for services other than the audit fees, audit-related fees and tax fees described above. These services consisted of assistance in the documentation of processes and controls and disbursements made by the auditor on behalf of the Company.

### **Exemptions**

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

### **1      Management report**

Discussion of the 2016 management report prepared by the Board.

### **2      Annual accounts 2016**

It is proposed to adopt the 2016 annual accounts for the financial year ended December 31, 2016 as drawn up by the Board and signed by each director on May 30, 2017.

KPMG LLP has audited the 2016 annual accounts and has issued an unqualified auditor's report thereon.

### **3 Annual accounts 2015**

It is proposed to adopt the 2015 annual accounts for the financial year ended December 31, 2015, when the Company was a cooperative under Dutch law with the name Ferrometals Holdings Coöperatief U.A as drawn up by the Board and signed by each director on May 30, 2017.

### **4 Discharge directors**

It is proposed to discharge the directors of the Board from liability in respect of the performance of their management duties to the extent that these are apparent from the 2016 annual accounts or other public disclosures prior to the adoption of the 2016 annual accounts.

### **5 Setting the Number of Executive and Non-Executive Directors**

The Board presently consists of six directors and the Meeting will be asked to determine the number of directors for the ensuing year. It is proposed to determine that the Board will consist of one executive director and five non-executive directors.

### **6 (Re-)appointment of directors of the Board**

The term of office of each of the present directors expires at the close of the Meeting.

Each of the present directors has stated his or her willingness to accept a reappointment.

The Board nominated each of the present directors, as listed below, for reappointment for a term of office expiring at the close of the annual general meeting of the Company to be held in 2018, provided that Stefano Haver is expected to resign early in connection with the transfer of seat and head office of the Company as voted upon under agenda item 9 of the Meeting. In that regard the Board nominates Alister Hume as non-executive director under the condition precedent of such early resignation of Stefano Haver. The management's nominees proposed by management as proxyholders in the accompanying form of proxy intend to vote for the appointment of these nominees. Management does not contemplate that any of these nominees will be unable to serve as a director.

In accordance with the AoA the persons nominated for appointment as director shall be appointed by the Meeting, unless the Meeting overrules the nomination of its binding nature by a majority of two-thirds of the votes cast representing more than half of the issued capital of the Company.

The following information relating to the nominees for election as directors of the Company is as at May 25, 2017 and is based on information received by the Company from said nominees, and sets forth the names and municipality of residence of the persons either nominated for or presently holding office as directors, the number of Shares beneficially owned, directly or indirectly, or over which each exercises control and direction, the period served as director and the principal occupation during the last five years of each nominee:

Name and Municipality of Residence and Office Held, if any	Present Principal Occupation for past five years	Date First Elected as a Director	Number of Voting Shares Beneficially Owned, Directly or Indirectly, or Controlled by Proposed Director <sup>(5)</sup>
<p><b>Barry Bolitho<sup>(1)(2)(4)</sup></b> <b>Chairman</b></p> <p>Perth, Australia</p>	<p>Mr. Bolitho is Chairman of Echo Resources Ltd., an ASX listed company.</p> <p>Over the last 15 years Mr. Bolitho has held a number of executive management positions in the resource sector including board positions with both producer and exploration companies. Mr. Bolitho has an extensive experience base over most facets of the minerals industry, including acting as an Independent Expert for a number of financial institutions. Mr. Bolitho is a Fellow of the Australian Institute of Mining &amp; Metallurgy</p>	<p>July 31, 2014</p>	<p>21,052</p>
<p><b>Stefano Haver<sup>(4)</sup></b> <b>Director</b></p> <p>Amsterdam, Netherlands</p>	<p>Mr. Haver spent a total of 15 years at ABN AMRO Bank, first with the Corporate Banking Department and later at ABN AMRO Capital, the Private Equity arm of the bank. At ABN AMRO Capital he held various positions as Investment Manager supervising a diversified portfolio of direct investments as well as investments in third party managed funds. Mr. Haver was the Fund Operations Director of AAC Capital Partners, supervising all the funds administration, reporting and regulatory activities until January 2012, when he joined Orangefield as Managing Director responsible for the Fund Services department in Amsterdam. Mr. Haver was responsible for the Private Equity Business Unit which includes fund administration, depositary services and trust services to Private Equity owned SPVs.</p>	<p>December 9, 2015</p>	<p>50,000</p>
<p><b>Anthony Julien<sup>(3)</sup></b> <b>President, CEO and director</b></p> <p>Sydney, Australia</p>	<p>Mr. Julien is President and CEO of the Company. Mr. Julien is also Chairman of Rio Madeira, CEO of Oregon Resource Company and CEO of Ferrometals Holdings.</p>	<p>December 16, 2013</p>	<p>21,052</p>

Name and Municipality of Residence and Office Held, if any	Present Principal Occupation for past five years	Date First Elected as a Director	Number of Voting Shares Beneficially Owned, Directly or Indirectly, or Controlled by Proposed Director <sup>(5)</sup>
<p><b>Angelina Mehta<sup>(1)(3)(4)</sup></b> <b>Director</b> Amsterdam, Netherlands</p>	<p>Mrs. Angelina Mehta is an investment manager with Sentient, a private equity fund focused on natural resources, which she joined Sentient in 2013. She holds a degree in Mining Engineering and an MBA from McGill University, and is currently pursuing a Master's in Business Law at York University on a part time basis. She is a member of the Board of Directors for Pershimco Resources, a publicly listed company focused on a gold project in Panama. She is a founding member of Women in Mining (WIM) Montreal, and joined the WIM Canada Board in 2014. Angelina has mine site technical and operations experience, as well as corporate financial and strategic understanding. She has worked with Rio Tinto's subsidiary, Iron Ore Company of Canada and held financial roles with BMO Financial Group in Toronto, and Lafarge and CN Railway in Montreal. Mrs. Mehta is also a member of CIM and a professional engineer registered in Quebec.</p>	<p>November 28, 2016</p>	<p>Nil</p>
<p><b>Peter Weidmann<sup>(2)</sup></b> <b>Director</b> Munich, Germany</p>	<p>Mr. Weidmann has over a decade of experience in the private equity sector, as a fund investor and also in direct co investments. He spent several years with Macquarie Bank in Sydney, London and Munich. Prior to this, Mr. Weidmann was an Investment Director with BTV Group in Munich. He started his career at KPMG and Deutsche Bank. Mr. Weidmann is part of the investor relations team for Sentient. Mr. Weidmann has an MBA (Hons) from University of Chicago Graduate School of Business and holds a M.S. in Finance and Computer Science from the University of Mannheim, Germany.</p>	<p>December 16, 2013</p>	<p>Nil</p>

Name and Municipality of Residence and Office Held, if any	Present Principal Occupation for past five years	Date First Elected as a Director	Number of Voting Shares Beneficially Owned, Directly or Indirectly, or Controlled by Proposed Director <sup>(5)</sup>
<p><b>Douglas Willock</b><sup>(1)(2)(3)</sup>  <b>Director</b>  Toronto, Canada</p>	<p>Mr. Willock is a corporate director who serves as an Independent Director of Orestone Mining and is the Chairman of the Audit Committee. Mr. Willock was Chairman of Goldeye Explorations Inc. from May 8, 2014 to June 24, 2014. Previously Mr. Willock was the CFO of Jaguar Mining Company from January 2013 to April 22, 2014 and was an independent business consultant from May 2012 until January 2013. He was President and Chief Executive Officer and a Director of Polar Star Mining Company from November 2006 to January 2009 and April 2009 to May 2012. From January 2007 to January 2012, he served as a Lead Director of Olympus Pacific Minerals Inc. (now known as Besra Gold Inc.), a TSX listed mining company, which he joined in February 2006.</p>	<p>November 28, 2016</p>	<p>Nil</p>
<p><b>Alister Hume</b><sup>(6)</sup>  London, England</p>	<p>Mr. Hume is an investment manager with Sentient, a private equity fund focused on natural resources, which he joined in 2013. In 2016, Mr Hume established the Sentient UK office to manage a number of mining investments within the Sentient portfolio. Prior to joining Sentient Mr. Hume worked at RBS Morgan's in an Investment Advisor role with a focus on metals and mining. Mr. Hume holds a bachelor's degree in Commerce from the University of Sydney.</p>	<p>condition precedent</p>	<p>Nil</p>

Notes:

- (1) Member of the Audit Committee appointed on December 21, 2016.
- (2) Member of the Compensation Committee appointed on December 21, 2016.
- (3) Member of the Disclosure Committee appointed on December 21, 2016.
- (4) Member of the Governance Committee appointed on December 21, 2016.
- (5) Information as to Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, is based upon information furnished to the Company by the nominees.
- (6) Upon an early resignation of Stefano Haver in connection with the transfer of seat and head office of the Company, the Board nominates Alister Hume as non-executive director under the condition precedent of such early resignation of Stefano Haver.

***Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions***

The terms of office of those nominees who are presently directors will expire as of the close of the Meeting. All of the directors who are elected at the Meeting will have their term of office expire at the close of the next annual general meeting of shareholders of the Company, provided that Stefano Haver is expected to resign early.

Other than as set forth herein, no person nominated as director of the Company is, or within the 10 years before the date of this Information Circular has been, a director or executive officer of any company that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

No person nominated as director of the Company has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Mr. Douglas Willock was the Chief Financial Officer of Jaguar Mining Company (“**Jaguar**”) when it commenced proceedings under the *Companies’ Creditors Arrangement Act* (“**CCAA**”) in Ontario in December 2013 to complete a recapitalization and financing transaction. The recapitalization had the support of holders of approximately 93% of the aggregate principal amount of Jaguar’s 4.5% senior unsecured convertible notes due November 1, 2014 and 5.5% senior unsecured convertible notes due March 31, 2016 (the “**CCAA Plan**”). On April 22, 2014, Jaguar implemented the CCAA Plan and Mr. Willock resigned from his position as CFO as part of the reconstitution of the board of directors and management of Jaguar pursuant to the CCAA Plan on that date.

The above information was provided to the Company by the nominees.

## **7 Appointment of Auditor**

It is proposed to appoint KPMG LLP, Chartered Accountants (“**KPMG**”), of Bay Adelaide Centre, 333 Bay Street, Suite 4600, Toronto, Ontario, M5H 2S5, as auditor of the Company until the next annual general meeting of shareholders of the Company. KPMG has been the auditors of the Company since November 28, 2016. Prior to KPMG’s appointment of Auditor of the Company, the Company was a private company and was not audited.

## **8 Incentive Stock Option Plan**

On December 15, 2016, the Board amended the Company’s Stock Option Plan (the “**Plan**”) to bring the Plan into compliance with the policies of the TSX Venture Exchange (the “**Exchange**”). The Plan is a rolling stock option plan. The Exchange policies state that rolling plans must receive shareholder approval yearly, at the Company’s annual general meeting. Accordingly, the shareholders will be asked to approve, at the Meeting, the Plan, conditional upon receipt of all necessary regulatory approvals.

The purpose of the Company Stock Option Plan is to attract, retain and motivate management, staff, consultants and other qualified individuals by providing them with the opportunity, through share options, to acquire a proprietary interest in the Company and benefit from its growth. The options are non-assignable and may be granted for a term not exceeding that permitted by the Exchange, currently 10 years. As of May 25, 2017, there are 8,456,166 options outstanding.

A copy of the Plan may be obtained, upon written request, from the Company at 625 Howe Street, Unit 488, P.O. Box 62, Vancouver, BC, V6C 2T6.

Highlights of the Plan are as follows:

1. the Plan will be administered by the Board or, if the Board so designates, a Committee of the Board appointed in accordance with the Company Stock Option Plan to administer the Company Stock Option Plan;
2. the maximum number of shares in respect of which options may be outstanding under the Plan at any given time is equivalent to 10% of the issued and outstanding shares of the Company (the “**Outstanding Shares**”) at that time;
3. an option granted under the Plan will terminate one year following the death of the Optionee. This provision does not have the effect of extending the term of an option which would have expired earlier in accordance with its terms, and does not apply to any portion of an option which had not vested at the time of death;
4. if an Optionee ceases to be an Eligible Participant, no Option held by such Optionee may be exercised 30 days following the date on which such Optionee ceases to be an Eligible Participant;
5. no one individual may receive options on more than 5% of the Outstanding Shares in any 12 month period, unless the Company has obtained disinterested shareholder approval;
6. as long as required by Exchange policy, no one consultant may receive options on more than 2% of the Outstanding Shares in any 12 month period, and options granted to persons employed to provide investor relations services may not exceed, in the aggregate, 2% of the Outstanding Shares in any 12 month period;
7. the exercise price of options is subject to the discretion of the Plan administrator, provided however that options may not be granted at prices that are less than the lowest exercise price permitted by any Exchange;
8. any amendment of the terms of an option shall be subject to any required regulatory and shareholder approvals;
9. options granted under the Plan are not assignable, negotiable or otherwise transferable other than by will or the laws of descent and distribution and, subject to the terms of the Plan, are exercisable only by the optionee and their legal heirs or personal representatives; and
10. in the event of a reorganization of the Company or the amalgamation, merger or consolidation of the shares of the Company, the Board shall make such appropriate provision for the protection of the rights of the optionee as it may deem advisable.

The Plan does not provide for any financial assistance or support to be provided to optionees by the Company or any affiliated entity of the Company to facilitate the purchase of shares under the Plan.

Accordingly, subject to AoA, as amended from time to time, shareholder approval of the Plan will constitute approval for the Board to approve any grants made under the Plan, without further approval from the shareholders other than as may be required by the Plan.

A proposal with respect to a grant of (rights to subscribe for) shares in the capital of the Company to directors of the Company shall require prior approval of the general meeting of shareholders of the Company, such proposal setting out the criteria applicable to the grant or an amendment thereof and the number of (rights to subscribe for) shares that may be granted.

## **9 Transfer of Seat and Head Office to the United Kingdom**

The Board has proposed to transfer the official seat of the Company from Amsterdam, the Netherlands, to London, United Kingdom, and to transfer the head office of the Company from Strawinskyiaan 3127, 8th Floor, 1077 ZX Amsterdam, the Netherlands, to Level 18, Portland House, Bressenden Pl, Westminster, London SW1E 5RS, United Kingdom, as proposed in the Transfer Proposal (dated April 24, 2017) and as explained in the Report (dated April 24, 2017).

Upon the transfer of the official seat and head office becoming effective, the Company will – in addition to the provisions of the Regulations – no longer be governed by the laws of the Netherlands but, instead, by the laws of the United Kingdom.

## **10 Share Issuances**

It is proposed to extend the current authorization of the Board to resolve to issue Shares (either in the form of stock dividend or otherwise) and/or to grant rights to subscribe for Shares up to the number of Shares provided for in the authorized capital as set out in the AoA, as amended from time to time, for a period of 18 months as of the date of the Meeting.

## **11 Pre-emptive Rights on Share Issuances**

It is proposed to extend the current authorization of the Board to limit or exclude pre-emptive rights of shareholders at the issuance of Shares and/or grant of rights to subscribe for Shares, for a period of 18 months as of the date of the Meeting.

## **12 Acquisition of Own Shares**

It is proposed to extend the current authorization of the Board to acquire in the name of the Company, on a stock exchange or otherwise, fully paid-up (depository receipts for) Shares, for a purchase price not lower than their nominal value and not higher than 110% of the average of the closing price of the Shares as reported in the official price list on the TSX Venture Exchange over the five trading days prior to the acquisition date, and provided that the acquisition is permitted under Dutch law, for a period of 18 months as of the date of the Meeting.

## **13 Dividend policy**

Discussion of the Company's dividend policy. The Company does not expect to make any dividend or other distributions in the foreseeable future.



## **ADDITIONAL INFORMATION**

Additional Information concerning the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial Information concerning the Company is provided in the Company's comparative financial statements and Management's Discussion and Analysis for the financial year ended December 31, 2016. Shareholders wishing to obtain a copy of the Company's financial statements and Management's Discussion and Analysis may contact the Company as follows:

**MERIDIAN MINING SE**  
Atrium Building  
Strawinskylaan 3127, 8th Floor  
1077 ZX Amsterdam  
The Netherlands  
Tel: +31 88 560 99 50  
[www.meridianmining.co](http://www.meridianmining.co)

## **BOARD APPROVAL**

The contents of this Information Circular have been approved and its mailing has been authorized by the board of directors of the Company.

**DATED** at Amsterdam, the Netherlands, this 30<sup>th</sup> day of May, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS**

(signed) "*Anthony Julien*"

Anthony Julien  
**Chief Executive Officer, President and a Director**

## SCHEDULE “A”

### MERIDIAN MINING SE (the “Company”)

#### CORPORATE GOVERNANCE COMPLIANCE TABLE

The following table sets out the corporate governance practices of the Company with respect to NI 58-101. The Company constantly monitors evolving best practices for corporate governance.

	GOVERNANCE DISCLOSURE GUIDELINE UNDER NI 58-101	COMMENTS												
1.	<p><b>Board of Directors</b></p> <p>(a) Disclose the identity of the directors who are independent.</p>	<p>The Board currently is comprised of six directors, five of the directors are independent and one is not independent. The Board considers that Barry Bolitho, Stefano Haver, Angelina Mehta, Peter Weidmann and Douglas Willock are independent directors.</p>												
	<p>(b) Disclose the identity of the directors who are not independent, and describe the basis for that determination.</p>	<p>The Board considers that Anthony Julien is not an independent director because he is the President, Chief Executive Officer of the Company. The Board is responsible for determining whether or not each director is an independent director. To do this, the Board analyzes all the relationships of the directors with the Company and its subsidiaries. Those directors who do not meet the meaning of independence as provided in NI 58-101 were deemed to not be independent directors. More information about each director can be found on pages 15 to 18 of this Information Circular.</p>												
2.	<p><b>Directorship</b></p> <p>If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.</p>	<p>The following directors currently serve on the Board of the reporting issuer(s) (or equivalent) listed below:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">Barry Bolitho:</td> <td>Echo Resources Ltd.</td> </tr> <tr> <td>Stefano Haver:</td> <td>Nil</td> </tr> <tr> <td>Angelina Mehta:</td> <td>Nil</td> </tr> <tr> <td>Peter Weidmann:</td> <td>Nil</td> </tr> <tr> <td>Douglas Willock:</td> <td>Orestone Mining Corp.</td> </tr> <tr> <td>Anthony Julien:</td> <td>Nil</td> </tr> </table>	Barry Bolitho:	Echo Resources Ltd.	Stefano Haver:	Nil	Angelina Mehta:	Nil	Peter Weidmann:	Nil	Douglas Willock:	Orestone Mining Corp.	Anthony Julien:	Nil
Barry Bolitho:	Echo Resources Ltd.													
Stefano Haver:	Nil													
Angelina Mehta:	Nil													
Peter Weidmann:	Nil													
Douglas Willock:	Orestone Mining Corp.													
Anthony Julien:	Nil													
3.	<p><b>Orientation and Continuing Education</b></p> <p>Describe what steps, if any, the Board takes to orientate new board members and describe what measures, if any, the Board takes to provide continuing education for directors.</p>	<p>Currently, the Board does not have a formal orientation or education program for its members.</p> <p>While the Company does not have formal orientation and training programs, new directors are provided with access to publicly filed documents of the Company, technical reports, internal financial information, and management and technical experts and consultants. The Board provides all new directors with relevant corporate and business information.</p>												

	<b>GOVERNANCE DISCLOSURE GUIDELINE UNDER NI 58-101</b>	<b>COMMENTS</b>
4.	<p><b>Ethical Business Conduct</b></p> <p>Describe what steps, if any, the Board takes to encourage and promote a culture of ethical business conduct.</p>	<p>The Board has found that the fiduciary duties placed on individual directors by the Company’s governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director’s participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.</p> <p>Under the corporate legislation, the directors shall be guided by the interests of the Company and its enterprise. A director shall not participate in deliberations and the decision-making process in the event of a direct or indirect personal conflict of interest between that director and the Company or its enterprise. It is considered best practice that any transaction in which a director has such personal conflict of interest shall be conducted at arms length.</p>
5.	<p><b>Nomination of Directors</b></p> <p>Describe what steps, if any, are taken to identify new candidates for Board nomination, including:</p> <p>(a) who identifies new candidates, and</p> <p>(b) the process of identifying new candidates.</p>	<p>The Governance Committee is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting the shareholders.</p> <p>New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company’s mission and strategic objectives, and a willingness to serve.</p>
6.	<p><b>Compensation</b></p> <p>Describe what steps, if any are taken to determine compensation for the directors and Chief Executive Officer, including:</p> <p>(a) who determines compensation; and</p> <p>(b) the process of determining compensation.</p>	<p>The Compensation Committee reviews, as needed, compensation to directors and to officers with respect to industry comparables and with regards to the particular circumstances of the Company. For more information regarding compensation paid to directors and executives, see pages 5 to 11 of this Information Circular.</p>

	<b>GOVERNANCE DISCLOSURE GUIDELINE UNDER NI 58-101</b>	<b>COMMENTS</b>
7.	<p><b>Other Board Committees</b></p> <p>If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.</p>	<p>In addition to the Audit Committee, the Board has a Compensation Committee, Disclosure Committee and a Governance Committee.</p> <p>The members of the Audit Committee are Barry Bolitho, Douglas Willock and Angelina Mehta. The Audit Committee is intended to, among other things, assist the Board overseeing the integrity of the Company's financial statements, establishment of systems of internal controls and compliance with legal and regulatory requirements.</p> <p>The members of the Compensation Committee are Barry Bolitho, Douglas Willock and Peter Weidmann. The Compensation Committee is intended to, among other things, assist the Board with respect to executive compensation, the Company's remuneration policy, compensation of directors of the Board and remuneration reports.</p> <p>The members of the Disclosure Committee are Douglas Willock, Anthony Julien and Angelina Mehta. The Disclosure Committee is intended to, among other things, assist the Board in (i) determining whether information is material information, (ii) determining whether there is satisfactory evidence to support disclosure of the information, (iii) determining applicable cautionary language or disclaimers to be inserted in conjunction with the information, and (iv) the timely disclosure of material information in accordance with securities laws. The Disclosure Committee is also responsible for monitoring compliance with policy and overseeing the disclosure controls, procedures and practices of the Company.</p> <p>The members of the Governance Committee are Barry Bolitho, Stefano Haver and Angelina Mehta. The Governance Committee is intended to, among other things, assist the Board in the adoption of governance principles and the review and assessment of operational effectiveness of the Companies' risk and risk management policies.</p>
8.	<p><b>Assessments</b></p> <p>Disclose what steps, if any, that the Board takes to satisfy itself that the Board, its committees, and its individual directors are performing effectively.</p>	<p>The Board does not have any formal policies to evaluate the effectiveness of the Board, its committees and the individual directors. The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees. The Board may appoint a special committee of the directors to evaluate the Board, its committees and assess the contribution of its individual directors and to recommend any modifications to the functioning and governance of the Board and its committees. To date, the Board has not appointed any such special committees of directors to perform such analysis.</p>

## **SCHEDULE “B”**

### **MERIDIAN MINING SE (the “Company”)**

#### **AUDIT COMMITTEE CHARTER**

##### **PURPOSE OF THE COMMITTEE**

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of the Company is to provide an open avenue of communication between management, the Company’s independent auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Company’s financial reporting and disclosure practices;
- the Company’s compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Company’s independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company’s articles and governing laws as the Committee or Board deems necessary or appropriate.

##### **COMPOSITION OF THE COMMITTEE**

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Company.

##### **COMMITTEE MEETINGS**

The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures. The Committee’s role is one of oversight.

Management is responsible for preparing the Company’s financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with Generally Accepted Accounting Principles (“**GAAP**”). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor’s responsibility is to audit the Company’s financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with GAAP.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Company's financial statements, preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

### **AUTHORITY AND RESPONSIBILITIES**

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.
2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with management and the independent auditor the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditor without the presence of management.
8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve all non-audit services to be provided to the Company by the independent auditor.
10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.

11. Establish and review the Company's procedures for the:
  - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
  - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of National Instrument 52-110, the *Business Corporations Act* (British Columbia) and the articles of the Company.

## SCHEDULE “C”

### DIRECTORS’, MANAGEMENT, EMPLOYEES’ AND CONSULTANTS’ STOCK OPTION PLAN

#### SECTION 1– INTRODUCTION

##### **Purpose**

1.1 The purpose of the Plan is to secure for the Corporation and its shareholders the benefits of incentives inherent in share ownership by the directors, management, employees and consultants of the Corporation who, in the judgment of the Board, will contribute to its future growth and success. It is generally recognized that a stock option plan of the nature provided for herein aids the Corporation in retaining and encouraging directors, management, employees and consultants who are considered as potential key contributors to the success of the Corporation, by providing to them the opportunity to acquire a proprietary interest in the Corporation.

##### **Definitions**

1.2 Whenever used herein, the following words and expressions shall have the following meanings, namely:

1.2.1 “**Affiliate**” means the following:

1.2.1.1 a Company is an Affiliate of another Company if:

1.2.1.1.1 one of them is the subsidiary (as such term is described in the *Business Corporations Act* (British Columbia)) of the other; or

1.2.1.1.2 each of them is controlled by the same Person.

1.2.1.2 In addition, a Company is “controlled” by a Person if:

1.2.1.2.1 voting shares of the Company are held, directly or indirectly, other than by way of security only, by or for the benefit of that Person; and

1.2.1.2.2 the voting shares, if voted, entitle the Person to elect a majority of the directors of the Company.

1.2.2 “**Board**” means the board of directors of the Corporation as it may be constituted from time to time;

1.2.3 “**Consultant Company**” means for an individual consultant, a company or partnership of which the individual is an employee, shareholder or partner;

1.2.4 “**Company**” means, unless specifically indicated otherwise, a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual;



- 1.2.5 “**Corporation**” means Meridian Mining SE, having its official seat in Amsterdam, the Netherlands, registered with the Dutch trade register under number 59438355;
- 1.2.6 “**Director**” means a director of the Board;
- 1.2.7 “**Eligible Consultant**” means, in relation to the Corporation, an individual or Consultant Company, other than an Eligible Employee or an Eligible Director of the Corporation that:
- 1.2.7.1 is engaged to provide on an ongoing bona fide basis, consulting, technical, management or other services to the Corporation or to an Affiliate of the Corporation, other than services provided in relation to a Distribution (as defined in the *Securities Act* (British Columbia));
- 1.2.7.2 provides the services under a written contract between the Corporation or the Affiliate of the Corporation, and the individual or the Consulting Company;
- 1.2.7.3 in the reasonable opinion of the Corporation, spends or will spend a significant amount of time and attention on the business and affairs of the Corporation or an Affiliate of the Corporation; and
- 1.2.7.4 has a relationship with the Corporation or an Affiliate of the Corporation that enables the individual to be knowledgeable about the business and affairs of the Corporation;
- 1.2.8 “**Eligible Director**” means a Director or a director of an Affiliate of the Corporation to whom stock options can be granted in reliance on a prospectus exemption under applicable securities laws;
- 1.2.9 “**Eligible Employee**” means:
- 1.2.9.1 an individual who is considered an employee of the Corporation or an Affiliate of the Corporation under the domestic tax law provisions that apply to the individual and the Corporation or the Affiliate of the Corporation.
- 1.2.9.2 an individual who works full-time for the Corporation or an Affiliate of the Corporation providing services normally provided by an employee and who is subject to the same control and direction by the Corporation over the details and methods of work as an employee of the Corporation, but for whom income tax deductions are not made at the source; or
- 1.2.9.3 an individual who works for the Corporation or an Affiliate of the Corporation on a continuing and regular basis for a minimum amount of time per week providing services normally provided by an employee and who is subject to the same control and direction by the Corporation over the details and methods of work as an employee of the Corporation, but for whom income tax deductions are not made at the source;
- 1.2.10 “**Eligible Management Company Employee**” means a Management Company Employee of the Corporation or a Management Company Employee of an Affiliate of the

Corporation to whom stock options can be granted in reliance on a prospectus exemption under applicable securities laws;

- 1.2.11 “**Eligible Member of Management**” means any senior officer of the Corporation or a senior officer of an Affiliate of the Corporation to whom stock options can be granted in reliance on a prospectus exemption under applicable securities laws;
- 1.2.12 “**Eligible Participant**” means Eligible Consultants, Eligible Directors, Eligible Employees, Eligible Management Company Employees and Eligible Members of Management;
- 1.2.13 “**Exchange**” means any exchange upon which the Shares may be listed from time to time;
- 1.2.14 “**General Meeting**” means the general meeting of shareholders of the Corporation;
- 1.2.15 “**Insider**” of the Corporation means:
- 1.2.15.1 an insider as defined in the *Securities Act* (British Columbia), other than a person who falls within that definition solely by virtue of being a director or senior officer of a subsidiary of the Corporation; and
- 1.2.15.2 an Associate (as such term is defined in the *Securities Act* (British Columbia)) of any person who is an Insider by virtue of subparagraph 1.2.15.1;
- 1.2.16 “**Investor Relations Activities**” means any activities by or on behalf of the Corporation or a shareholder of the Corporation, that promote or reasonably could be expected to promote the purchase or sale of securities of the Corporation, but does not include:
- 1.2.16.1 the dissemination of information provided, or records prepared, in the ordinary course of the Corporation:
- 1.2.16.1.1 to promote the sale of products and services of the Corporation; or
- 1.2.16.1.2 to raise public awareness of the Corporation;
- that cannot reasonably be considered to promote the purchase or sale of securities of the Corporation;
- 1.2.16.2 activities or communications necessary to comply with the requirements of:
- 1.2.16.2.1 applicable securities laws; or
- 1.2.16.2.2 the by-laws, rules, policies, or other regulatory instruments of any self-regulatory body or exchange having jurisdiction over the Corporation;
- 1.2.16.3 communications by a publisher of, or writer for, a newspaper, magazine or business or financial publication, that is of general and regular paid circulation, distributed only to subscribers to it for value or to purchasers of it, if:
- 1.2.16.3.1 the communication is only through the newspaper, magazine or publication; and

- 1.2.16.3.2 the publisher or writer receives no commission or other consideration other than for acting in the capacity of publisher or writer; or
- 1.2.16.4 activities or communications that may be otherwise specified by any exchange having jurisdiction over the Corporation;
- 1.2.17 “**Management Company Employee**” means an individual employed by a Person providing management services to the Corporation, which are required for the ongoing successful operation of the business enterprise of the Corporation, but excluding a Person engaged in Investor Relations Activities;
- 1.2.18 “**Option**” means a right to subscribe for Shares granted under the terms of the Plan;
- 1.2.19 “**Option Agreement**” means the form of option agreement attached hereto as Schedule “A”;
- 1.2.20 “**Option Period**” means the period during which an Option may be exercised;
- 1.2.21 “**Optionee**” means an Eligible Employee, Eligible Director, Eligible Member of Management or Eligible Consultant to whom an Option has been granted under the terms of the Plan;
- 1.2.22 “**Participant**” means an Eligible Consultant, Eligible Director, Eligible Employee, Eligible Management Company Employee or Eligible Member of Management who elects to participate in the Plan;
- 1.2.23 “**Person**” means a Company or an individual;
- 1.2.24 “**Plan**” means the plan established and operated pursuant to the terms hereof; and
- 1.2.25 “**Shares**” means the common shares in the share capital of the Corporation.

## SECTION 2- STOCK OPTION PLAN

### Participation

- 2.1 Options shall be granted only to Eligible Participants.

### Determination of Option Recipients

- 2.2 The Board, or the President, if duly authorized by the Board, shall make all necessary or desirable determinations regarding the granting of Options to Eligible Participants and may take into consideration the present and potential contributions of a particular Eligible Participant to the success of the Corporation and any other factors which it may deem proper and relevant.

### Price

- 2.3 The exercise price per Option shall be determined from time to time by the Board but, in any event, shall not be lower than the lowest exercise price permitted by any Exchange, if applicable.

2.4 Disinterested Shareholder approval will be obtained for any reduction in the exercise price if the Optionee is an insider of the Corporation at the time of the proposed amendment to reduce the exercise price.

### **Grant of Options**

2.5 The Board, if duly authorized by the General Meeting, may at any time resolve to grant Options to Eligible Participants as it may select for the number of Shares that it shall designate, subject to the provisions of the Plan and with due observance of Section 3.2 hereof. The Board, if duly authorized by the General Meeting, at its or his/her discretion, may grant options on such terms and conditions as it or he considers appropriate provided that such terms and conditions are not inconsistent with the Plan and the policies of the Exchange, if applicable.

2.6 Each Option granted to an Eligible Participant shall be evidenced by an Option Agreement with terms and conditions consistent with the Plan and as approved by the Board (which terms and conditions need not be the same in each case and may be changed from time to time).

### **Terms of Options and Vesting**

2.7 The Option Period shall be of such length as is determined by the Board but in any event shall not be greater than a period of ten (10) years after the date such Option is granted and may be reduced with respect to any such Option as provided in Sections 2.15 to 2.18 hereof.

2.8 Subject to the other terms and conditions of this Plan, Options shall have such equitable vesting provisions as determined by the Board from time to time, provided that Options granted to Optionees who perform Investor Relations Activities must vest in stages over twelve (12) months with no more than one quarter (1/4) of the options vesting in any three (3) month period.

2.9 Any Options remaining unexercised after they became eligible for exercise may be exercised in whole or in part at any time during the remainder of the Option Period.

2.10 Except as set forth in Sections 2.15 to 2.18 hereof, no Option may be exercised unless the Options have been vested and the Optionee is at the time of such exercise a bona fide Eligible Participant.

2.11 No Option may be granted to an Eligible Employee, Eligible Consultant or an Eligible Management Company Employee unless such person is a bona fide Eligible Employee, Eligible Consultant or an Eligible Management Company Employee.

2.12 The exercise of any Option will be contingent upon receipt by the Corporation of payment of the full purchase price for the Shares being purchased in cash or in some other manner acceptable to the Corporation and in compliance with applicable laws. No Optionee or their legal representatives, legatees or distributees will be, or will be deemed to be, a holder of any Shares subject to an Option, unless and until certificates for such Shares are issued to him or them under the terms of the Plan.

### **Lapsed Option**

2.13 If Options are surrendered, terminated or expire without being exercised in whole or in part, new Options may be granted covering the Shares not purchased under such lapsed Options to the extent permitted by the Exchange, if applicable.

## **Blackout Period**

2.14 If the Corporation self-imposes a blackout period (i.e., preceding the release of financial results) preventing an Optionee from exercising his/her Options before the end of the Option Period, the Option Period shall automatically be extended for thirty (30) days following the last day of a blackout period.

## **Effect of Termination of Employment or Death**

2.15 If an Optionee shall die while an Eligible Employee, Eligible Director, Eligible Consultant (if an individual), Eligible Member of Management or Eligible Management Company Employee, any vested Option held by him at the date of death shall be exercisable, but only by the person or persons to whom the Optionee's rights under the Option shall pass by the Optionee's will or the laws of descent and distribution. All such Options shall be exercisable only for a period of one (1) year after the date of death or prior to the expiration of the Option Period in respect thereof, whichever is sooner.

2.16 If an Optionee ceased to be an Eligible Participant for cause, no Option held by such Optionee may be exercised following the date on which such Optionee ceases to be an Eligible Participant.

2.17 If an Optionee ceases to be an Eligible Participant, no Option held by such Optionee may be exercised 30 days following the date on which such Optionee ceases to be an Eligible Participant.

2.18 If an Optionee who is an Eligible Consultant ceased to be retained by the Corporation by virtue of a breach of the consulting agreement, no Option held by such Eligible Consultant may be exercised following such breach.

## **Effect of Takeover Bid**

2.19 If a bona fide offer:

2.19.1 is made to all shareholders of the Corporation for the Shares, which offer, if accepted in whole or part, would result in the offeror exercising control over the Corporation within the meaning of the *Securities Act* (British Columbia);

2.19.2 is made for all or substantially all of the assets of the Corporation (as such concept is interpreted under the *Business Corporations Act* (British Columbia)); or

2.19.3 is made for a proposed transaction which a majority of the Board determines is reasonably likely to have a similar effect as either of the transactions referred to in Sections 2.19.1 and 2.19.2 hereof, (collectively, the "**Offer**"), then the Corporation shall, immediately upon receipt of notice of the Offer, notify each Optionee currently holding an Option of the Offer, with full particulars thereof; whereupon, notwithstanding that such Option may not be fully vested at such time in accordance with Section 2.8 hereof, such Option may be exercised in whole or in part by the Optionee so as to permit the Optionee to tender or to vote, as applicable, the Shares received upon such exercise (the "**Optioned Shares**") pursuant to the Offer. If:

2.19.4 the Offer is withdrawn by the offeror;

2.19.5 the Optionee does not tender the Optioned Shares pursuant to the Offer, if applicable;

- 2.19.6 all of the Optioned Shares tendered by the Optionee pursuant to the Offer are not taken up and paid for by the offeror in respect thereof, if applicable; or
- 2.19.7 the sale or reorganization does not close in accordance with its terms, then the Optioned Shares or, in the case of Section 2.19.6 hereof, the Optioned Shares that are not taken up and paid for, shall be returned by the Optionee to the Corporation and reinstated as authorized but unissued Shares and the terms of the Option as set forth in Sections 2.7, 2.8, 2.9, 2.10, 2.11 and 2.12 hereof shall again apply to the Option. If any Optioned Shares are returned to the Corporation under this Section, the Corporation shall refund the exercise price to the Optionee for such Optioned Shares. In no event shall the Optionee be entitled to sell the Optioned Shares otherwise than pursuant to the Offer (in the case of an Offer pursuant to Section 2.19.1 hereof) or to sell the Optioned Shares prior to the closing of any transaction (in the case of an Offer pursuant to Section 2.19.2 or 2.19.3 hereof).

### **Effect of Amalgamation, Consolidation or Merger**

2.20 If the Corporation amalgamates, consolidates or merges with or into another corporation, any Shares receivable on the exercise of an Option shall be converted into the securities, property or cash which the Participant would have received upon such amalgamation, consolidation or merger if the Participant had exercised his/her Option immediately prior to the record date applicable to such amalgamation, consolidation or merger, and the Option price shall be adjusted appropriately by the Board and such adjustment shall be binding for all purposes of the Plan.

### **Adjustment in Shares Subject to the Plan**

2.21 If there is any change in the Shares through a consolidation, subdivision or reclassification of Shares, or otherwise, the number of Shares available under the Plan, the Shares subject to any Option, and the purchase price thereof shall be adjusted appropriately by the Board and such adjustment shall be effective and binding for all purposes of the Plan.

### **Approval**

2.22 The terms of the Options granted from time to time hereunder, and the Optionees to whom Options are granted, are subject, if applicable, to any Exchange accepting notice of such terms and proposed Optionees.

## **SECTION 3- GENERAL**

### **Number of Shares**

3.1 The aggregate number of Shares that may be available for issuance, from time to time, under the Plan (other than to Directors) shall not exceed 10% of the issued and outstanding shares of the Corporation at the time of grant of the Options. In addition, the aggregate number of Shares so available for issuance under the Plan to any one person in any 12 month period shall not exceed five (5%) percent of the issued Shares calculated at the time of grant of the Option, unless such grant is made with disinterested shareholder approval at a General Meeting. The aggregate number of Shares so available for issuance under the Plan to any one Eligible Consultant in any 12 month period shall not exceed two (2%) percent of all issued shares calculated at the time of the grant of any Option. The aggregate number of Options so available for issuance under the Plan in any 12 month period to all Eligible Employees

conducting Investor Relations Activities shall not exceed two (2%) percent, in aggregate, of all issued shares calculated at the time of the grant of the Option.

### **Shareholder approval for grant to Directors**

3.2 Without prejudice to the provisions of this Plan, any grant of Options or Shares under this Plan to Directors shall require approval of the General Meeting, and a proposal for such approval shall at least include the maximum number of Options and/or Shares available for the Directors and the criteria applicable to the grant or any change thereto.

### **Transferability**

3.3 All Options, benefits, and rights accruing to any Participant in accordance with the terms and conditions of the Plan shall not be assignable or transferable unless specifically provided herein. During the lifetime of a Participant all such benefits, rights and options may only be exercised by the Participant.

### **Employment**

3.4 Nothing contained in the Plan shall confer upon any Participant any right with respect to employment or continuance of employment or any retainer with the Corporation or interfere in any way with the right of the Corporation to terminate the Participant's employment or retainer at any time. Participation in the Plan by a Participant is voluntary. The granting of an Option and/or Shares to a Participant in a year does not create rights to the Participant for future years whatsoever. The granting of an Option and/or Shares shall not be included in the calculations of any payments in the context of the (termination of) employment.

### **Record Keeping**

3.5 The Corporation shall maintain a register in which shall be recorded:

3.5.1 the name and address of each Participant; and

3.5.2 the number of Options granted to a Participant and the number of Options outstanding.

### **Necessary Approvals**

3.6 The obligation of the Corporation to issue and deliver Shares in accordance with the Plan is subject to the approval of any regulatory body having jurisdiction, which may be required in connection with the authorization or issuance of such Shares by the Corporation. If any Shares cannot be issued to any Participant for any reason including, without limitation, the failure to obtain such approval, then the obligation of the Corporation to issue such Shares shall terminate and any Option price paid to the Corporation shall be returned to the Participant.

### **Administration of the Plan**

3.7 The Board is authorized to interpret the Plan from time to time and to adopt, amend and rescind rules and regulations for carrying out the Plan. The interpretation and construction of any provision of the Plan by the Board shall be final and conclusive. Administration of the Plan shall be the responsibility of the appropriate Directors and/or officers of the Corporation and all costs in respect thereof shall be paid by the Corporation.

## **Income Taxes**

3.8 As a condition of the Plan, the Corporation will withhold from any remuneration otherwise payable to such Participant any amounts required by any taxing authority to be withheld for taxes and/or social security of any kind as a consequence of such participation in the Plan.

## **Amendments to Plan**

3.9 The Board reserves the right to amend, modify or terminate the Plan at any time if and when it is advisable in the absolute discretion of the Board. Any amendment to any provision of the Plan shall be subject to approval, if applicable and if required, by any regulatory body having jurisdiction over the securities of the Corporation and, if required, by the shareholders of the Corporation in the manner prescribed by any regulatory body having jurisdiction from time to time.

3.10 Any reduction to the exercise price of an Option held by an Insider shall require such approvals as may be required by any regulatory body having jurisdiction.

## **Representation or Warranty**

3.11 The Corporation makes no representation or warranty as to the future market value of any Shares issued in accordance with the provisions of the Plan.

## **Governing Law**

3.12 Except as otherwise set forth herein, the Plan shall be governed by the laws of the Province of British Columbia excluding any conflicts of law, rule or principle which might refer such construction to the laws of another jurisdiction. The courts of the Province of British Columbia shall have exclusive jurisdiction over any disputes arising out of or in connection with the Plan.

## **Interpretation**

3.13 Words used herein importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders.

## **Compliance with Applicable Laws**

3.14 If any provision of the Plan or any agreement entered into pursuant to the Plan contravenes any law or any order, policy, by law or regulation of any Exchange, if applicable, or any regulatory body having authority over the Corporation or the Plan then such provision shall be deemed to be amended to the extent required to bring such provision into compliance therewith.



## **SCHEDULE “D”**

### **MERIDIAN MINING SE (the “Company”)**

#### **COMPARISON OF SHAREHOLDER RIGHTS UNDER THE LAWS OF THE UNITED KINGDOM AND DUTCH LAW**

**The following is a summary of certain differences between the Dutch law and the laws of the United Kingdom, but it is not intended to be a comprehensive review of the statutes. Reference should be made to the full text of the statutes and the regulations thereunder for particulars of any differences between them, and shareholders should consult their legal or other professional advisors with regard to all of the implications which may be of importance to them.**

#### **Charter Documents**

Under Dutch law, a corporation’s (SE) charter documents consist of “articles of association” which provide for, among other things, the name of the corporation, the amount and type of authorized capital, provisions on the issuance of shares and reduction of share capital, provisions on the composition of the management of the corporation, its duties and decision making and provisions on the general meeting. The articles of association are filed with the Dutch Chamber of Commerce. In addition to the articles of association, regulations may be established by the management of the corporation regarding its decision-making process and working methods.

Under the laws of the United Kingdom, or more specifically England where the Company will be registered, the charter documents consist of “articles of association” (referred to as “Statutes” in relation to an SE) which set forth, among other things, provisions on the issuance of shares and capitalisation of profits, provisions on the composition of the management of the company and its decision making powers and provisions on the general meeting. The articles of association are filed with the registrar of companies in England.

#### **Amendments to the Charter Documents of a company**

Under Dutch law, amendments to the articles of association of a corporation (SE), including change of name or alterations to the articles, require a resolution by the general meeting adopted with a majority of the votes cast in a general meeting at which at least half of the corporation’s issued capital is represented or by a resolution adopted with a majority of at least two-thirds of the votes cast. Pursuant to the Implementation Act, the articles of association may provide for a larger majority. An amendment to the articles of association shall be effected by execution of a deed of amendment before a Dutch civil law notary.

Under English law and in accordance with the Companies Act 2006 (“CA 2006”), a company may only amend its English law Statutes by passing a special resolution of shareholders at a general meeting. A special resolution under English law requires the approval of not less than 75% of the votes cast at a general meeting at which a quorum is present.

It is worth noting that if a provision is “entrenched” in a company’s Statutes, such provision may only be amended or repealed if the stated conditions are met, or procedures are complied with, that are more restrictive than those applicable in the case of a special resolution. There are no entrenched provisions in the Company’s English law Statutes.

## Extraordinary Transactions

Pursuant to Dutch law, the board of directors shall be entrusted with the management of the Company. In that respect Dutch law provides that the resolutions of the board of directors relating to an important change in the identity or character of the Company or its enterprise, including in any case resolutions relating to:

- (a) a transfer of the undertaking or virtually the entire undertaking to a third party;
- (b) the entry into or termination of a long-term cooperation of the corporation or a subsidiary with another legal person or partnership or as a fully liable partner in a limited partnership or general partnership, if such cooperation or termination is of a far-reaching significance for the corporation; and
- (c) the acquisition or divestment by it or a subsidiary of a participating interest in the capital of a corporation having a value of at least one-third of the amount of its assets according to its balance sheet and explanatory notes or, if the corporation prepares a consolidated balance sheet, according to its consolidated balance sheet and explanatory notes in the last adopted annual accounts of the corporation,

require the passing of a resolution by the general meeting.

In addition, the dissolution, conversion, filing for bankruptcy, legal merger, legal demerger and the transfer of the registered office and head office also require a resolution to that effect by the general meeting. Pursuant to Dutch law and the articles of association, specific quorum or majority requirements may apply with respect to such resolutions. No resolution on conversion of an SE into a public limited liability company may be taken before two years have elapsed since its registration or before the first two sets of annual accounts have been approved.

In deviation on the aforementioned, the management of an acquiring corporation is entitled to resolve on a merger or demerger unless the articles of association provide otherwise. Pursuant to Dutch law, one or more shareholders who jointly represent at least 5%, or such lower amount as is provided for in the articles of association, of the issued capital can however request the management to convene a general meeting, at which the shareholders will decide on the merger or demerger of an acquiring corporation.

Under English law, certain matters, generally those which are material to the nature of the Company, require the passing of special resolutions. Special resolutions require the affirmative vote of not less than 75% of the votes cast by shareholders present (in person or by proxy) at the meeting. If a poll is demanded, a special resolution is passed if it is approved by holders representing not less than 75% of the total voting rights of shareholders present (in person or by proxy) who (being entitled to vote) vote on the resolution.

Amongst other things, the following matters must be approved by special resolution:

- (a) change of the Company's name;
- (b) variation of the Company's English law Statutes;
- (c) disapplication of shareholders' statutory pre-emption rights;
- (d) a solvent winding up or dissolution of the Company;

- (e) a reduction of the Company's share capital;
- (f) an off-market purchase of the Company's own shares; or
- (g) the transfer of the Company's registered office to another Member State.

### **Oppression Remedies**

Under Dutch law, the following parties have the right of inquiry (*recht van enquête*) and may initiate proceedings before the Enterprise Chamber of the Amsterdam Court of Appeal (*Ondernemingskamer*) to investigate the conduct of business of a corporation:

- (a) in the case of a corporation with an issued share capital up to EUR 22,5 million, shareholders representing at least 10% of the issued share capital or a nominal value of EUR 225.000; or
- (b) in case of a corporation with an issue share capital of more than EUR 22,5 million, shareholders representing at least 1% of the issued share capital or, in case the corporation is listed on a stock market, shareholders representing a stock market value of at least EUR 20 million based on the closing price on the last trading day before submission of the application.

Inquiry proceedings may have the following objectives: (i) restructuring and recovery of relationships within the corporation through the immediate measures (*onmiddellijke voorzieningen*) to be ordered by the Enterprise Chamber of the Amsterdam Court of Appeal, (ii) obtaining certain information or items by means of investigation and/or (iii) establishing accountability for possible improper management policy of the corporation.

Under English law, generally the Company, rather than its shareholders, would be the proper claimant in an action in respect of a wrong committed against the Company or whether there is an irregularity in the Company's internal management.

Notwithstanding this general position, the CA 2006 provides that shareholders may make an application to the court in the following circumstances:

#### **(i) Unfair Prejudice Actions**

A shareholder may apply to the court by petition for an order that the Company's affairs are being, or have been, conducted in a manner which is unfairly prejudicial to the interests of its shareholders, including at least such shareholder or that any actual or proposed act or omission of the Company is, or would be, so prejudicial.

#### **(ii) Dissenters' rights**

Subject to certain conditions, shareholders may make an application to the court for relief in certain limited circumstances, including:

- (a) where shareholders representing not less than 5% of the Company's issued share capital object to an application by a public company to be re-registered as a private company;
- (b) where shareholders representing not less than 15% of the class in question object to a proposed variation of the rights attaching to such class of shares; and

- (c) in a takeover situation where the offeror has acquired 90% of the issued share capital of a company and a shareholder objects to his or her shares being compulsorily acquired by such offeror.

### **Shareholder Derivative Actions**

Under Dutch law, in the event a third party is liable to a corporation, only the corporation itself can bring a civil action against that party. Individual shareholders do not have the right to bring an action on behalf of the corporation. Only in the event that the cause for the liability of a third party to the corporation also constitutes a tortious act directly against a shareholder does that shareholder have an individual right of action against such third party in its own name.

As noted above, under English law generally the Company, rather than its shareholders, would be the proper claimant in an action in respect of a wrong committed against the Company.

Notwithstanding this general position, the CA 2006 provides that shareholders may make an application to the court in relation to derivative actions. A minority of shareholders may bring an action in their own name seeking a remedy on behalf of the Company in respect of a wrong committed against it. Given that proceedings are typically brought by a company in its own name, derivative actions are relatively rare and are only generally permitted for negligence, default, breach of duty or breach of trust by a director.

### **Shareholder Meetings**

Pursuant to Dutch law, a corporation (SE) must hold a general meeting at least once each calendar year, within six months of the end of its financial year.

Dutch law states that one or more shareholders who, solely or jointly, represent at least 10% of the issued capital may request the corporation to convene a general meeting and draw up the agenda therefor. The request shall state the items to be put on the agenda. If, following such request, a general meeting is not held in due time and, in any event, within two months, the competent court may order that a general meeting be convened within a given period or authorize either the shareholders who have requested it or their representatives to convene a general meeting. In addition, any shareholder may request authorization of the provisional measures judge to convene a general meeting in case the management of the corporation fails to hold the annual general meeting.

Pursuant to Dutch law, general meetings are to be held in the Netherlands at the place stated in the articles of association.

Pursuant to the Exchange Policies, a corporation must hold an annual general meeting, for the first time, not later than 18 months after the date on which it was recognized and subsequently not later than 15 months after holding the last preceding annual general meeting and may at any time call a special meeting of shareholders.

Under English law, a general meeting of the Company's shareholders may be called by the directors. In addition, shareholders holding at least 5% of the paid-up capital of the Company and carrying voting rights at general meetings can requisition a general meeting. A request must state the general nature of the business to be dealt with at the meeting, and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting. If, following such a request, a general meeting is not called or held within the prescribed period or in the prescribed form, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting. Any reasonable expenses incurred by the members requesting the

meeting by reason of the failure of the directors duly to call a meeting must be reimbursed by the company.

There is no requirement as to the location of general meetings under English law.

In accordance with the provisions of the CA 2006, the Company must hold an annual general meeting in each six-month period following its annual accounting reference date at such date, time and place as the board thinks fit.

### **Form and Solicitation of Proxies, Information Circular**

In accordance with Dutch law, the articles of association of the corporation provide that general meetings shall be convened by a convening notice addressed to those shareholders mentioned in the shareholders' register. In addition, the convening notice may be made, if the shareholder agrees thereto, by means of a notice sent by electronic means of communication to the address notified by him to the corporation for this purpose. Pursuant to Dutch law, notices convening the general meeting shall state the subjects to be discussed, the place and time of the general meeting and the procedure for participating in the general meeting by a person holding a written proxy.

In accordance with English law, 21 clear days' notice must be given for an annual general meeting and any resolutions to be proposed at the meeting. In addition, the notice period required for general meetings is 21 days, unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. As such, English public limited companies would typically pass such a resolution at the annual general meeting to allow general meetings, other than AGMs, to be held on not less than 14 clear days' notice. Separately, certain matters (such as the removal of directors or auditors) require special notice, which is 28 clear days' notice. Notice of a general meeting of a company must be given either in hard copy form, electronic form, by means of a website or partly by one such means and partly by another.

Shareholders may designate another person to attend, speak or vote at a meeting on his behalf by proxy. A shareholder may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such shareholder.

### **Directors**

Pursuant to applicable law and regulations, the board of directors of the corporation (SE) shall consist of at least three directors and shall consist of one or more executive directors and one or more non-executive directors. The executive directors shall in particular be entrusted with the day-to-day management of the corporation and the enterprise connected with it and the non-executive directors shall have the duty of supervising the directors performing their duties. Dutch corporate law does not impose any residency requirements on the directors.

Pursuant to Dutch law, a director may be suspended or dismissed by the general meeting at any time. An executive director may also be suspended by the management board. A suspension by the management board may be discontinued at any time by the general meeting.

Under English law, a public limited company must have at least two directors. English corporate law does not impose any residency requirements on the directors.

Pursuant to the CA 2006, shareholders may remove a director by ordinary resolution provided that 28 clear days' notice of the resolution is given to the Company and its shareholders and provided also that certain other procedural requirements prescribed by the CA 2006 are followed (such as allowing the director to make representations against his or her removal). Alternatively, a director may be removed by special resolution.

### **Distributions on Shares and Meaning of “Insolvent”**

Pursuant to Dutch law, distributions may be made only up to an amount of the corporation's equity which exceeds the aggregate of the sum of the paid-in and called-up share capital and the reserves which must be maintained pursuant to the law or its articles of association and, if it concerns an interim distribution, the compliance with this requirement is evidenced by an interim statement of assets and liabilities.

A corporation may only acquire fully paid in shares in its own capital for nil consideration or if of the corporation's equity minus the purchase price is not less than the aggregate of the sum of the paid-in and called-up share capital and the reserves which must be maintained pursuant to the law or its articles of association. If the shares have been admitted to a stock exchange, the nominal amount of the shares in its capital which the corporation acquires, holds

Under English law, dividends and distributions may only be made from profits available for distribution or distributable reserves. Reserves may be created by way of capital reduction / share premium (subject to court approval). Additionally, the Company may only make a distribution if, at the time of the distribution, (i) its net assets are equal to, or in excess of, the aggregate of its called up share capital plus undistributable reserves; and (ii) the distribution does not reduce the amount of net assets below such aggregate.

Undistributable reserves include the share premium account, the capital redemption reserve, the amount by which the Company's accumulated unrealised profits exceed its accumulated unrealized losses (so far as not written off in a reduction or reorganisation of capital) or any other reserve that the Company is prohibited from distributing either by statute or by its constitutional documents.

The determination as to whether or not the Company has sufficient distributable profits to fund a dividend or distribution must be made by reference to its “relevant accounts” which will be either the last set of unconsolidated annual audited financial statements or other financial statements properly prepared in accordance with the CA 2006, which give a “true and fair view” of the Company’s unconsolidated financial position and accord with accepted accounting practice. Final dividends are calculated after the audited annual accounts are drawn up. Interim dividends can be calculated using the final audited annual accounts or unaudited interim accounts. Irrespective of the accounts used to justify the dividend or distribution, they must enable reasonable judgment to be made of the Company’s profits, losses, assets and liabilities, include appropriate provisions, and include details of share capital and reserves (including undistributable reserves).

Dividends may be declared and paid in the form of cash, property, stock or other non-cash assets and may be paid in dollars or any other currency.

The English law Statutes provide that: (i) the Company may, by ordinary resolution, declare a dividend to be paid to shareholders provided that no such dividend exceeds the amount recommended by the directors, and (ii) the directors may pay such interim dividends as appear justified by the financial position of the Company and may also pay dividends payable at a fixed rate at intervals settled by the directors whenever the profits of the Company in the opinion of the Directors justify that course.

Under English law, a repurchase by the Company of its own shares would require shareholder approval: an ordinary resolution in the case of a general authority to effect on-market buybacks and a special resolution in the case of an off-market purchase. Such authorisation must specify a maximum and minimum repurchase price and number of shares to be acquired. In respect of an “off-market purchase” the purchase must be made pursuant to a contract which must be available to members.

A share repurchase can be funded from either (i) the Company’s distributable reserves or (ii) the proceeds of a fresh issue of shares made for the purpose of financing the buyback. Public companies are not permitted to purchase their own shares out of capital.

### **Reduction of Capital**

Under Dutch law and the articles of association, the general meeting may resolve to reduce the issued capital by a cancellation of shares or by a reduction of the nominal amount of the shares, by an amendment of the articles of association. A resolution to cancel shares may only relate to shares held by the corporation itself.

Under English law, and subject to the English law Statutes, the Company may reduce its share capital by passing a special resolution of its members (requiring a majority of 75%). The special resolution must then be confirmed by the court (which has discretion regarding whether to confirm a reduction and on what terms, provided that the statutory requirements in respect of creditors are satisfied). The court would not confirm a reduction of capital unless it is satisfied that the interests of the Company’s creditors are not adversely affected by the proposal. The court would take into account the Company’s actual, contingent and prospective liabilities when deciding upon the capital reduction.

The timetable for a capital reduction must be approved by the court. Where there is no right for creditors to object to a reduction of capital, a typical process would take approximately 40 days (subject to availability of court hearings). If creditors have a right to object this can extend the timeline for the process.

### **Shareholder Proposals**

Dutch law provides that one or more shareholders who, solely or jointly, represent at least 3% of the issued capital, can request the corporation in writing to put any item on the agenda of the general meeting. This request must be received by the corporation no later than the 60<sup>th</sup> day prior to the date of the general meeting. The articles of association may provide that (i) the required minimum part of the issued capital shall be lower than 3%, and (ii) the period for lodging the request is shortened.

English law provides that shareholders who hold at least 5% of the total voting rights in the Company, or not less than one hundred shareholders holding shares (on which an average of £100 has been paid up per shareholder), can requisition a resolution or “matter” to be considered at the Company’s annual general meeting and require the Company to circulate notice of such resolution or “matter” to shareholders along with an accompanying statement in respect thereof (containing no more than 1,000 words).

### **Indemnification of Directors and Officers**

Pursuant to Dutch law, the articles of association of a corporation may provide for provisions that the corporation shall hold a director harmless in the event of claims that relate to his performance as a director and as such provide protection against internal and external liability. Such indemnification provisions in the articles of association find their limits in the event of intent (*opzet*) and wilful misconduct (*bewuste roekeloosheid*) because an indemnification under these circumstances is generally

held to breach Dutch public policy and public morals (*openbare orde en goede zeden*) and would therefore be considered null and void.

Under English law, any provision by which the Company indemnifies a director against any liability attaching to him in connection with any negligence, default, breach of duty or breach of trust is void except as permitted by the CA 2006, which enables the Company to: (i) purchase and maintain insurance against such liability; (ii) provide a “qualifying third party indemnity” (being an indemnity against liability incurred by the director to a person other than the Company or an associated company as long as he or she is successful in defending the claim or criminal proceedings); and (iii) provide a qualifying pension scheme indemnity (being an indemnity against liability incurred in connection with a company’s activities as trustee of an occupational pension plan).

### **Compulsory Acquisition**

Under Dutch law, a shareholder who owns at least 95% of the corporation’s issued capital may institute proceedings against the corporation’s other shareholders jointly for the transfer of their shares to that shareholder. The proceedings are held before the Enterprise Chamber of the Amsterdam Court of Appeal and can be instituted by means of a writ of summons served upon each of the minority shareholders in accordance with the provisions of the Dutch Code of Civil Procedure (*Wetboek van Burgerlijke Rechtsvordering*). The Enterprise Chamber of the Amsterdam Court of Appeal may grant the claim for squeeze out in relation to all minority shareholders and will determine the price to be paid for the shares, if necessary after appointment of one or three experts who will offer an opinion to the Enterprise Chamber of the Amsterdam Court of Appeal on the value of the shares. Once the order to transfer becomes final before the Enterprise Chamber of the Amsterdam Court of Appeal, the person acquiring the shares shall give written notice of the date and place of payment and the price to the holders of the shares to be acquired whose addresses are known to him. Unless the addresses of all of them are known to him, he shall also publish the same in a newspaper with a national circulation.

Under English law, the UK Takeover Code (the "**Code**") applies to all offers for SEs which have their registered offices in the United Kingdom and which are considered by the Takeover Panel to have their place of central management and control in the United Kingdom, the Channel Islands or the Isle of Man.

If the Code applies to the Company, certain rules in respect of mandatory offers for the Company will apply. Under Rule 9 of the Code, if a person (the "**Acquirer**"):

- (i) acquires an interest in a company’s shares that, when taken together with shares in which persons acting in concert with such person are interested, carries 30% or more of the voting rights of the company’s shares; or
- (ii) who, together with persons acting in concert with such person, is interested in shares that in aggregate carry not less than 30% and not more than 50% of the voting rights in the company acquires additional interests in shares that increase the percentage of shares carrying voting rights in which that person is interested,

the Acquirer, and, depending on the circumstances, its concert parties, would be required (except with the consent of the Takeover Panel) to make a cash offer for the company’s outstanding shares at a price not less than the highest price paid for any interests in the shares by the acquirer or its concert parties during the previous 12 months.

It is also a requirement of the Code that an offeror who acquires 90% or more of the shares of a public company to which the offer relates may, subject to compliance with the relevant provisions of the CA



2006, become entitled to acquire the remaining outstanding shares. In such circumstances, a shareholder may also require the offeror to acquire his or her shares under the terms of the offer. A shareholder can give notice to the offeror if the shareholder has made an application to the court that the offer should not be entitled to acquire his shares.