

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action to take, you are recommended to immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised pursuant to the Financial Services and Markets Act 2000 (as amended) If you are a resident in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser in the relevant jurisdiction.

If you sell or have sold or otherwise transferred all of your Ordinary Shares in African Battery Metals plc, you should immediately forward this document, together with the attached Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you sell or have sold or otherwise transferred only part of your holding of Ordinary Shares you should retain these documents.

African Battery Metals plc

(Incorporated and registered in England and Wales with company number 7800337)

Proposed Placing and Subscription for new Ordinary Shares at 0.5 pence per share

Proposed Board changes

and

Notice of General Meeting

This document should be read in its entirety. Your attention is drawn, in particular, to the letter from Roger Murphy, the Chief Executive Officer of the Company, which is set out on pages 10 to 14 of this document and which contains your Board's unanimous recommendation to vote in favour of all of the Resolutions to be proposed at the General Meeting referred to below.

This document does not constitute a prospectus for the purpose of the Prospectus Rules neither does it constitute an admission document drawn up in accordance with the AIM Rules. This document has not been approved by the Financial Conduct Authority or by any other authority in any jurisdiction.

This document and the attached Form of Proxy should not be forwarded or transmitted in or into the United States, Canada, Australia, South Africa or Japan or any other jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This document contains forward-looking statements with respect to the Company and the proposals set out in this document. These statements involve known and unknown risks and uncertainties as they relate to and depend on circumstances that occur in the future. Actual results may differ materially from those expressed in the forward-looking statements.

Notice convening a General Meeting of African Battery Metals plc, to be held at the offices of Michelmores LLP, 6 New Street Square, London EC4A 3BF, on 15 February 2019 at 9:00 a.m. is set out at the end of this document. Whether or not you intend to be present at the General Meeting, you are urged to complete, sign and return the enclosed Form of Proxy in accordance with the instructions printed thereon so as to arrive as soon as possible and, in order to be valid, in any event not later than 9:00 a.m. on 13 February 2019. Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they subsequently wish to do so.

Application will be made to the London Stock Exchange for the New Shares to be admitted to trading on the AIM market of the London Stock Exchange (**AIM**). AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial advisor.

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefor.

S.P. Angel Corporate Finance LLP, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and broker to the Company. Persons receiving this document should note that S.P. Angel Corporate Finance LLP will not be responsible to anyone other than the Company for providing the protections afforded to clients of S.P. Angel Corporate Finance LLP, as applicable, or for advising any other person on the proposals described in this document. S.P. Angel Corporate Finance LLP have not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by S.P. Angel Corporate Finance LLP for the accuracy of any information or opinions contained in this document or for the omission of any information.

SI Capital Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as placing agent to the Company. Persons receiving this document should note that SI Capital Limited will not be responsible to anyone other than the Company for providing the protections afforded to clients of SI Capital Limited, as applicable, or for advising any other person on the proposals described in this document. SI Capital Limited has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by SI Capital Limited for the accuracy of any information or opinions contained in this document or for the omission of any information.

Copies of this document will be available free of charge during normal business hours on weekdays (excluding Saturdays, Sundays and public holidays) from the date hereof until 15 February 2019 from the Company's registered office and at the General Meeting. Copies will also be made available to download from the Company's website at www.abmplc.com

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DIRECTORS AND ADVISERS

Directors	Roger Murphy	Chief Executive Officer
	Matt Wood	Executive Director & Finance Director
	Iain Macpherson	Non-Executive Director
	Scott Richardson Brown	Non-Executive Director
Company Secretary	Liam O'Donoghue	
Registered Office	201 Temple Chambers 3-7 Temple Avenue London EC4Y 0DT	
Nominated Adviser and Broker	S.P. Angel Corporate Finance LLP Prince Frederick House 35-39 Maddox Street London W1S 2PP	
Placing Agent	SI Capital Limited 19 Berkeley Street London W1J 8ED	
Solicitors to the Company	Michelmores LLP 6 New Street Square London EC4A 3BF	
Registrar	Share Registrars Limited The Courtyard, 17 West St Farnham GU9 7DR	

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document and Form of Proxy	29 January 2019
Latest time and date for receipt of Forms of Proxy	9:00 a.m. on 13 February 2019
General Meeting	9:00 a.m. on 15 February 2019
Admission effective and dealings resume in the Existing Shares and dealing commence in the New Shares on AIM	8:00 a.m. on 18 February 2019

Notes:

1. References to times and dates in this document are to times and dates in London (unless otherwise stated).
2. The timing of the events set out in the above timetable and in the remainder of this document is indicative only. If any of the above times and/or dates should change, the revised times and/or dates will be notified via an announcement through a Regulatory Information Service.
3. The admission and commencement of dealings in the New Shares are conditional, *inter alia*, on the passing of each of the Resolutions at the General Meeting.

KEY STATISTICS

Placing Price	0.5 pence
Number of Ordinary Shares in issue at the date of this document	136,579,143
Number of Placing Shares and Subscription Shares being issued	200,000,000
Number of Settlement Shares being issued	26,458,958
Number of Warrants and Creditor Settlement Warrants being granted	211,000,000
Number of Management Options being granted	27,227,858
Gross proceeds of the Fundraising	£1,000,000
Enlarged Share Capital on Admission	363,058,101
New Shares as a percentage of the Enlarged Share Capital	62.38 per cent.

DEFINITIONS

The following definitions apply throughout this document unless otherwise stated or the context otherwise requires:

Act	the UK Companies Act 2006 (as amended from time to time)
Admission	admission of the New Shares, to trading on AIM and such admission becoming effective in accordance with Rule 6 of the AIM Rules and the resumption of trading on AIM of the Existing Shares
African Battery Metals plc or Company	African Battery Metals plc, a company incorporated and registered in England and Wales with company number 7800337
AIM	the market of that name operated by the London Stock Exchange
AIM Rules	the London Stock Exchange's rules and guidance notes contained in its "AIM Rules for Companies" publication relating to companies whose securities are traded on AIM, as amended from time to time
Articles	the articles of association of the Company
Broker Warrants	the warrants to subscribe for an aggregate of 5,000,000 new Ordinary Share at an exercise price of 1 pence per share granted equally to each of SI Capital and SP Angel
Creditor Settlement Shares	the aggregate of 13,402,938 new Ordinary Shares to be issued to certain creditors of the Company in full and final settlement of outstanding debts due to such creditors
Creditor Settlement Warrants	the warrant to be granted to a creditor of the Company, to subscribe for 6,000,000 new Ordinary Shares at the Placing Price in full and final settlement of all outstanding debt due to such creditor
CREST	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force
Directors or Board	the directors of the Company, whose names appear on page 10 of this document
Director Settlement Shares	the aggregate of 3,056,020 new Ordinary Shares to be issued to certain of the Company's Directors in satisfaction of certain outstanding fees and deferred and unpaid salaries due together with the aggregate of 10,605,738 new Ordinary Shares to be issued to companies connected with certain Company Directors

Enlarged Share Capital	the total number of Ordinary Shares in issue on Admission
Euroclear	Euroclear UK & Ireland Limited, a company incorporated in England & Wales with registration number 02878738, being the operator of CREST
Existing Shares	the existing 136,579,143 Ordinary Shares in issue at the date of this document
FCA	the United Kingdom's Financial Conduct Authority
Fee Settlement Shares	the aggregate of 10,000,000 new Ordinary Shares to be issued equally between RRR and VGL in settlement of the fees payable by the Company to each of them in relation to their support and advice in the financial restructuring of the Company
Form of Proxy	the form of proxy for use in connection with the General Meeting, which is enclosed with this document
Fundraising	the subscription in cash for the Fundraising Shares
Fundraising Shares	the Placing Shares and the Subscription Shares
Fundraising Warrants	the warrants to subscribe for a new Ordinary Share at an exercise price of 1 pence per share granted to each of the subscribers to the Fundraising Shares on a one to basis
General Meeting	the general meeting of the Company to be held on 15 February 2019 at 9:00 a.m. as convened by the Notice set out at the end of this document
London Stock Exchange	London Stock Exchange plc
Management Options	the options to subscribe for an aggregate of 27,227,858 new Ordinary Shares at an exercise price of 1 pence per share with a life to expiry of 3 years
New Shares	the Fundraising Shares and the Settlement Shares
Notice	the notice of General Meeting set out at pages 15-16 of this document
Ordinary Shares	the ordinary shares of 0.1 pence each in the capital of the Company
Placees	the placees subscribing for the Placing Shares
Placing	the conditional placing by SI Capital and SP Angel with institutional and other investors of the Placing Shares at the Placing Price
Placing Price	means 0.5 pence per Ordinary Share

Placing Shares	the new Ordinary Shares to be issued by the Company and subscribed for pursuant to the Placing
Proposals	the Fundraising (together with the grant of the Fundraising Warrants), the issue of the Settlement Shares, the issue of Management Options and the grant of the Creditor Settlement Warrants and the Broker Warrants
Registrar	Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR
Regulatory Information Service	any information service authorised from time to time by the FCA for the purpose of disseminating regulatory announcements
Resolutions	the resolutions contained in the Notice
RRR	Red Rock Resources plc, a company incorporated in England and Wales with registered number 05225394
Settlement Shares	the Fee Settlement Shares, the Directors Settlement Shares and the Creditor Settlement Shares
Shareholders	the holders of Ordinary Shares in the Company
SI Capital	SI Capital Limited, broker to the Company, a company incorporated in England and Wales with registered number 04870280
SP Angel	S.P. Angel Corporate Finance LLP, nominated adviser and broker to the Company, a company incorporated in England and Wales with registered number OC317049
Subscription	the conditional cash subscription for 11,600,000 new Ordinary Shares at the Placing Price
Subscription Shares	the 11,600,000 new Ordinary Shares to be issued pursuant to the Subscription
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland, its territories and dependencies
uncertificated or in uncertificated form	recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
VGL	Value Generation Limited, a company incorporated in England and Wales with registered number 06164150
£ or pence	pounds sterling, the lawful currency of the UK from time to time with pence being one hundredth of a pound
\$	Dollars, the lawful currency of the United States of America

LETTER FROM THE CHIEF EXECUTIVE OFFICER OF THE COMPANY

African Battery Metals plc

(Incorporated and registered in England and Wales with company number 07800337)

Directors:

Roger Murphy	Chief Executive Officer
Matthew Wood	Finance Director
Scott Richardson Brown	Non-Executive Director
Iain Macpherson	Non-Executive Director

Registered Office:

201 Temple Chambers
3-7 Temple Avenue
London
EC4Y 0DT

29 January 2019

To Shareholders and, for information purposes only, to the holders of options and warrants

Dear Shareholder,

Proposed Placing and Subscription for new Ordinary Shares at 0.5 pence per share Proposed Board changes Notice of General Meeting

1. Introduction

On 11 December 2018 the Company announced that trading in the Company's securities had, pending clarification of its financial position, been suspended on AIM.

The Company further announced on 28 January 2019 that it had conditionally raised, through the Placing and Subscription, approximately £1,000,000 (before expenses) by the conditional issue of 200,000,000 new Ordinary Shares. Each subscriber of Fundraising Shares will be granted a corresponding number of Fundraising Warrants to subscribe for a new Ordinary Share at a price of 1 pence per share, representing a 100 per cent. premium to the Placing Price, with a two-year life to expiry from the date of Admission.

Completion of the Proposals will also allow the Company to settle outstanding amounts owed to creditors. This will be partly accomplished by a cash payment and partly through the issue of the Creditor Settlement Shares. This will enable the Company to be essentially debt-free as at Admission.

The net proceeds of the Fundraising will be used:

1. to review existing Company interests and target exploration resources in a prioritised manner;
2. to develop a strategic and operational plan for the Company, which will be published by market announcement for the benefit of all shareholders;
3. to identify, review and, if appropriate, acquire new opportunities to complement and diversify existing business interests; and
4. for general working capital purposes.

The Fundraising, which has been arranged by SI Capital and SP Angel, is conditional, *inter alia*, upon Shareholders' approval of each of the Resolutions and Admission.

The purpose of this document is to explain the background to and reasons for, and seek your approval of, the Proposals and explain why the Directors consider the Proposals to be in the best interests of the Company and its Shareholders as a whole and unanimously recommend that you vote in favour of all of the Resolutions to be proposed at the General Meeting.

Accordingly, set out on pages 15 to 16 is a formal notice convening a General Meeting of Shareholders of the Company which will be held at the offices of Michelmores LLP, 6 New Street Square, London EC4A 3BF on 15 February 2019 at 9:00 a.m., at which shareholders will be requested to approve the Resolutions.

2. Details of the Fundraising

Placing and Subscription

The Company has conditionally raised, in aggregate, £1,000,000 before expenses, through the placing of 188,400,000 new Ordinary Shares and a subscription for 11,600,000 new Ordinary Shares each at a placing price of 0.5 pence per Ordinary Share with certain existing and new investors.

The Placing Price represents a discount of approximately 63 per cent. to the closing middle market price of 1.35 pence per Ordinary Share on 11 December 2018, being the last business day before the Company's shares were suspended on AIM.

Each subscriber to a Fundraising Share will be granted a one for one warrant to subscribe for an additional new Ordinary Share at an exercise price of 1 pence per share, with a two year exercise period from the date of admission of the Fundraising Shares.

Creditor Settlement Shares

Following Admission, the Company will settle outstanding amounts owed to creditors. This will be partly accomplished by a cash payment to certain creditors representing 70 per cent. of their outstanding balances and partly through the issue of 13,402,938 Creditor Settlement Shares at 0.5 pence per share to settle approximately £67,014 of credit balances (in lieu of cash).

In addition to the above, one creditor has conditionally agreed to settlement of all amounts due to him from the Company by the grant of 6,000,000 Creditor Settlement Warrants to subscribe for new Ordinary Shares at the Placing Price, with a life to expiry of two years from Admission.

Director Settlement Shares

Roger Murphy, Matt Wood and Iain Macpherson, all being directors of the Company, have agreed to settle all outstanding amounts due from the Company through the conditional issue of Director Settlement Shares. For further details, please see below.

Fee Settlement Shares

In settlement for fees relating to their support and advice in the financial restructuring of the Company, RRR, a company of which Andrew Bell is the chief executive officer and chairman, and VGL, a company beneficially owned by Paul Johnson, have been conditionally issued the Fee Settlement Shares.

General

Following Admission, the Placees and Subscribers, together with the holders of the Settlement Shares, will, in aggregate, hold approximately 62.38 per cent. of the Enlarged Share Capital.

The subscribers to the Settlement Shares have each signed an irrevocable undertaking not to dispose (save in certain specified circumstances) of any interest in any new Ordinary Shares acquired as a result of the Proposals for a period of six months from Admission.

The issue of the New Shares is conditional, *inter alia*, upon Shareholders' approval of each of the Resolutions and Admission.

Subject to the passing of the Resolutions, application will be made for the New Shares to be admitted to trading on AIM and it is currently expected that admission to trading will become effective and dealings commence at 8:00 a.m. on 18 February 2019 and trading on AIM in the Existing Shares will be restored.

3. Related Party Transactions

Roger Murphy, Matt Wood and Iain Macpherson all being directors of the Company, have each agreed to apply all outstanding amounts due to them of £8,223.35, £3,210.60 and £3,846.15 (net of tax) through the issue of 1,644,670, 642,120 and 769,230 new Ordinary Shares respectively, each at the Placing Price, contemporaneous with completion of the Fundraising.

Following Admission, the interests of Messrs Murphy, Wood and Macpherson in the ordinary share capital of the Company will be as follows:

	<i>Current holding of Ordinary Shares</i>	<i>Director Settlement Shares</i>	<i>Total number of Ordinary Shares held on Admission</i>	<i>% of Enlarged Share Capital on Admission</i>
<i>Director</i>				
Roger Murphy	1,716,092	1,644,670	3,360,762	0.93%
Matt Wood	1,250,970	642,120	1,893,090	0.52%
Iain Macpherson	1,287,434	769,230	2,056,664	0.57%

In addition and conditional on Admission:

- 2,000,000 new Ordinary Shares will be issued to One Advisory Limited, a company connected to Matt Wood, in lieu of fees due; and
- 8,605,738 new Ordinary Shares will be issued to Ongeza Mining, a company connected to Iain Macpherson.

The proposed issue of the Director Settlement Shares to One Advisory Limited and Ongeza Mining as described above is a related party transaction for the purposes of AIM Rule 13 by virtue of the Director Settlement Shares being issued to Roger Murphy, Iain Macpherson and Matt Wood and their related parties. Scott Richardson Brown, the independent Director for the purposes of the issue of the Director Settlement Shares to One Advisory Limited and Ongeza Mining considers, having consulted with the Company's nominated adviser, SP Angel, that the issue of the Director Settlement Shares to such related parties is fair and reasonable insofar as the Shareholders are concerned.

4. Business Restructuring

Subject to the passing of the Resolutions at the General Meeting, I intend to step down from the Board with immediate effect. I will, however, continue to provide consultancy services to the Company to support with the Board transition following the General Meeting.

In addition, my fellow director Matt Wood intends to step down as Executive Director immediately following the publication of the audited financial accounts of the Company for the year ended 30 September 2018. One Advisory Limited, a company of which Matt Wood is a director and shareholder, will continue to provide administrative support in respect of accounting, general legal and company secretarial work.

In addition, and again subject to the passing of the Resolutions at the General Meeting, Andrew Bell and Paul Johnson will be appointed as directors in the roles of Executive Chairman and Executive Director respectively, with effect from the closure of the General Meeting.

Proposed new directors, Andrew Bell and Paul Johnson have each agreed to subscribe for 10,000,000 new Ordinary Shares in the Fundraising, representing a financial commitment of £50,000 in the Company respectively.

In addition, RRR, a company of which Andrew Bell is a significant shareholder, has committed to subscribe for 20,000,000 new Ordinary Shares in the Fundraising, representing a commitment of £100,000.

5. Management Options

Andrew Bell and Paul Johnson will, conditional upon the passing of the Resolutions, each be granted 13,613,929 Management Options, exercisable at 1 pence per Ordinary Share, vesting immediately. These options will only be exercisable once the volume weighted average share price of the Company is 1.5 pence or greater for five consecutive days, after which they may be exercised at any time.

The proposed issue of the Management Options is a related party transaction for the purposes of AIM Rule 13. Accordingly, Scott Richardson Brown and Iain Macpherson, being the independent directors for the purposes of the award of Management Options consider, having consulted with the Company's nominated adviser, SP Angel, that the issue of such Management Options to such related parties is fair and reasonable insofar as the Shareholders are concerned.

6. Appointment of Joint Broker and Broker Warrants

The Company has, subject to, *inter-alia*, the passing of the Resolutions and Admission, appointed SI Capital as joint broker to the Company.

As part of the Proposals, the Company has conditionally granted 2,500,000 Broker Warrants to SI Capital and 2,500,000 Broker Warrants to SP Angel. The Broker Warrants have a two year exercise period from the date of Admission and are exercisable at 1 pence per share.

7. Renewal of Share Capital Authorities

The Directors consider it prudent to revise the existing authorities such that, on completion of the allotment of new Ordinary Shares pursuant to the Proposals, the Company remains authorised to issue approximately 464,686,816 Ordinary Shares free of statutory pre-emption rights in addition to the new Ordinary Shares allotted pursuant to the Proposals.

This will enable the Company to move swiftly in the event that a further non pre-emptive fundraising is necessary or desirable in due course.

Accordingly, if the Resolutions are passed at the General Meeting, the Company will be able to issue the new Ordinary Shares pursuant to the Proposals and, in addition, further new Ordinary Shares of up to an aggregate nominal value of approximately £750,000 (or 750,000,000 Ordinary Shares) free of statutory pre-emption rights.

8. General Meeting

The Notice convening the General Meeting to be held at the offices of Michelmores LLP, 6 New Street Square, London EC4A 3BF on 15 February 2019 at 9:00 a.m. is set out on pages 15 to 16 of this document. The Resolutions will be proposed at the General Meeting. A summary of the Resolutions is set out below:

Ordinary Resolution: Resolution 1, which will be proposed as an ordinary resolution, seeks to grant the Directors authority to allot new Ordinary Shares pursuant to the Proposals and up to a further aggregate nominal amount of £750,000.

Special Resolution: Resolution 2, which will be proposed as a special resolution, seeks to dis-apply the statutory pre-emption rights over new Ordinary Shares authorised for allotment pursuant to Resolution 1. This will enable the new Ordinary Shares pursuant to the Proposals to be issued and additionally dis-apply statutory pre-emption rights over up to an additional 750,000,000 Ordinary Shares (approximately 207 per cent. of the Enlarged Share Capital).

For the ordinary resolution to be passed, more than half of the votes cast must be in favour of the relevant resolution. For the special resolution to be passed, at least three-quarters of the votes cast must be in favour of the relevant resolution.

9. Irrevocable Undertakings

The Company has received irrevocable undertakings to vote in favour of the Resolutions from certain Shareholders who hold, or are interested in, an aggregate of 64,925,666 Ordinary Shares, representing 47.54 per cent. of the Company's current issued share capital.

10. Action to be taken by Shareholders

Shareholders are reminded that, in the event that the Resolutions are not passed, the Fundraising will not proceed and the New Shares will not be issued.

Shareholders will find a Form of Proxy enclosed for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Proxy must be received by the Company's registrars, Share Registrars Limited, at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, by 9:00 a.m. on 13 December 2019 being 48 hours before the time appointed for holding the General Meeting (or, if the meeting is adjourned, 48 hours before the time of the adjourned meeting, in each case excluding non-working days). Completion of the Form of Proxy will not preclude you from attending and voting at the General Meeting in person if you so wish.

Please read the notes to the Notice and the accompanying Form of Proxy for detailed instructions. The attention of Shareholders is also drawn to the voting intentions of the Directors set out below.

11. Recommendation

The Directors consider the Proposals to be in the best interests of the Company and its Shareholders as a whole and, accordingly, unanimously recommend that Shareholders vote in favour of all of the Resolutions to be proposed at the General Meeting, as they intend so to do or procure to be done in respect

of their own beneficial and other connected interests, amounting, in aggregate, to 4,254,496 Ordinary Shares representing approximately 3.12 per cent. of the Company's existing issued ordinary share capital.

Yours faithfully

Roger Murphy

Chief Executive Officer

NOTICE OF GENERAL MEETING
AFRICAN BATTERY METALS PLC

Company number: 07800337

NOTICE IS HEREBY GIVEN that a general meeting of African Battery Metals plc (the **Company**) will be held at the offices of Michelmores LLP, 6 New Street Square, London EC4A 3BF on 15 February 2019 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution (defined terms having the meanings given to them in the circular to the shareholders of the Company dated 29 January 2019).

ORDINARY RESOLUTION

1. **THAT** the Directors be and they are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the **2006 Act**) to exercise all the powers of the Company to allot equity securities of the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of **relevant securities**) up to a maximum aggregate nominal amount of £1,214,686.82 apportioned as follows:

- (a) up to an aggregate nominal amount of £464,686.82 in connection with the Proposals; and
- (b) up to a further aggregate nominal amount of £750,000,

in each case for a period expiring (unless previously renewed, varied or revoked by the Company in a general meeting) 15 months after the date of the passing of this resolution provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked. This resolution is in substitution for all existing unexercised authorities previously granted to the Directors to allot relevant securities.

SPECIAL RESOLUTION

2. **THAT**, conditional upon Resolution 1 being passed, the Directors be and are hereby empowered pursuant to the Articles and section 570 of the 2006 Act, to allot equity securities (as defined by section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 1 above as if section 561 of the 2006 Act did not apply to any such allotments. Such power shall, subject to the continuance of the authority conferred by Resolution 1, expire 15 months after the passing of this resolution but may be previously revoked or varied from time to time by Special Resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied. This resolution is in substitution for all existing unexercised powers previously granted to the Directors to allot equity securities as if section 561 of the 2006 Act did not apply.

BY ORDER OF THE BOARD

Roger Murphy
Chief Executive Officer

Registered office:
201 Temple Chambers
3-7 Temple Avenue
London
EC4Y 0DT

Notes:

1. A Member is entitled to attend, speak and vote at the above meeting if they hold ordinary shares.
2. Members entitled to attend, speak and vote at the above meeting are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting and at any adjournment of it. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a proxy appointment is submitted without indicating how the proxy should vote on any resolution, the proxy will exercise his discretion as to whether and, if so, how he votes.
3. A proxy need not also be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. Members may also appoint a proxy through the CREST electronic proxy appointment service as described in note 10 below.
4. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand by Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, or the completed proxy form can be scanned and emailed to voting@shareregistrars.uk.com by no later than 9:00 a.m. on 13 February 2019 (or, in the event of any adjournment, no later than 9:00 a.m. on the date which is two days before the time of the adjourned meeting), together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or authority.
5. The return of a completed proxy form, other such instrument or any CREST proxy instruction (as described in note 10 below) will not prevent a member attending the meeting and voting in person if he/she wishes to do so.
6. A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution, however, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.
7. Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001 and paragraph 18(c) of The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members 48 hours before the time of the meeting shall be entitled to attend and vote at the meeting. In calculating the period of 48 hours mentioned above no account shall be taken of any part of a day that is not a working day. Subsequent changes to entries on the register after this time shall be disregarded in determining the rights of any persons to attend or vote at the meeting.
8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the company's register of members in respect of the joint holding (the first-named being the most senior).
9. If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this meeting by using the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Please note the following:
 - a) in order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST proxy instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (7RA36) by the latest time(s) for receipt of proxy appointments specified in this notice. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
 - b) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred in particular to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
 - c) the Company may treat as invalid a CREST proxy instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.