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If you have sold or otherwise transferred all of your Ordinary Shares, please send this document, together with the accompanying 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 transmission to the purchaser or transferee.

If you have sold or otherwise transferred part of your holding of Ordinary Shares, you should retain this document, together with the accompanying Form of Proxy, and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

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AVOCET MINING PLC

Incorporated and registered in England and Wales

Registered number 03036214

Notice of General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the CEO of Avocet Mining PLC which is set out on pages 2 to 6 of this document and which contains a recommendation from the Board that you vote in favour of the resolutions to be proposed at the General Meeting referred to below.

A notice of the General Meeting of Avocet Mining PLC, to be held at Felix Spier Room at 15 Old Bailey, London, EC4M 7EF on 15 August 2019 at 2:00 p.m., is set out at the end of this document.

A Form of Proxy is enclosed with this document and, if used, should be lodged with the Company's registrar, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY not later than 2.00 p.m. on 13 August 2019.

Letter from the CEO of Avocet Mining PLC

Avocet Mining PLC

(Incorporated in England and Wales under registered number 03036214)

Registered office:

5th Floor
15 Old Bailey
London
EC4M 7EF

26 July 2019

To Avocet Mining PLC Shareholders

Dear Shareholder,

Proposal to put Avocet Mining Plc (the “Company”) into members’ voluntary liquidation

The purpose of this letter is to seek shareholders’ approval of certain resolutions required in order for a members’ voluntary liquidation to be implemented, and explain why these resolutions are being put forward.

Background

For some years, the Company has had various facilities with Manchester Securities Corp (“Elliott”). These facilities had been due and payable since 2013, and had been an unsustainable debt burden on the Company. Elliott’s loans were secured over certain shares in the Company’s group, and over various intercompany loans. Avocet has been in ongoing discussions with Elliott regarding the repayment of its overdue loans.

In the context of the discussions with Elliott, the Company sold all of its assets in Burkina Faso, including the Inata gold mine, to the Balaji Group of companies (the “Balaji Group”) in February 2018. Further, with a view to minimising its costs and streamlining its remaining responsibilities, activities and group structure, the Company sold one of its subsidiary companies, Wega Mining AS, in March 2018.

Following these transactions, shareholders were advised that:

“[d]iscussions with Elliott regarding the restructuring of Avocet’s debts will continue, including (...) the future of Avocet’s stake in the arrangement with Managem over which Elliott has security. (...)

A possible outcome of the discussions with Elliott could be that the Avocet Group is broken up further in an orderly manner and eventually wound up. If this occurs, it is expected that, given the amount of debt owed by Avocet, there will be very minimal or no returns to Avocet’s shareholders” (Annual Report 2017 dated 4 July 2018, page 4).

Disposal of the Tri-K interest

On 18 June 2019, the Company announced the sale of its remaining interests in the Tri-K gold project (the “Tri-K Project”) in Guinea for an aggregate consideration of USD 21 million. This disposal was part of the restructuring of the overdue Elliott facilities.

As announced on 18 June 2019, following the disposal of the Company’s interests in the Tri-K Project, Elliott has released the Company from its USD 32.2 million overdue loans against the payment of almost all of the USD 21 million in proceeds received from the disposal. Further, as part of this release, the Company has transferred to Elliott the USD 2.5 million in deferred consideration for the sale of its assets in Burkina Faso, payable by the Balaji Group over a period of five years from 30 June 2020; Elliott also had security over this deferred consideration.

As a result, the only asset left in the Company is the remaining proceeds of the disposal of the Company’s interests in the Tri-K Project. The Company has applied part of this sum to pay transaction costs and to settle some of its further outstanding debts.

General Meeting of 18 July 2019

Having considered all available options for the future of the Company, the Board resolved that the Company be placed into a members’ voluntary liquidation. On 28 June 2019, the Company published a circular containing details of the proposed members’ voluntary liquidation of the Company, including notice of a General Meeting of the Company to be held on 18 July 2019.

The Board, in conjunction with the Company’s legal, accounting and other advisers, has been preparing the Company to be in a position for the proposed members’ voluntary liquidation to be implemented.

As announced on 16 July 2019, further to feedback from the Company’s shareholders, the proposed resolutions to be tabled to the General Meeting were withdrawn and not proposed at the General Meeting on 18 July 2019. In the 16 July 2019 announcement, the Company advised its shareholders that:

“the only asset left in the Company, is the remaining proceeds of the disposal of the Tri-K assets. Avocet has applied part of this sum to pay transaction costs and to settle some of the outstanding debts. Taking into account payment of remaining liabilities, the Board estimates that the Company’s residual cash resources provide headroom only for a few weeks of running costs.

The Board is open to, in the short term, explore viable investment opportunities (if any) for the Company; a prerequisite for the Board to advance a possible investment opportunity, is that it be accompanied by new sources of funding, as such a process cannot be financed from the Company’s own cash resources.

The shareholders are therefore advised that, should there be no viable opportunities, or if any opportunity is not significantly progressed, before the Company has exhausted its own cash resources, the Board will, in order to avoid an insolvent liquidation, immediately seek to obtain approval of the resolutions required for a members’ voluntary liquidation to be implemented, and as such, preparations for the implementation thereof will continue.”

The General Meeting convened by the Company on 28 June 2019 was held on 18 July 2019. As the Company had previously withdrawn both the Special Resolution and the Ordinary Resolution originally

proposed to be voted on there was no business to conduct, the General Meeting was closed without any resolutions being put to a vote.

As of the date this Circular went to print, the Company has not received a viable, funded investment proposal. The Board will continue to be open to any such proposal that is received prior to the General Meeting at which the liquidation of the Company will be proposed.

Proposal to put the Company into members' voluntary liquidation

In order to place the Company into members' voluntary liquidation before it has exhausted its own cash resources, the Company is now seeking shareholders' approval of certain resolutions required to implement the members' voluntary liquidation.

Shareholders are advised that, in the event that any of the resolutions are not passed, the proposed members' voluntary liquidation will not be implemented. This would leave the Board, given the Company's liquidity position, with no option other than to immediately pursue a formal insolvency process by appointing administrators to the Company. This will lead to a further, and unnecessary, diminution of Company funds and result in a worse outcome for the Company's remaining creditors.

It is not expected that there will be any returns to the shareholders in the event of the proposed members' voluntary liquidation being implemented, nor if the Company is placed into a formal insolvency process.

If the resolutions are passed by Shareholders at the General Meeting, the Company also proposes to apply for the cancellation of both the admission of the Ordinary Shares to the Official List of the Financial Conduct Authority and the admission of the Ordinary Shares to trading on the main market for listed securities of the London Stock Exchange and the Oslo Stock Exchange.

The Board considers the proposed course of action to be in the best interests of the Company, its creditors and its Shareholders as a whole.

General Meeting

You will find set out at the end of this document a notice convening a General Meeting of the Company to be held on 15 August 2019 at 2.00 p.m. at Felix Spier Room at 15 Old Bailey, London, EC4M 7EF. The purpose of the General Meeting is to consider and, if thought appropriate, pass the resolutions summarised below. Each of the resolutions is conditional on the approval of each of the other resolutions at the General Meeting, so that if one is not approved, none of them shall come into effect.

Under the first resolution (which will be proposed as a special resolution) the Company will seek approval (i) that the Company be placed into a members' voluntary liquidation, and (ii) that the Joint Liquidators (as defined below) be authorised to distribute to the members in specie or in kind the whole or any part of the assets of the Company.

Under the second resolution (which will be proposed as an ordinary resolution) the Company will seek approval (i) that Paul Williams and Geoffrey Bouchier of Duff & Phelps Ltd., The Shard, 32 London Bridge Street, London, SE1 9SG, be appointed the "Joint Liquidators" of the Company and that any act required or authorised under any enactment to be done by a liquidator is to be done by them jointly or by any one of them, (ii) that the Joint Liquidators' remuneration be fixed at their normal charging rates, which may be amended from time to time, by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding up and that they be authorised to draw their remuneration on account at such intervals as they may determine, and (iii) that following any appointment of the Joint Liquidators becoming effective, a Director of the Company be authorised to certify the Joint Liquidators' appointment and send the certificate to the Joint Liquidators forthwith.

The requirements for the resolutions to be approved at the General Meeting are as follows:

- for a special resolution to be passed, it must be approved by members representing at least 75% of the total votes cast at the meeting on such resolution (either in person or by proxy); and
- for an ordinary resolution to be passed, it must be approved by members of the relevant class representing a majority (i.e. more than 50%) of the total votes cast at the meeting on such resolution (either in person or by proxy).

The quorum requirement for the General Meeting is two persons entitled to vote on the special resolution to be proposed at the General Meeting, each being a member or a proxy for a member or a duly authorised representative of a corporation which is a member.

Action to be taken

A Form of Proxy for use in connection with the General Meeting is enclosed with this Circular. Whether or not you propose to attend the General Meeting, you are requested to complete and sign the enclosed Form of Proxy. Completed Forms of Proxy should be returned to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible, and in any event so as to be received by Computershare Investor Services PLC no later than 2.00 p.m. on 13 August 2019.

Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the General Meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).

To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 1802 or you may photocopy Form of Proxy. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' 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.

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Any alterations made to the Form of Proxy should be initialled.

The completion and return of the Form of Proxy will not preclude a member from attending the meeting and voting in person.

The resolutions specified above will be decided on a show of hand unless a poll is called for pursuant to the articles of association of the Company. The results of the General Meeting will be announced to a Regulatory Information Service and will appear on the Company's website <http://www.avocetmining.com>.

Recommendation

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

Yours faithfully

Boudewijn Wentink
CEO, Avocet Mining PLC

Avocet Mining PLC

(the “Company”)

(Incorporated in England and Wales under registered number 03036214)

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting (the “**General Meeting**”) of the Company will be held at Felix Spier Room at 15 Old Bailey, London, EC4M 7EF on 15 August 2019 at 2.00 p.m. for the purpose of considering and if thought fit, passing the following resolutions of the Company (of which the first resolution is being proposed as a special resolution, and the second resolution is being proposed as an ordinary resolution). Each of the resolutions is conditional on the approval of each of the other resolutions at the General Meeting, so that if one is not approved, none of them shall come into effect.

SPECIAL RESOLUTION

1. **THAT** (i) the Company be placed into a members’ voluntary liquidation and (ii) the Joint Liquidators (as defined below) be, and are hereby authorised to, distribute to the members in specie or in kind the whole or any part of the assets of the Company.

ORDINARY RESOLUTION

2. **THAT** (i) Paul Williams and Geoffrey Bouchier of Duff & Phelps Ltd., The Shard, 32 London Bridge Street, London, SE1 9SG, be and are hereby appointed the “Joint Liquidators” of the Company and that any act required or authorised under any enactment to be done by a liquidator is to be done by them jointly or by any one of them, (ii) that the Joint Liquidators’ remuneration be fixed at their normal charging rates, which may be amended from time to time, by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding up and that they be authorised to draw their remuneration on account at such intervals as they may determine, and (iii) that following any appointment of the Joint Liquidators becoming effective, a Director of the Company be authorised to certify the Joint Liquidators’ appointment and send the certificate to the Joint Liquidators forthwith.

Dated 26 July 2019

Registered office: 5th Floor 15 Old Bailey, London, EC4M 7EF

By order of the Board

Boudewijn Wentink
Director
Avocet Mining PLC

Shareholder Notes

Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the Company's register of members at 06:00 p.m. on 13 August 2019, or if the General Meeting is adjourned, at 06:00 p.m. on the day two days prior to the adjourned meeting, shall be entitled to attend or vote at the General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after such time will be disregarded in determining the rights of any person to attend or vote at the meeting.

Shareholders are invited to attend the General Meeting in person. There is no requirement to bring any formal certificates or evidence of shareholding, although you will be asked to provide your name and address so you may be identified as a shareholder on the register.

Website giving information regarding the General Meeting.

Information regarding the General Meeting, including the information required by section 311A of the Companies Act 2006, is available from <http://www.avocetmining.com>. The website includes information on the number of shares and voting rights.

A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

A member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend in his place (see below for information regarding proxies).

This notice is sent to you in accordance with sections 307(1) to 311(A) of the Companies Act 2006.

Appointment of proxies

Whether or not you propose to attend the General Meeting, you are requested to complete and sign the Form of Proxy. Completed Forms of Proxy should be returned to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible, and in any event so as to be received by Computershare Investor Services PLC no later than 2:00 p.m. on 13 August 2019.

Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the General Meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).

To appoint more than one proxy, an additional Form of Proxy may be obtained by contacting the Registrar's helpline on 0370 707 1802 or you may photocopy Form of Proxy. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' 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.

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Any alterations made to the Form of Proxy should be initialled.

The completion and return of the Form of Proxy will not preclude a member from attending the meeting and voting in person.

Communication

Shareholders are encouraged to put questions to the Board in advance of the General Meeting. Except as provided above, members who have queries for the Board, or have general queries about the General Meeting itself, should use the following means of communication (no other methods of communication will be accepted):

- by post, addressed to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY; or
- by telephone – call 0370 707 1802.

Questions at the Meeting

Under section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at the meeting unless:

- answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Appendix 1

Definitions

“Board”	means the board of directors of the Company.
“Company”	means Avocet Mining PLC.
“CREST”	means the relevant system (as defined in the Uncertificated Securities Regulations 2001) in respect of which Euroclear UK & Ireland is the Operator (as defined in such regulations).
“CREST Manual”	means the rules governing the operation of CREST.
“Form of Proxy”	the form of proxy enclosed with this document, for use by Shareholders in connection with the General Meeting.
“General Meeting”	means the General Meeting of the Company to be held on 15 August 2019.
“Ordinary Shares”	means the 20,949,671 issued ordinary shares of 1 pence each in the capital of the Company.
“Shareholders”	means the holders of the Ordinary Shares.