

New World Resources Plc

Registered in England and Wales No 7584218 and in the Netherlands No 55931758

NOTICE OF GENERAL MEETING

NOTICE is hereby given that a General Meeting of New World Resources Plc (“NWR Plc”) will be held at 10:00 a.m. (CET) on 20 August 2014 at NWR Plc’s corporate office at Jachthavenweg 109h, 1081 KM Amsterdam, the Netherlands for the purpose of considering and, if thought fit, passing the following Resolution which will be proposed as a special resolution:

THAT:

- (a) the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 to exercise all powers of NWR Plc to allot New A Shares (as defined in the prospectus of NWR Plc of which this Notice of General Meeting forms part (the “Prospectus”)), of NWR Plc and to grant rights to subscribe for, or to convert securities into, New A Shares:
 - (i) up to an aggregate nominal amount of EUR 32,004,448 for the purposes of the Placing (as defined in the Prospectus); and
 - (ii) up to a further aggregate nominal amount, of EUR 117,995,552 for the purposes of the Rights Issue (as defined in the Prospectus),provided that this authority shall expire on 31 December 2014;
- (b) the Directors be and are hereby given power pursuant to Section 570 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) for cash under the authority granted by paragraph (a) above, and/or where the allotment is treated as an allotment of equity securities under Section 560(3) of the Companies Act 2006, as if Section 561 of the Companies Act 2006 did not apply to any such allotment and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, provided that this power shall expire on 31 December 2014;
- (c) the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 to exercise all powers of NWR Plc to allot A ordinary shares of NWR Plc and to grant rights to subscribe for, or to convert securities into, A ordinary shares of NWR Plc up to an aggregate nominal amount of EUR 799,101.48 for the purposes of the New Convertible Notes and the Deed Poll (as defined in the Prospectus) and the allotment of A ordinary shares of NWR Plc pursuant to the Deed Poll, provided that this authority shall expire on the date falling five years following the date on which this Resolution is passed but, in each case, so that NWR Plc may make offers and enter into agreements before the expiry of such authority which would, or might, require A ordinary shares to be allotted or rights to subscribe for, or convert securities into, A ordinary shares to be granted after the authority expires and the Directors may allot A ordinary shares or grant rights to subscribe for, or convert securities into, A ordinary shares pursuant to any such offer or agreement as if the authority had not expired;
- (d) the allotment of 1,364,336,135 New A Shares (as defined in the Prospectus) to the Participating Existing Noteholders (as defined in the Prospectus) for cash at a price of EUR 0.023457891 per share, which is a discount of 82.93 per cent. to the closing middle market quotation (as derived from the daily official list of the London Stock Exchange) of an A ordinary share of NWR Plc of EUR 0.1374 per share on the last Business Day prior to announcement of the Rights Issue and the Placing (as defined in the Prospectus) and after adjusting for the subdivision referred to paragraph (e) and otherwise on the terms set out in the Prospectus be approved;
- (e) subject to, conditional upon and with effect from the amendment of the Official List of the UK Listing Authority in respect of the A Shares (as defined in the Prospectus) of EUR 0.40 each in the capital of NWR Plc each A Share be sub-divided into (i) one A Share of EUR 0.0004 nominal value, such shares having the same rights and being subject

to the same restrictions (save as to nominal value) as the Existing A Shares of EUR 0.40 each in the capital of NWR Plc as set out in NWR Plc's articles of association as amended by paragraph (f) below and the Divisional Policy Statements (as defined in the Prospectus), and (ii) 999 D Shares of EUR 0.0004, such shares having the rights and being subject to the restrictions set out in NWR Plc's articles of association as amended by paragraph (f) below;

- (f) the articles of association of NWR Plc be amended by the insertion of a new article 7A immediately after article 7, as follows:

7A. The D Shares

7A.1 The rights and restrictions attached to the deferred shares of EUR 0.0004 each in the capital of the Company (the "D Shares") are as follows:

- (i) Notwithstanding any other provisions of these Articles, a D Share:
- (A) does not entitle its holder to receive any dividend or other distribution;
 - (B) does not entitle its holder to receive a share certificate in respect of the relevant shareholding;
 - (C) does not entitle its holder to receive notice of, nor to attend, speak or vote at, any general meeting of the Company;
 - (D) entitles its holder on a return of capital on a winding up of the Company (but not otherwise) only to the repayment of the amount paid up or credited as paid up on that share and only after payment of the amounts entitled to be paid to holders of A Shares and B Shares in the share capital of the Company and the further payment of EUR 1.00 on each such ordinary share;
 - (E) does not entitle its holder to any further or other participation in the capital, profits or assets of the Company; and
 - (F) shall not be capable of transfer at any time other than with the prior written consent of the Directors.
- (ii) The Company may at its option and is irrevocably authorised at any time after the creation of the D Shares to:
- (A) appoint any person to act on behalf of any or all holder(s) of a D Share(s), without obtaining the sanction of the holder(s), to transfer any or all of such shares held by such holder(s) for nil consideration to any person appointed by the Directors and to execute for and on behalf of such holder(s) such documents as are necessary in connection with such transfer;
 - (B) without obtaining the sanction of the holder(s), but subject to the Legislation:
 - a. purchase any or all of the D Shares then in issue and to appoint any person to act on behalf of all holders of D Shares to transfer and to execute a contract of sale and a transfer of all the D Shares to the Company for an aggregate consideration of EUR 1.00 payable to one of the holders of D Shares to be selected by lot (who shall not be required to account to the holders of the other D Shares in respect of such consideration); and
 - b. cancel any D Share without making any payment to the holder.
- (iii) Any offer by the Company to purchase the D Shares may be made by the Directors depositing at the registered office of the Company a notice addressed to such person as the Directors shall have nominated on behalf of the holders of the D Shares.
- (iv) The rights attaching to the D Shares shall not be, or be deemed to be, varied, abrogated or altered by:
- (A) the creation or issue of any shares ranking in priority to, or *pari passu* with, the D Shares;
 - (B) any amendment or variation of the rights of any other class of shares of the Company;
 - (C) the Company reducing its share capital or share premium account;

- (D) the cancellation of any D Share without any payment to the holder thereof; or
- (E) the redemption or purchase of any share, whether a D Share or otherwise,
- nor by the passing by the members of the Company or any class of members of any resolution, whether in connection with any of the foregoing or for any other purpose, and accordingly no consent thereto or sanction thereof by the holders of the D Shares, or any of them, shall be required;
- (g) the Directors be and are hereby generally and unconditionally authorised, subject to completion of the Rights Issue and the Placing, for the purposes of Section 551 of the Companies Act 2006 to exercise all powers of NWR Plc to allot A ordinary shares of NWR Plc and to grant rights to subscribe for, or to convert securities into, A ordinary shares of NWR Plc up to an aggregate nominal amount of EUR 266,367.16 on terms that such authority is to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006 (other than those authorities granted pursuant to this Resolution) is for the sole purpose of assisting NWR Plc to cure a breach of its requirement to maintain sufficient free float in accordance with the listing rules of any applicable stock exchange or regulatory authority and is to expire three months following the Restructuring Effective Date (as defined in the Prospectus) but, so that NWR Plc may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into such nominal amount of shares to be granted after the authority ends:
- (h) the Directors be and are hereby given power pursuant to Section 570 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) for cash under the authority granted by paragraph (g) above, and/or where the allotment is treated as an allotment of equity securities under Section 560(3) of the Companies Act 2006, as if Section 561 of the Companies Act 2006 did not apply to any such allotment, for the sole purpose of assisting NWR Plc to cure a breach of its requirement to maintain sufficient free float in accordance with the listing rules of any applicable stock exchange or regulatory authority, such power to expire three months following the Restructuring Effective Date (as defined in the Prospectus) but so that NWR Plc may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends.

By order of the Board

Ivona Ročárková
Secretary

30 July 2014

Registered in England and Wales No. 7584218

Registered Office:
c/o Hackwood Secretaries Limited
One Silk Street
London
United Kingdom
EC2Y 8HQ

NWR Plc is also registered with the trade register in the Netherlands under number 55931758.

Notes:

Proxy Appointment

1. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the General Meeting. A proxy need not be a shareholder of NWR Plc. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
2. A form of proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.
3. To appoint a proxy, the form of proxy must be received by one of the following methods, so as to be received no later than 10.00 a.m (CET) on 18 August 2014:

- (a) in hard copy form, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), sent to NWR Plc's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY;
- (b) by electronic proxy appointment via www.investorcentre.co.uk/eproxy, the shareholder will need control number, the shareholder reference number (SRN) and PIN number shown on the paper Form of Proxy enclosed; or
- (c) by CREST Proxy Voting Service in accordance with Note 11 below.

Nominated persons

4. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from NWR Plc in accordance with section 146 of the Companies Act ("**nominated persons**"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Information about shares and voting

5. Holders of Existing A Shares and B Shares are entitled to attend and vote at general meetings of NWR Plc. The total number of issued Existing A Shares and B Shares in NWR Plc on 29 July 2014, which is the latest practicable date before the publication of this document is 264,742,143 and 10,000, respectively, carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 29 July 2014 is 264,752,143.

Right to attend and vote

6. Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to NWR Plc's register of members at 12.00 p.m. (London time) on 18 August 2014 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.

Venue arrangements

7. To facilitate entry to the meeting, members are requested to bring with them the admission card which is attached to the proxy card.
8. Members should note that the doors to the General Meeting will be open at 9.30 a.m. (CET).
9. Mobile phones may not be used in the meeting hall, and cameras, tape or video recorders are not allowed in the meeting hall.

CREST members

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following 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) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Computershare Investor Services PLC (3RA5D) by the latest time(s) for receipt of proxy appointments specified in Note 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by

enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to him by other means.

12. CREST members (and, where applicable, their CREST Sponsors or voting service providers) should note that Euroclear 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, to procure that his CREST sponsor or voting service provider takes) 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.
13. NWR Plc may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

14. 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.

Questions

15. Any member attending the meeting has the right to ask questions. NWR Plc must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of NWR Plc or the good order of the meeting that the question be answered.

Website information

16. A copy of this notice and other information required by section 311A of the Companies Act can be found at www.newworldresources.eu.

Voting by poll

17. The Resolution to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the NWR Plc Board considers it a more democratic method of voting. It is also in line with recommendations made by the Shareholder Voting Working Group and Paul Myners in 2004. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on NWR Plc's website and notified to the UK Listing Authority once the votes have been counted and verified.

Use of electronic address

18. Members may not use any electronic address provided in either this notice of meeting or any related documents (including the enclosed form of proxy) to communicate with NWR Plc for any purposes other than those expressly stated.